

STATE BOARD OF HEALTH BYLAWS

ARTICLE I. APPLICABILITY

Section 1. General.

The provisions of these Bylaws are applicable to all proceedings of the State Board of Health ("Board") to the extent that the same are not otherwise governed by the requirements set forth in the Code of Virginia or by Executive Order. Whenever the provisions and authorizations of these Bylaws are in conflict with the provisions and authorizations mandated by the Code of Virginia or by Executive Order, the latter shall control.

Section 2. Authority and Limitations.

The Board is constituted under Va. Code §§ 32.1-5 and 2.2-2100 as a "Policy Board." As a "Policy" board pursuant to Va. Code § 2.2-2100, the Board is specifically charged with the duties and responsibilities set forth in the Basic Law governing the actions of the Board, as generally established in Title 32.1, as well as in such other Titles of the Code of Virginia as authorizations and duties may arise, to promulgate public policies or regulations and, consistent with the basic law, specifically to set rates, distribute federal funds, and adjudicate regulatory or statutory law including, but not linked to, the Virginia Administrative Process Act, the Public Procurement Act, the Personnel Act, the State and Local Government Conflicts of Interest Act, the Freedom of Information Act, the Privacy Protection Act, the basic law, and such other enactments or amendments as the General Assembly may, from time to time, provide.

ARTICLE II. MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Board shall be held at least on a quarterly basis at such time and place as the Board may determine, provided, however, that at least one meeting shall be held in the City of Richmond. No business requiring a vote or final decision of the Board may be conducted in the absence of a quorum, as defined under Va. Code § 32.1-8.

Section 2. Annual Meetings.

The regular meeting held in the second quarter of the calendar year shall be designated as an annual meeting. Elections shall be held at the Annual Meeting.

Section 3. Committee Meetings.

The Executive Committee, the establishment and constitution of which are hereinafter set forth, and such other Committees as the Board or Chair may designate, pursuant to Article IV, Section 2 of these Bylaws, may convene from time to time as such times may be established by the appropriate committee; provided, however, that all such meetings are open to the public and must comply with the notice requirements set forth in Va. Code § 2.2-3707 of the Virginia Freedom of Information Act, Va. Code § 2.2-3700 *et seq.*

Section 4. Special Meetings.

The Chair or any three members of the Board may call a special meeting for specific purpose or purposes. No business shall be transacted at such special meeting except that expressly sent out in the notice of the special meeting.

Section 5. Notice of Meeting.

In all cases, public notice of meetings shall be provided at a time and in a manner consistent with the requirements of the then current Freedom of Information Act, Va. Code § 2-2-3700 *et seq.*

Section 6. Quorum.

A quorum for all purposes shall be that established by Va. Code § 32.1-8, as the same may be amended from time to time.

Section 7. Conduct of Meetings.

The Chair shall preside over all meetings of the Board, except that, in the absence or disability of the Chair, the Vice Chair shall preside. The State Health Commissioner ("Commissioner"), the executive officer of the Board pursuant to Va. Code § 32.1-18, shall serve as Secretary or, with the approval of the Board, shall name his designee to serve as Secretary, as specified by Va. Code § 32.1-9. The Secretary or Secretary-designees shall provide staff support, record all

minutes of the meetings, and record in a minute book all resolutions adopted and all transactions occurring at the meeting. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Board when not in conflict with statutory requirements set forth in the Code of Virginia, Executive Orders, or established policies of the Department of Health. Pursuant to Va. Code § 2.2-3710, no written or secret ballots shall be taken in an open meeting, but all voting shall be accomplished by voice vote, show of hands, or roll-call vote.

ARTICLE III. OFFICERS

Section 1. Number and Title.

The officers of this Board shall be as follows:

1. Chair
2. Vice Chair
3. Secretary, who shall be the Commissioner or, with the approval of the Board, his designee, as prescribed by Va. Code § 32.1-9

Section 2. Duties.

The duties of the officers shall be those usually incident to the respective office and such other special duties as may, from time to time, be specified by the Board. Officers shall be elected annually and shall assume their duties at the close of the meeting at which they are elected.

Section 3. Vacancies.

Vacancies in the position of Chair or Vice Chair shall be filled for the remainder of the term by voice vote, show of hands, or roll-call vote of the Board at its next full meeting following the departure or resignation of the former incumbent.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee.

The Executive Committee of the Board shall be composed of the Chair, the Vice Chair, and two non-officer members of the Board, who shall be elected by the Board. The Chair of the Board shall also serve as Chair of the Executive Committee. The Executive Committee shall undertake

all such responsibilities as are required or requested by the Board, and, to the extent the Board may officially delegate certain duties to the Executive Committee, all such delegated duties when the full Board is not in session. All actions taken on delegated duties shall be described in full report to the next successive full Board meeting for review, approval or disapproval, or ratification by the Board, as appropriate.

Section 2. Other Committees.

The Board or Chair, as its discretion, may appoint such other committees of its members as it may deem advisable and may designate the responsibilities of any such committees.

Section 3. Vacancies.

Vacancies arising on the Executive Committee or any other committee established by the Board may be filled for the unexpired term by the Board at its next full meeting.

ARTICLE V. ELECTIONS

Section 1. Nominations.

Nominations for Chair, Vice Chair, and two Executive Committee members may be made by a nominating committee appointed by the Chair or the Board for that purpose. Additional nominations may be received by voice from the floor.

Section 2. Voting.

Elections of officers and Executive Committee members must be conducted in open session of at least a quorum of the Board by voice vote, show of hands, or roll-call vote, as required by Va. Code § 2.2-3710. Election to office or Executive Committee membership shall be determined by a simple majority of those present and voting.

ARTICLE VI. AMENDMENTS

The Bylaws of the Board may be amended at any regular meeting of the Board at which at least a quorum is present by an affirmative vote of two-thirds of the Board membership present and voting, provided that the amendment has been submitted in writing at the previous regular meeting.