

# STATE BOARD OF HEALTH BYLAWS

## ARTICLE I. APPLICABILITY

### **Section 1. General.**

The Board of Health has the authority to adopt bylaws pursuant to Va. Code § 32.1-7. 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, *et seq.* 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 set forth in and consistent with the basic law, the Board may promulgate public policies or regulations, set rates, distribute federal funds, and adjudicate regulatory or statutory violations.

### **Section 3. Members**

The Board shall consist of residents of the Commonwealth appointed by the Governor for terms of four years each in accordance with Va. Code § 32.1-5. A vacancy other than by expiration of term shall be filled by the Governor for the unexpired term. No person shall be eligible to serve more than two full consecutive four year terms.

### **Section 4. Representation.**

When the Board is requested to appear before the General Assembly, or any legislative or study committees, the Board shall be represented by the State Health Commissioner ("Commissioner") or his designee or by duly designated member(s) who are nominated by the Chair and when practicable, confirmed by the Board.

Individual members of the Board may provide comments to the media, social media, local, state, or federal officials, or members of the public. Any comments made shall be identified as the member's personal views and not the position of the Board unless the member has been authorized by the Board to express its official position.

#### **Section 5. Orientation.**

All new members appointed to the Board shall receive an orientation from the Virginia Department of Health (Department) that includes information about the roles and responsibilities of the Board; the committee structure and Bylaws of the Board; the roles and responsibilities of the Department; an overview of the Virginia regulatory process; and the Virginia Freedom of Information Act.

## **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 3 of these Bylaws, may convene at such times as may be established by each committee; provided, however, that all such meetings are open to the public and 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 a specific purpose or purposes. No business shall be transacted at such special meeting except that expressly set out in the notice of the special meeting.

#### **Section 5. Notice of Meeting.**

Public notice of meetings shall be provided in accordance with the requirements of the Freedom of Information Act, Va. Code § 2.2-3700 *et seq.*

#### **Section 6. Quorum.**

A quorum of the Board for transaction of any lawful business shall be that established by Va. Code § 32.1-8.

#### **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 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 or Executive Orders. Pursuant to Va. Code § 2.2-3710, the Board shall not vote by written or secret ballot. All voting shall be accomplished by voice vote, show of hands, or roll-call vote.

#### **Section 8. Closed Session.**

Prior to meeting in a closed session, the Board must vote affirmatively to do so and must announce the purpose of the session. This purpose shall consist of one or more of the purposes for which a closed session is permitted in accordance with the Virginia Freedom of Information Act, Va. Code § 2.2-3700, *et seq.* Minutes may be taken during a closed session but are not required. Such minutes shall not be subject to mandatory public disclosure.

## **Section 9. Official Records.**

All official records of the Board shall be kept on file at the Department and shall be open to inspection as required by law. All files shall be kept in accordance with the applicable Records Retention and Disposition Schedule maintained by the Library of Virginia in accordance with the Virginia Public Records Act, Va. Code § 42.1-76, *et seq.*

## **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. . At each year's Annual Meeting, the Board shall elect the two non-officer members of the Executive Committee from the Board's membership for the coming year. Those elected shall assume their duties at the close of

the meeting at which they are elected. The Chair of the Board shall also serve as Chair of the Executive Committee.

## **Section 2. Duties.**

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 Board at the next successive full Board meeting for review, approval or disapproval, or ratification by the Board, as appropriate

## **Section 3. Other Committees.**

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

## **Section 4. Vacancies.**

Vacancies arising on the Executive Committee or any other committee established by the Board or Chair 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 TO THE BYLAWS

The Board shall review and amend the Bylaws as necessary. At a minimum, the Board shall review its Bylaws every four years. 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.

These Bylaws are effective on March 7, 2019, and until subsequently amended.

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Gary Critzer, Chair  
State Board of Health

Reviewed June 2023

Revised March 2019

Revised March 2012