

**Central Connecticut Health District
Board of Directors**

BYLAWS



**CENTRAL CONNECTICUT HEALTH DISTRICT
BOARD OF DIRECTORS**

BYLAWS

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CENTRAL CONNECTICUT HEALTH DISTRICT BOARD OF DIRECTORS

BYLAWS

ARTICLE I – Name

Section 1. The name of the health district shall be the Central Connecticut Health District (known as the “Health District”). It shall be a regional public health agency organized and established pursuant to Chapter 368f of the Connecticut General Statutes.

ARTICLE II – Mission

Section 1. The Health District is committed to improving the quality of life in its member communities through prevention of disease and injury, fostering of a healthy environment, and promotion of the health of its residents.

Section 2. The Health District shall serve municipalities (known as “Member Towns”) whose legislative bodies have voted pursuant to Section 19a-241(a) of the Connecticut General Statutes to join the Health District and who have been approved by the Board for admission to the Health District.

Section 3. The Health District may also provide selected public health services to other municipalities on a contractual basis.

ARTICLE III - Board of Directors

Section 1. The Health District shall be governed by a Board of Directors (known as “the Board”) made up of representatives (known as “Directors”) appointed by Member Towns in the Health District pursuant to Section 19a-241(b) of the Connecticut General Statutes.

Section 2. Pursuant to Section 19a-241(b) of the Connecticut General Statutes, the number of Directors appointed by each town shall be determined by the population estimates published annually by the State of Connecticut Department of Public Health. Unless otherwise provided by State statute, appointments reflecting any change in the number of Directors each town may appoint shall be completed and become effective on July 1 following the publication by the State of Connecticut Department of Public Health population estimates.

Section 3. Pursuant to Section 19a-241 (b) of the Connecticut General Statutes, the term of office for a Director shall be three years. **Such term shall commence on July 1 and end on June 30.** Directors may be reappointed to successive terms. **In the event of the voluntary resignation or death of a Board member not in conjunction with a completed term, the appointing authority would be responsible for selecting a replacement to serve the remainder of the term.**

(New) Section 4. In order to be seated on the Board and to participate as a voting member in meetings, a new Director must be officially appointed by the appointing authority. In order to continue on the Board and participate in Board meetings as a voting member after a term has ended, a Director must be officially reappointed by the appointing authority.

Section 5. The responsibilities of the Board shall include, but not be limited to:

- a. Development and implementation of strategic goals and objectives that support desired public health outcomes in the Health District and monitoring their achievement.
- b. Establishment of public health policy for the Health District and for adoption and implementation in Member Towns.
- c. Enforcement of applicable state and municipal laws pursuant to Section 19a-241(a) of the Connecticut General Statutes.
- d. Promulgation and enforcement of public health regulations pursuant to Section 19a-243(a) of the Connecticut General Statutes for the prevention of disease and injury and the promotion of health in the Member Towns.
- e. Approval of admission of towns to the Health District pursuant to Section 19a-241(a) of the Connecticut General Statutes.
- f. Appointment of a Director of Health in accordance with Sections 19a-242 and 19a-244 of the Connecticut General Statutes to serve as the chief executive officer of the Health District, and periodic performance evaluations.
- g. Appointment of an acting director of health pursuant to Section 19a-242 to serve in the absence of the director of health or when the director of health position is vacant.
- h. Approval of policies and procedures related to the general operation of the Health District
- i. Service as trustee of the Health District's assets.
- j. Oversight of the financial activities of the Health District; monitoring of its fiscal status; and the development and approval of an annual budget pursuant to Section 19a-243(c) of the Connecticut General Statutes.
- k. Selection of an auditor for the annual audit of the Health District's financial records; review of the auditor's opinion on the health district's annual financial statements; and action on recommendations resulting from the auditor's work.
- l. Approval of appointments to standing committees of the Board of directors, and the establishment of special committees, as proposed by the Chairperson.
- m. Approval of the filling of vacancies on committees of the Board of Directors; and
- n. Periodic review of these bylaws for compliance with State law and revision as needed.

Section 6. Directors may resign at any time. The resignation of any Director shall be in writing to the Chairperson of the Board, to the appointing authority of the Member Town that the Director represents and, pursuant to Section 7-103 of Connecticut General Statutes, to the Clerk of the member town. Unless a date is specified by the Director, the resignation shall become effective immediately upon receipt by the Board.

Section 7. Pursuant to Section 19a-241(b) of the Connecticut General Statutes any vacancy occurring on the Board shall only be filled by the appointing authority in the Member Town that the Director represents.

Section 8. Each Director is expected to be physically present at all meetings of the Board. In the event of habitual absence of a Director or the habitual participation through electronic means only, the Chairperson shall contact the appointing authority of the Member Town with the Board's concerns.

ARTICLE IV– Officers

Section 1. In accordance with Section 19a-243(c) of the Connecticut General Statutes, the Board shall elect a Chairperson and Vice-Chairperson each year at its annual meeting in September. Each newly elected officer shall take office immediately following the meeting at which the election is held.

Section 2. Pursuant to Section 19a-243(c) of the Connecticut General Statutes the Director of Health shall be a nonvoting member of the Board and shall serve as its Secretary and Treasurer.

Section 3. The Chairperson shall set the agenda for, and preside over, all meetings of the Board and its Executive Committee and perform all the duties normally assigned to the chairpersons of like boards or commissions. The Chairperson shall have a vote on all issues before the Board and shall be a voting member, *ex-officio*, of all committees, except the Nominations Committee. The Chairperson shall also perform other duties as may be assigned by the Board.

Section 4. The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence, shall provide the Chairperson with assistance as required and shall perform such other duties as may be assigned by the Chairperson or the Board.

Section 5. The Secretary of the Board shall directly handle, or cause to be handled, the following:

- a. Give due notice of all meetings of the Board in accordance with Chapter 368f and Chapter 14 of the Connecticut General Statutes.
- b. Keep the minutes of the proceedings of the Board, including meetings of the Board, the Executive Committee and all public hearings in accordance with Chapter 14 of the Connecticut General Statutes.
- c. Act as custodian of all records, proceedings and reports of the Board and handle the Board's written correspondence; and
- d. Perform such other duties as are incident to the office or as may be assigned by the Chairperson or the Board.

Section 6. The Treasurer shall:

- a. Serve as a member, *ex officio*, of the Finance Committee;
- b. Prepare the annual budget for the Board with the assistance of the Finance Committee;
- c. Supervise the receipt and custody of the Health District's funds;
- d. Maintain or oversee correct and complete books and records of account, including full and accurate accounts of receipts and disbursements of the Health District;
- e. Assume responsibility for all funds and securities of the Health District and deposit all such funds and securities in the name of the Health District in such banks, trust companies or other depositories as shall be selected by the Board;
- f. Prepare, distribute and retain or cause to be prepared, distributed and retained, all reports, records and returns required by law regarding the Health District's financial status;
- g. Prepare and submit written monthly reports and an annual financial report with supporting documentation to the Board; and
- h. Perform such other duties as may be assigned by the Chairperson or the Board.

ARTICLE V – Executive Committee

Section 1. Pursuant to Section 19a-243(c) of the Connecticut General Statutes there shall be an Executive Committee of the Board to consist of the Chairperson, the Vice-Chairperson, the Director of Health, and one other Director, to be known as the “member at large,” elected to the Executive Committee by the Board.

Section 2. The Executive Committee shall be authorized to act on behalf of the Board on urgent matters when the Board is not in session or when convening the full Board is neither possible nor practical.

Section 3. The Board may further authorize the Executive Committee to assume such duties or to act on the Board’s behalf on such issues or in such areas as the Board may determine.

ARTICLE VI - Meetings

Section 1. Pursuant to Section 19a-243(c) of the Connecticut General Statutes the Board shall hold at least one regular meeting per quarter during each fiscal year.

Section 2. Regular meetings of the Board may be held at such times and places as, in the opinion of the Chairperson or a simple majority of the Directors, the interests of the Health District shall require.

Section 3. Special meetings of the Board shall be held whenever called by the Chairperson, or the Vice-Chairperson in the absence of the Chairperson, or when requested by the Director of Health.

Section 4. All meetings of the Health District shall be scheduled and conducted in accordance with Chapter 368f and Chapter 14 of the Connecticut General Statutes and held in meeting facilities that are open and easily accessible by the public.

Section 5. At all Board meetings, a quorum for the transaction of business shall consist of a simple majority of the entire Board's membership provided that at least one Director from each Member Town is present. However, in the event that all of the positions on the Board from any one town are vacant, the Board may meet to transact business provided a simple majority of the entire Board's membership excluding the number of appointments allotted to the town whose positions are vacant, and at least one Director from each of the other member towns is present.

Section 6. An affirmative vote of at least two-thirds of the entire Board's membership, including at least one affirmative vote of a Director from each Member Towns is required for passage of any vote concerning:

- a. Admission of a new Member Town
- b. Hiring of a director of health
- c. Adoption of the annual budget
- d. Any amendment to the approved annual budget that will affect the proportionate share of expenses by member towns
- e. Adoption or amendment of any Health District ordinance
- f. Authorization of any borrowing or of any application for credit or for a mortgage by the Health District
- g. Relocation of the central headquarters of the Health District or of any local office in a Member Town
- h. Purchase or sale of real estate by the Health District
- i. Dissolution of the Health District or merger with another health district; or
- j. Any amendment of these bylaws.

In the event that all of the positions on the Board from any one town are vacant, such vote shall require a two-thirds majority vote of the entire Board's membership excluding the number of appointments allotted to the town whose positions are vacant, and shall also include an affirmative vote from at least one Director from each of the other Member Towns.

Section 7. When determining a quorum for any Board or Committee meeting the quorum shall be based on the actual number of filled positions on the Board or on the Committee. Vacancies shall be excluded from the count.

Section 8. Electronic participation in Board meetings.

- a. Directors shall make every effort to be physically present at all Board meetings.
- b. A Director may participate in Board meetings by use of electronic means including, but not limited to, telephone conference call, computer, teleconferencing equipment, or similar communications equipment. Such participation shall constitute the Director's presence at such meeting with respect to the Board's quorum requirement and such

Director may participate and vote at such meeting as though the person were physically present.

If a Director(s) is participating in a meeting by electronic means, in addition to the requirements of Article VI, Section 4, equipment must be utilized to permit all persons attending or participating in the meeting to hear, and preferably see, one another, including such Director(s), and reasonable efforts made to make all materials to be used or referenced during the meeting available to all participants, whether present in person or participating electronically.

- c. A Director's participation by electronic means shall be noted in the record of votes and any minutes of such meetings.

ARTICLE VII- Committees

Section 1. The Board shall establish committees to assist with its work. The Chairperson of the Board shall appoint all committees and their chairs subject to the approval of the Board.

Section 2. When feasible, each committee shall have representation from each Member Town in the Health District. Non-directors may be consulted by committees or appointed as committee members by the Board Chairperson, but each committee chair shall be a member of the Board. Term of appointment on a standing committee shall be one year and subject to reappointment by the Chairperson at the annual Board meeting.

Section 3. At all committee meetings, a quorum for the transaction of business shall consist of a simple majority of committee members present, except a committee member may participate in a committee meeting by use of electronic means including, but not limited to, telephone conference call, computer, teleconferencing equipment, or similar communications equipment. Such participation shall constitute the committee member's presence at such meeting with respect to the committee's quorum requirement and such committee member may participate and vote at such meeting as though the person were physically present.

Section 4. Except for the Executive Committee, and as otherwise specifically authorized by the Board, all committees shall be advisory in nature and shall not have authority to act on behalf of the Health District.

Section 5 Each standing committee shall be ongoing and shall meet as often as needed to carry out its work but shall meet at least once annually.

Section 6. Standing Committees of the Board shall include:

- a. Finance
- b. Governance;
- c. Human Resources; and
- d. Nominations.

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Section 7. There shall be a Finance Committee that shall assist the Board in its ensuring the financial health of the Health District and that shall

- a. Assist the Treasurer in the formulation of an annual budget;
- b. Develop and recommend policies to the Board regarding fiscal planning, reporting and controls and other matters affecting the financial health of the Health District;
- c. Recommend annually to the Board the appointment of a certified public accountant as an independent auditor, who shall audit, or cause to be audited, the books and accounts of the Health District on an annual basis;
- d. Work with the auditor in designing the scope of the annual audit;
- e. Institute a review of specific fiscal activities of the Health District when deemed appropriate and report its findings or recommendations to the Board; and
- f. Assume other duties as requested by the Board.

Section 8. There shall be a Governance Committee that shall:

- a. Periodically review these bylaws for compliance with state law
- b. Draft bylaws revisions as needed and make recommendations to the board
- c. Review board governance issues
- d. Identify the need for and make recommendations re: board development and new Director orientation
- e. Review appointments to the Board
- f. Assist the Board in the formulation of policies and procedures pursuant to its overall charge; and
- g. Assume other duties as requested by the Board.

Section 9. There shall be a Human Resources Committee that shall:

- a. Formulate for Board approval, and periodically review, policies and procedures regarding the human resources of the Health District including staff, volunteers and Directors
- b. Serve as a resource to the Director of Health and to the Board on personnel issues.
- c. Assume other duties as requested by the Board.

Section 10. There shall be a Nominations Committee that shall be responsible for:

- a. preparing a slate of candidates for the three Executive Committee positions of the Board – a chairperson, a vice-chairperson and a member-at-large -- for election at the Board's annual meeting in September, and
- b. soliciting candidates to fill vacancies on the Executive Committee that may occur during the year.

Section 11. The Chairperson of the Board may with Board approval establish special committees as deemed necessary to accomplish tasks that are not on-going and that are not the responsibility of any other committee. Terms of special committee members shall be one year or until the work of the special committee is completed, whichever is less. Special committees shall meet as often as needed to complete their work.

ARTICLE VIII - Conflict of Interest

Section 1. Each Director on the Board shall disclose to the Board immediately upon appointment and annually thereafter, or sooner should it occur, any conflict of interest involving such Director, including related persons, and any ownership of voting power or profits or beneficial interest of any other entity.

Section 2. No Director on the Board shall vote on any matter which would have a material financial effect upon such Director, a person closely related to such Director, or upon an entity with respect to which such Director has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business.

Section 3. Any such financial effect shall be disclosed at the time of such discussion, and any Director with a conflict of interest must refrain from consideration of the proposed transaction, unless for a special reason the Board requests information or interpretations.

Section 4. Any Director with a conflict of interest may not otherwise participate in discussion or vote nor be present at the time of such discussion or vote.

ARTICLE IX - Compensation and Reimbursement

Section 1. Pursuant to Section 19a-241(b) of the Connecticut General Statutes no Director on the Board shall receive compensation for services rendered to the Health District in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine.

Section 2. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Health District.

ARTICLE X - Fiscal Year

Section 1. The fiscal year of the Health District shall be July 1 to June 30 inclusive.

Section 2. Pursuant to Section 19a-243(c) of the Connecticut General Statutes the annual proportionate share of expenses charged by the Health District to its member towns shall be determined by the town population estimates published annually by the State of Connecticut Department of Public Health and, unless otherwise determined by State statute, shall be applied annually at the start of the Health District's fiscal year.

ARTICLE XI – Dissolution

Section 1. In the event of a need for dissolution of the Health District, such action shall be planned and taken in accordance with Sections 19a-244 and 19a-246 of the Connecticut General Statutes and all other applicable local, state and federal laws.

ARTICLE XII - Rules of Order

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board and its Committees in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Board may adopt.

ARTICLE XIII - Amendments

Section 1. These bylaws may be amended at any regular meeting of the Board provided that notice of the proposed changes shall be included in the notice of meeting at which the amendments will be considered.

Section 2. An affirmative vote of at least two-thirds of the entire Board, including at least one affirmative vote of a Director from each Member Town, is required for adoption. In the event that all of the positions on the Board from any one town are vacant, such vote shall require a two-thirds majority vote of the entire Board's membership excluding the number of appointments allotted to the town whose positions are vacant, and shall also include an affirmative vote from at least one Director from each of the other Member Towns.

ARTICLE XIV - Implementation

Section 1. Amendments to these bylaws shall become effective immediately upon approval by the Board.

ARTICLE XV - Severability

Section 1. If any provision of these bylaws is determined to impermissibly conflict with local state or federal law, or to be illegal, void, or otherwise invalid, the other provisions of these bylaws shall not be affected by such determination and shall continue in full force and effect.

CERTIFICATION:

The foregoing bylaws were approved by a unanimous vote of the Central Connecticut Health District Board of Directors at a duly authorized meeting held on this 19th day of September, 2019. The foregoing bylaws replace the bylaws of the Central Connecticut Health District Board first adopted on June 4, 1996 and last approved with revisions on September 10, 2015 and November 17, 2016.

A handwritten signature in dark ink, reading "Charles K. Brown, Jr.", with a large, stylized flourish at the end.

— Charles K. Brown, Jr., MPH —
Secretary-Treasurer of the Board