

**BOARD OF HEALTH FOR
MADISON AND DANE COUNTY
BYLAWS**

9/17/05
Amended 5/18/2006
AMENDED 3/3/08

ARTICLE I - AUTHORITY OF THE BOARD

The Board of Health for Madison and Dane County (hereinafter "the BOHMDC" or "the Board") was created by an Intergovernmental Agreement (hereinafter "the IGA") effective on March 14th, 2005, by and between the City of Madison (City) and the County of Dane (County). *The Board is created to act on behalf of, to govern and to serve as the policy making body for the Madison Department of Health and the Public Health Division of the Dane County Department of Human Services (County Public Health Division) during the transition to a combined city-county health department as contemplated by the IGA. Upon full integration of the Madison Department of Health and the County Public Health Division, the Board will govern and serve as the policy making body for the combined Madison and Dane County Health Department (hereinafter "the MDCHD"). [See IGA definition of BOHMDC in §. I.A., § IV.A.1. regarding the creation of the Board, the introductory language to Powers and Duties §IV.A.3.and §IV.B.4.]*

ARTICLE II – PURPOSE OF BYLAWS

The Board hereby adopts the following bylaws in order to establish the general rules that will govern its operation. Provisions of the IGA that would usually appear in an organization's bylaws have been incorporated herein for the convenience of the Board and its committees. *As permitted by the terms of the IGA, the Board may also promulgate administrative policies and procedures governing its operation and the operation of the MDCHD.* Any administrative policies or procedures promulgated by the Board will supplement, and shall not conflict with, the provisions of the IGA and these bylaws.

ARTICLE III – DEFINITIONS

- A. "Quarterly" means once in each three month quarter of the year.

ARTICLE IV – MEMBERSHIP

- A. *The BOHMDC shall consist of eight (8) members.*
B. *The Mayor shall appoint one (1) alder member subject to confirmation by the Common Council.*
C. *The County Executive shall appoint one (1) supervisor member subject to confirmation by the County Board. The member shall reside outside of the City.*
D. *The Mayor and the County Executive shall jointly appoint six (6) additional members. ~~who are not elected officials.~~ (DELETION PASSED BYLAWS COMMITTEE 3-3-08)*

1. Three (3) members shall be City residents and shall be subject to confirmation by the City Council.
2. Three (3) members shall be County residents who reside outside of the City and shall be subject to confirmation by the County Board.
3. Of the six (6) non-elected members, a good faith effort shall be made to appoint
 - a. One (1) licensed physician from a list provided by the Dane County Medical Society, and
 - b. One (1) expert in environmental health, and
 - c. One (1) registered nurse who with experience in community health practice.

E. Terms of Membership

1. The alder and supervisor's terms shall be for two (2) years.
2. **THE REMAINING SIX (6) MEMBERS' TERMS SHALL BE DETERMINED AS DEFINED BY THE IGA ARTICLE VI A (c)(3). (AMENDMENT PASSED BYLAWS COMMITTEE 3-3-08)**
- ~~2. Four (4) members' (two City and two County appointees) terms shall be for three (3) years.~~
- ~~3. Two (2) members' (one City and one County appointee) terms shall be for four (4) years.~~

F. Termination, Resignation and Removal of Members

1. A member's term shall automatically terminate, and a vacancy shall be created, upon his or her absence from three (3) consecutive Board meetings.
2. Within 5 working days of the termination, resignation or removal of a member or notice to the Chair that a member no longer has the qualifications necessary to sit on the Board, the Chair shall send written notice thereof to the appointing authorities.
3. Nothing herein shall be interpreted to limit the authority of the Mayor or the County Executive to remove a member of the Board as provided by law.

ARTICLE V – OFFICERS

The officers of the Board shall consist of the Chair, the Vice-Chair, the Second Vice-Chair and such other officers as the Board shall deem advisable.

A. Election and Term of Office

1. The officers shall be elected by the majority of the Board **MEMBERS PRESENT. (ADDITION PASSED BYLAWS COMMITTEE 3-3-08)**
2. *The terms of officers shall be for one (1) year, terminating on April 30 of each year or until a new election is called by a vote of the entire Board.*
3. If election of officers does not occur prior to April 30, the existing officers shall continue until the next meeting of the Board.
4. In the event of the resignation, removal or inability to serve of any officer, the Board shall elect a replacement as provided above.
5. ~~Neither the alder nor the supervisor member may~~ **ELECTED OFFICIALS OF THE CITY AND COUNTY MAY NOT** serve as Board officers. **(AMENDMENT PASSED BYLAWS COMMITTEE 3-3-08)**
6. No member shall hold more than one elected office of the Board at a time.

B. Duties of Chair

1. Meetings
 - a. Set the agenda for all Board meetings.
 - b. Call the members to order and *preside at all meetings of the Board.*
 - c. Call special meetings of the Board and of the Executive Committee.
 2. Serve as chair of the Executive Committee.
 3. If a vacancy occurs among the officers other than the Chair, make an interim appointment. Said interim appointee shall serve with all of the powers granted his or her office by these bylaws until the vacancy is filled as provided in A., above.
 4. Act as the official spokesperson for the Board and approve and sign all Board correspondence.
 5. Committees
 - a. Appoint members to committees of the Board with the approval of the majority of the Board members present.
 - b. Appoint interim members of standing committees when necessary.
 - c. Appoint the convener of committees.
 6. Contracts and Grant Applications [IGA §§ IV.A.4. and IV.B.4.]
 - a. *Within the limitations set by the IGA, and unless the BOHMDC delegates the authority to the Director, the chair shall sign contracts on behalf of the City Department of Public Health, the County Public Health Division, and eventually the MDCHD for the purchase of services for the City, County and the MDCHD.*
 - b. *The chair shall sign all grant applications approved by the Board.*
- C. Duties of Vice-Chair
1. *Perform all of the duties of the Chair in his or her absence.*
 2. Serve as a member of the Executive Committee.
 3. Serve as member of the budget committee.
- D. Duties of Second Vice-Chair
1. Perform all duties of the Vice-Chair in his or her absence or when Vice- Chair serves as Chair.
 2. Serve as member of the Executive Committee
 3. Serve as Chair of the Administrative Hearings Committee.

ARTICLE VI. – MEETINGS OF THE BOARD

- A. Frequency.
1. *The Board shall meet at least quarterly.*
 2. Additional meetings shall be at the call of the Chair.
- B. Quorum - *A majority of the members of the Board* and **FIVE MEMBERS OF THE BOARD AND A MAJORITY OF THE MEMBERS OF** each standing committee shall constitute a quorum of the respective bodies. **(AMENDMENT PASSED BYLAWS COMMITTEE 3-3-08)**
- C. Meetings to be Noticed and Open to the Public
1. *The Board shall provide notice of and conduct all of its regular and committee meetings in compliance with the Wisconsin Open Meetings Law.*
 2. *All regular and committee meetings of the Board shall be held in accessible facilities.*
- D. Conduct of Meetings

1. *The Chair, and in his or her absence the Vice-Chair, shall preside at all regular meetings of the Board.*
2. To the extent not superseded by Wisconsin Open Meetings Law or any other applicable law, and in the absence of a conflicting provision in the bylaws or any Administrative Procedures promulgated by the Board, the Board shall conduct its regular and its committee meetings in accordance with the most recent edition of Robert's Rules of Order and such rules as adopted by majority vote of the members of the Board present.
3. All actions of the Board shall be expressed by motion and/or resolution.
4. Voting
 - a. No motion or resolution shall have any validity or effect unless passed by the affirmative vote of the majority of the members present.
 - b. In lieu of a voice vote, any Board member may request a roll call or show of hands vote.
 - c. The presiding officer of the Board shall be a voting member of the Board.
 - d. A member may request that his or her vote be recorded.
5. Reconsideration
 - a. Any member of the Board who voted with the prevailing side regarding any matter of business previously acted upon by the Board may move for reconsideration of the matter at the same or immediate subsequent meeting of the Board, provided that the motion or notice of intent to move reconsideration is timely as prescribed in b. or c. below.
 - b. If the motion for reconsideration of a matter of business is made and passed at the meeting during which the matter was initially considered and voted upon, the matter that is the subject of the motion may be taken up again and voted upon during the course of that meeting.
 - c. If the motion for reconsideration is to be considered at the next meeting of the Board, it must be submitted by an eligible Board member to the chair in sufficient time to be included as an agenda item, but not less than three full business days prior to the meeting.

E. Minutes and Agendas

1. Minutes shall be kept of all Board and standing committee meetings.
2. The minutes shall be produced for the review and approval of the Board or committee at the next scheduled meeting of the Board or committee.
3. The Board and committee minutes, agendas and all attachments thereto are subject to Wisconsin Public Records and record retention laws.

F. Public Comment at Board Meetings and meetings of standing committees.

1. Every agenda shall include a time for public comment immediately after the meeting is called to order.
2. Public comments on any topic within the Board or committee's authority will be solicited by the Chair and may include both agenda items and items that are not on the agenda.
3. In addition to the public comment period described in subsection 1. above, the Board or committee may allow public comment on any agenda item at the time the body takes up that item.
4. All persons who wish to provide public comment shall register to speak.

5. The Chair may impose reasonable restrictions on the time for public comment.
- G. Cancellation and Adjournment of Regular Board Meetings
1. The Chair may cancel any regular Board meeting upon determination that there are insufficient agenda items or that a quorum will not be present.
 2. By majority vote of those present, the Board may adjourn any meeting to a specified time and place. If there is not a quorum present at any regular or adjourned Board meeting, the Chair shall reschedule the meeting to a specified time and place.
 3. Whenever any meeting is cancelled or adjourned, a copy of the order or notice of cancellation or adjournment shall be conspicuously posted immediately after the time of the cancellation or adjournment on or near the door of the room where the meeting was to be held.
 4. Notice to the public of the time and place of adjourned meetings shall comply with the requirements of the Wisconsin Open Meetings Law.

ARTICLE VII – COMMITTEES OF THE BOARD

A. Standing Committees

1. Executive Committee.

- a. The Board shall establish an Executive Committee consisting of the Chair, Vice-Chair and Second Vice-Chair of the Board.
- b. The Executive Committee shall act as the Board's representative and take such action as is necessary on the Board's behalf during intervals between Board meetings **AS DIRECTED BY THE BOARD. (ADDITION PASSED BYLAWS COMMITTEE 3-3-08)**
- c. The Executive Committee shall have such additional powers and duties as the Board may delegate to it.

2. Budget Committee

- a. The Board shall establish a Budget Committee consisting of the alder member, the supervisor member and the Vice Chair of the Board.
- b. The Budget Committee shall:
 - 1) Assist staff in the development of, and make recommendations to the Board regarding, the annual operating budgets for the Madison Department of Health, the County Public Health Division and, when appropriate, the MDCHD.
 - 2) Consider the fiscal impact of and make recommendations to the Board on matters related to capital outlay, resolutions for fund transfers, contracts, resolutions and requests for additional personnel, requests for reclassifications requiring general fund transfers and for all new positions for the Madison Department of Health, the County Public Health Division and, when appropriate, the MDCHD.
 - 3) Approve payments from and settle the accounts of the Madison Department of Health, the County Public Health Division and, when appropriate, the MDCHD, to ensure that expenditures are as authorized and are limited to the amount appropriated.
 - 4) The Budget Committee shall have such additional powers and duties as the Board may delegate to it.

3. Administrative Hearings Committee

a. Committee Membership

- 1) The Administrative Hearings Committee (AHC) shall be comprised of the Second Vice Chair plus two members appointed by the Board Chair.
- 2) Appointments to the AHC shall be flexible and ad hoc to ensure that the AHC is able to issue decisions within the time limits imposed by law.
- 3) In the event the AHC Chair is unable to attend a scheduled hearing, the Board Chair shall appoint a third member and designate a chair.

b. Committee Duties

- 1) Conduct all administrative hearings as required by law, including, but not limited to those hearings required by the City of Madison and Dane County ordinances, in a timely manner and according to procedures developed by the Board.
- 2) Render written decisions in a format established by the Board. The decision of the Committee shall be the final decision of the Board.
- 3) Report periodically to the Board regarding the number and nature of the hearings held by the Committee and make recommendations to the Board regarding any changes in policy or procedure governing the conduct of the administrative hearings.

4. Personnel Committee.

a. The Board shall establish a Personnel Committee.

b. The Personnel Committee shall:

- i. Supervise the Director in accordance with the provisions of the IGA.
- ii. As directed by the chair or by the Board, assist in an annual evaluation of the Director, subject to the provisions of the Director's employment contract.
- iii. Assist the Director in the development and review of the personnel policies of the department in accordance with the civil service ordinances of the city and county to include compensation for non-represented employees and personnel classification.
- iv. Monitor the administration of the personnel system of the department to include the collective bargaining agreement, the unemployment insurance program, the worker's compensation program, and the safety program.
- v. Act as liaison for the BOHMDC in any labor contract negotiations.
- vi. Prior to the commencement of bargaining with labor organizations, establish parameters in the negotiation of wages and benefits for consideration by the BOHMDC.

c. The Board of Health may assign other tasks and duties to the Personnel Committee.

B. Ad Hoc Committees

1. The Chair, as approved by the Board, may establish ad hoc committees to fulfill specific tasks.
2. Ad hoc Committees shall include at least two members of the Board, one from the City and one from the County appointees. Additional members of ad hoc committees may be appointed from the community by the Chair and confirmed by the Board. Community members should have a demonstrated interest and experience in the area of public health and/or the assigned task(s) of the committee to which they seek appointment.
3. Ad Hoc Committees shall be chaired by a member of the Board.
4. Ad Hoc Committees shall have a termination date set upon creation and shall disband upon complete. The Board may extend the termination date,
5. Ad hoc Committees of the Board shall meet as necessary to complete the specific tasks assigned by the Board. The meetings shall be posted as required by the Wisconsin Open Meetings Law. Committees shall operate according to the rules that govern the conduct of the Board as provided in Article VI., above.
6. Ad hoc Committees that lack a quorum may meet informally for discussion.

Any formal recommendation to the Board must be adopted by a quorum of the committee at a formal meeting of the committee.

D. In the absence of a chair, a quorum of any committee may select an interim chair.

ARTICLE VIII – PUBLIC HEARINGS

The Board may establish rules for the scheduling and conduct of public hearings

Change 1, May 18 2006

ARTICLE IX – CONFLICTS OF INTEREST

Board members shall be governed in their conduct by the “Code of Ethics for Local Government Officials, Employees and Candidates”, currently found in §19.59 of the Wisconsin Statutes.

ARTICLE X – INDEMNIFICATION

The Board shall be considered a governmental body and the members of the Board and the members of any committee established by the Board shall be considered public officers for purposes of §§ 893.80 and 895.46, Wisconsin Statutes.

ARTICLE XI – INTERPRETATION OF BYLAWS

In the event of any ambiguity or dispute in the interpretation of these bylaws, such ambiguity or dispute shall be resolved by majority vote of the Board members present and when necessary, by reference to Wisconsin law.

ARTICLE XII – AMENDMENT OF BYLAWS

A. The Board May amend the bylaws by two-thirds vote of the Board, but not less than five votes.

B. The Board may not amend these bylaws except upon thirty days notice of the proposed amendment, or unanimous consent of the Board.

ARTICLE XIV - SEVERABILITY

The various provisions of these bylaws are severable and the finding by any court that any particular clause or clauses is or are unlawful or unenforceable shall not operate to invalidate the remainder of these bylaws, and the same shall continue in effect unless modified.

These Bylaws for the Board of Health for Madison and Dane County were adopted by majority vote of the Board on the _____ day of _____, 2005.

Alan Schwartzstein, M.D.
Chair