

**Minutes for the
Board of Health for Madison and Dane County
Bylaws Committee
December 12, 2008**

Attendees: Lauren Cnare (acted as Chair), Alan Schwartzstein, Dave Gault

I Meeting was called to order at 8:20 a.m., Friday, December 12, 2008.

The meeting was split between two locations (Water Utility at 119 E. Olin Avenue and City-County Building, Room. 356) and joined via telephone conference call. Someone was present at each location for public comment.

II Public Comment No public comment

III Review March 2008 Changes to Bylaws

Motion by Schwartzstein, second by Cnare to delete "*who are not elected officials*" in **Article IV, paragraph D** of the bylaws. As amended the sentence should read "*The Mayor and the County Executive shall jointly appoint six (6) additional members.*" It was noted that under State law (251.03), at least 3 members must not be elected officials. Passed unanimously.

Motion by Cnare, second by Schwartzstein to amend the language in **Article IV, paragraph E2** to read, "*The remaining six (6) members' terms shall be determined as defined by the IGA Article VI A (c)(3).*" It was recommended that IGA Article VI A (c) (2) also be added. Passed unanimously.

Article V, paragraph discussed. Schwartzstein indicated desire for majority of members to elect officers, rather than quorum at a meeting. Dave Gault advised committee that unless changed, the bylaws must agree with the language in the IGA. Motion by Schwartzstein, second by Cnare to amend the language in the IGA to say that **Article V, paragraph A1** will reflect idea that the officers shall be elected by the majority vote of the entire Board rather than the majority of the quorum. Dave Gault will provide specific language. Passed unanimously

Motion by Cnare, second by Schwartzstein to substitute the language in **Article V, paragraph A5** with the language in the IGA Article V, paragraph 5: "*Elected officials of the city and county may not serve as Board officers.*" Passed unanimously.

Motion by Schwartzstein, second by Cnare to amend the language in the bylaws **Article VI, paragraph B** to read "*B. Quorum- Five members of the Board and a majority of the members of each standing committee shall constitute a quorum of the respective bodies.*" Passed unanimously.

Motion by Cnare, second by Schwartzstein to amend the language in **Article VII, paragraph A1b** to read as follows, "*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 the Board meetings as directed by the Board.*"
Passed unanimously.

IV Discussion of Bylaws Change Regarding Board Member Attendance

The March 2008 bylaws were never adopted. Minutes from the March 2008 and May 2008 BOH minutes were sent out and referred back to the Bylaws Committee. Items were never passed. The newly constituted Bylaws Committee was formed to address unresolved issues. At the last BOH meeting, an item was brought up about the provision in the IGA that reads, "*The board member's term shall be automatically terminated and a vacancy created upon his or her absence from three (3) consecutive meetings.*" Gault has not found any language in the County ordinances that addresses absences as a reason to terminate a Board member. State law (251.03 and 251.04) has no language on this topic. Since the BOH cannot do anything that is inconsistent with the IGA, the IGA, article VI A (2) (c) (3) (c) needs to be amended to change and/or modify this provision to consider "*unexcused absences.*" Approval to make a change would be needed from the two governing bodies.

Motion by Schwartzstein, second by Cnare that Cnare will request versions of language from other City of Madison boards and committees to be presented and discussed at next meeting. Cnare will send versions to staff for distribution to committee. Schwartzstein agreed to review and bring recommended language to next meeting.

Meeting adjourned at 9:15 a.m.

Respectfully submitted by Alan Schwartzstein, Chair Bylaws Committee