



ORGANIZATION BYLAWS

ARTICLE I

PURPOSES

The Two Rivers Public Health Department ("Health Department") is created pursuant to the Interlocal Agreement for the Joint Establishment and Operation of a Health Department between those Counties set forth in the Interlocal Agreement to preserve, promote, and improve the public health of the people served by the Health Department. These Bylaws are established to govern the Board of Health established by the Interlocal Agreement.

ARTICLE II

MEMBERS

Section 1. General Powers. The business, property, and affairs of the department shall be managed by the Board of Health, which shall have and shall exercise all the powers of the Board, subject to the authorizations, responsibilities and limitations imposed by Nebraska law and by these Bylaws.

Section 2. Appointment. Members of the Board of Health shall be appointed in the manner set forth in the Interlocal Agreement. The Board of Health shall govern the affairs of the Health Department. Any member appointed to fill a vacancy shall serve the unexpired term of their predecessor. Members shall be selected for their ability to participate effectively in fulfilling the responsibilities of the Board.

Section 3. Number. The Members of this board shall be two representatives from each county determined by the Board of Health. Pursuant to Nebraska law each county shall have minimum representation of one County Supervisor/Commissioner and one public-spirited man or woman interested in the health of the community from each county. The remaining members of the board shall be at least one physician, at least one dentist, at least one veterinarian, and at least one member representing the minority population.

Section 4. Term. Initially, one-third of the members shall be appointed for terms of one year, one-third for terms of two years, and one-third for terms of three years. Appointments to fill any vacancies shall be for the unexpired terms. After their terms of office expire, each new appointment shall be for a term of three years or until a successor shall be selected.

Section 5. Resignation and Removal. Members may resign at any time by delivering written notice to the Board of Health, its President or Secretary and the director of the Department. A resignation is effective when the notice is received, unless the notice specifies a later effective date. Absence from three consecutive, unexcused meetings shall be grounds for removal from the Board. Any Member may be removed by a vote of two-thirds of the entire Board of Health whenever in its judgment the best interests of the Health Department will be served.

Section 6. Quorum and Manner of Acting. The members of the board then in office in attendance at the meeting, with a minimum of 5 members, shall constitute a quorum for the transaction of business at any meeting. Except as otherwise provided by laws of the State of Nebraska, or these Bylaws, the affirmative vote of a majority of the Members present at any meeting at which a quorum is present shall be the act of the Board.

The sale, assignment, or transfer of any assets of the Health Department shall require a vote of two-thirds of the entire board with every county represented. This vote may be accomplished in person, electronically, by mail, or by phone and recorded as such in the minutes of the Board of Health.

Section 7. Meetings. The annual meeting of the Board of Health shall be held in the third quarter of each calendar year, following the end of the fiscal year. A minimum of 4 meetings per year shall be held at such times as approved by the Board of Health. Election of officers will be held in the first quarter of the calendar year. Meetings will be conducted in compliance with the Open Meetings Law and Robert's Rules of Order.

Section 8. Special Meetings. Special meetings of the Board of Health may be called by the President, Director or by any two Members upon a request filed with the Secretary. If the request is oral, the Secretary shall see that a record is made of the Members requesting the meeting and the purpose of the meeting. Notice of any special meeting shall comply with sections 10 and 11 of these bylaws.

Section 9. Emergency Meeting. An emergency meeting is defined as a situation that exists which demands action or attention by the health department within a 24 hour period. In the event of an emergency, the executive committee will be contacted in descending order: President, Vice President, Secretary, and Treasurer. At least two members of the executive committee must be present at the meeting for any formal action to be taken. A special meeting shall be had within 10 days to review the formal action taken at the emergency meeting.

When it is necessary to hold an emergency meeting without reasonable advance public notice, the nature of the emergency shall be stated in the minutes and any formal action taken in such meeting shall pertain only to the emergency. Such emergency meetings may be held by means of electronic or telecommunication equipment. Complete minutes of such emergency meetings specifying the nature of the emergency and any formal action taken at the meeting is available upon request.

Section 10. Member Notice of Meetings. In addition to any notice as may be required to be given the public, notice of the date, time and place of special meetings shall be mailed to each Member at his or her last known resident address at least seven (7) days prior to the date of such meeting, unless the meeting to be called is an "emergency meeting" as described in Section 9.

Section 11. Public Notice of Meetings. The Health Department shall adhere to all requirements of Nebraska's public meetings law, Nebraska Rev. Stat 84-1408, et seq. The Health Department shall give reasonable advance publicized notice of the time and place of each meeting by a method approved by the Board of Health and recorded in its minutes. Except for items of an emergency nature, the agenda shall not be altered later than twenty-four hours before the scheduled commencement of the meeting. The Board of Health shall have the right to modify the agenda to include items of an emergency nature only at such public meetings.

Section 12. Voting. At all meetings of the Board of Health, each Member shall have one vote. A Member of the Board of Health who is present at a meeting of the Board of Health at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes.

Section 13. Committees and Task Groups. The Board of Health shall appoint an Executive Committee which shall include: the President, the Vice President, the Secretary and the Treasurer. The Executive Committee shall have the power to transact any necessary business between regular meetings. Any action taken by the Executive Committee shall be ratified by the Board of Health at the next regular meeting. The Board of Health may, by resolution or resolutions passed by the Board of Health, appoint one or more additional committees, with each committee to consist of at least one or more Members of the Board of Health. The Committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Health in the management of the business and affairs of the Health Department as shall be delegated to them. The Board of Health may, by resolution or resolutions passed by the Board of Health, also appoint individuals to serve on one or more task groups, which may or may not consist of Members. The task groups shall not exercise any powers vested in the Board of Health and any actions recommended by a task group shall first be submitted to the Board of Health or committee appointed by the Board of Health for consideration.

Section 14. Video and Telephonic Conference Meetings. Members of the Board of Health, or any committee appointed by the Board of Health, may participate in a meeting of such Board or committee by means of a videoconference or telephone conference. Participation by such means shall constitute presence in person at a meeting.

Section 15. Vacancies. Any vacancies in the Board of Health caused by death, resignation, removal, disqualification, or any other cause, shall be filled pursuant to Article II of the Bylaws. Any Member selected to fill a vacancy shall hold office for the remainder of the term of the Member whose position he/she was elected to fill.

ARTICLE III

OFFICERS

Section 1. Number and Qualification. The officers of the Health Department shall elect a President, a Vice President, a Secretary, and, either from its own Members or otherwise, a Treasurer. The Board of Health may elect other officers with those duties specified. The same person may hold any two or more offices.

Section 2. Election and Tenure. The Board of Health, at its first quarterly meeting of the calendar year, shall elect the officers. Each officer shall hold office for a term of one year or until that Officer's successor shall have been duly elected and shall have become qualified, unless that Officer's service is terminated sooner because of death, resignation or otherwise.

Section 3. Removal. Any officer or agent of the Health Department elected or appointed by the Board of Health may be removed by the Board of Health whenever in its judgment the best interests of the Health Department will be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Health at any meeting.

Section 5. Duties and Authorities of Officers.

A. President. The President shall, when present, preside at all meetings of the Members of the Board of Health. The President may sign, with the Secretary or any other proper officer of the Board of Health so authorized, deeds, mortgages, contracts or other instruments which the Board of Health has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Health or by these Bylaws to some other officer or agent of the Health Department or shall be required by law

to be otherwise signed or executed. The President in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Health from time to time.

B. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign and shall perform such other duties as from time to time may be assigned by the President or by the Board of Health.

C. Secretary. The Secretary shall in general supervise all duties incident to the office of Secretary and perform such other duties as from time to time may be assigned to the office by the President or by the Board of Health. The Board of Health or the President may delegate all or part of the authority of the duties of the Secretary to staff, thus relieving the secretary of these duties.

D. Treasurer. The Treasurer shall in general supervise all duties incident to the office of Treasurer and perform such other duties as from time to time may be assigned to the office by the President or the Board of Health. The Board of Health or the President may delegate all or part of the authority of the duties of the Treasurer to staff, thus relieving the treasurer of these duties.

ARTICLE IV

BANK ACCOUNT

The Board of Health may from time to time authorize the opening and maintenance of general and special and custodial accounts with such banks, trust companies, and other depositories as it may select. Rule, regulations, and agreements applicable to such accounts may be made, and changed from time to time, by the Board of Health. Any of such powers of the Board of Health with respect to bank and custodial accounts may be delegated by the Board of Health to any officer, officers, agent or other person or persons as may be designated by the Board of Health, and if and to the extent authorized by the Board, such power may be further delegated by any such officer or officers, agent or other person or persons.

ARTICLE V

AMENDMENT

Except as otherwise provided by the Interlocal Agreement, the Bylaws may be amended or repealed by the Board of Health by a majority vote at any duly constituted annual, regular or special meeting, provided however, that if any County is not represented at the meeting, then any amendment or repeal shall require the vote of at least a two-thirds majority of the Members present.

ARTICLE VI

INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES AND AGENTS

A. To the extent permitted by law, the Health Department shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Health Department, by reason of the fact that he or she is or was a Member, officer, employee or agent of the Health Department against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good

faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Health Department, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

B. To the extent permitted by law, the Health Department shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Health Department to procure a judgment in its favor by reason of the fact that he or she is or was a Member, officer, employee or agent of the Health Department, or is or was serving at the request of the Health Department as a Member, officer, employee or agent of another Health Department, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Health Department.

C. The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit the Health Department from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

D. The Health Department shall indemnify a Member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Member was a party because he or she is or was a Member of the Health Department.

E. To the extent permitted by law, the Health Department shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee or agent of the Health Department against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Health Department would have the power to indemnify him or her against such liability.

F. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Member did not meet the standard of conduct described in this section.

G. The Health Department may not indemnify a Member under this Article:

- (1) In connection with a proceeding by or in the right of the Health Department in which the Member was adjudicated liable to the Health Department; or
- (2) In connection with any other proceeding charging improper personal benefit to the Member, whether or not involving action in his or her official capacity, in which the Member was adjudged liable on the basis that personal benefit was improperly received by the Member.

H. Indemnification permitted under this Article in connection with a proceeding by or in the right of the Health Department is limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE VII

CONFLICT OF INTEREST

Section 1. A conflict of interest arises when any member, the Director, or any other Officer in the

discharge of that person's official duties to the Department would be required to take any action or make any decision that may cause financial benefit to that person, a member of the person's immediate family, or a business with which that person is associated, and which is distinguishable from the effects of the action or decision on the general public or a broad segment of the public.

Section 2. All conflicts of interest shall be treated in the manner set forth in §49-14,102 through 49-14,103.02 R.R.S. Nebraska as amended from time to time.

Section 3. For purposes of this article, the employment contract or salary agreement between the Department and an Officer or the Director is not deemed subject to this article, except as follows:

- a. The Officer or Director shall not have a vote on the contract or salary agreement.
- b. The Board may require the Director or Officer to be absent from the room while the other Members and Officer discuss the same.
- c. The final vote shall be made at a meeting open to the public with the normal public notice provided.
- d. The data set forth in §49-14,103.02 R.R.S. Nebraska shall be provided to and maintained by the secretary.

ARTICLE VIII

COMPENSATION & EXPENSES

Members and Officers shall not be compensated for their services, but may be reimbursed their reasonable expenses incurred for Health Department business, to include mileage at the then current rate established by the State of Nebraska for county employees and Officers. No expenses shall be paid without a statement of expenses incurred being first submitted by the Member or Officer and approved by the Director or President. No member or Officer shall approve their own expenses, and no expenses shall be reimbursed if also subject to reimbursement by or already reimbursed by another entity.

ARTICLE IX

OFFICE WITHIN DISTRICT

The principal office of the Department shall be a place within the district as established from time to time by a majority vote of the Members. In addition to the principal office, such additional offices as deemed necessary may be established within the district in the same manner. If no other office has been established, the office or residence of the Director or President may be designated as the principal office.

Adopted this 5 day of April, 2016.



President, Two Rivers Public Health Department