

# **NAUGATUCK VALLEY HEALTH DISTRICT CONSTITUTION AND BY-LAWS**

## **Article 1 General Administration**

Section 1. Name. The name of the district shall be the Naugatuck Valley Health District (NVHD), hereinafter referred to as the District.

Section 2. Legal Status. The District is organized under the provisions stated in Chapter 368f of the General Statutes of the State of Connecticut, having been formed as a district department of health in 1972.

Section 3. Purpose. The purpose of the district shall be to preserve and improve the status of public health in the municipalities of Ansonia, Beacon Falls, Derby, Naugatuck, Seymour and Shelton, Connecticut by

(1) upholding and enforcing the Public Health Code and Public Health Statutes of the State of Connecticut and such rules and regulations as may be adopted by the Board of Directors of the District, hereinafter referred to as the Board, and

(2) working with other providers of services to better coordinate existing programs and to plan and implement new health programs.

Section 4. Eligibility of Service. The services of the District will be made available to any person residing within the member municipalities without any requirement as to term of residence; without regard to race, color or national origin in conformity with the spirit and intent of the Civil Rights Act, and without regard to religion, marital status, sex or age.

Section 5. Office of the District. The District Office is located at 98 Bank Street, Seymour, Connecticut, 06483. Board meetings are held in the Katharine Matthies Conference Room of the District Office, or such other location as may be determined by the Board.

## **Article II Membership**

Section 1. Admission. The District shall be composed of municipalities, which by vote of their respective legislative bodies, after a public hearing, have joined the District. The Board of the Naugatuck Valley Health District shall vote upon the admission of other towns to the District provided the legislative body of the requesting municipality has voted to enter the District and has duly applied for admission.

Section 2. Representation. Each municipality in the District shall appoint one member to the Naugatuck Valley Health District for each 10,000 population or part thereof, but no municipality shall have more than five representatives. The population figures used are those

set by the State Department of Public Health in accordance with the provisions of Section 19a-241(b) of the General Statutes of the State of Connecticut, as the same may be amended from time to time. Those appointed members shall constitute the Board. The term of office for members of the District Board shall be three years. Members of the Board may be appointed for consecutive terms.

Section 3. Withdrawal. Any member municipality by vote of its legislative body may withdraw from the District in accordance with the State of Connecticut General Statutes. Any municipality by vote passed prior to January first in any year, may withdraw from the District, such withdrawal to become effective on the first day of July following, providing such municipality shall have been a member of the District for at least twenty-four months prior to such vote of withdrawal.

### **Article III**

#### **Board of Directors**

Section 1. Powers. The Board may make and promulgate reasonable rules and regulations for the promotion of general health within the District not to conflict with law or with the Public Health Code. The powers of the District shall include, but not be limited to the following enumerated powers: to sue and be sued; to make and execute contracts and other instruments necessary or convenient to the exercise of the powers of the District; to make and from time to time amend and repeal by-laws, rules and regulations to carry out the purpose and objectives of the District; to acquire real estate; to provide for the financing of the programs, projects or other functions of the District in the manner described in the Connecticut General Statutes; and to have such other powers are necessary to properly carry out its powers and responsibilities as an independent entity of government. The Board functions as the general policy making body for the District and has overall budget adoption authority. However, the Board does not have any direct administrative authority over the daily operations of the District.

Section 2. Membership. Each member municipality shall, by its governing body, appoint representative(s) to serve on the Board as called for in Article II, Section 2.

Section 3. Officers. The Board at its meeting in September each year shall elect a Chairperson, Vice-Chairperson and Executive Committee. The Vice-Chairperson will assume the position of Chairperson, if a vacancy occurs. The Vice-Chairperson position will be filled by special election at the earliest possible scheduled meeting, in the event of a vacancy. The Director of Health shall serve as Secretary and Treasurer of the Board without the right to vote.

Section 4. Term of Office for Officers. The Term of office for the Chairperson and Vice-Chairperson shall not exceed three one-year consecutive terms. The Chairperson and Vice-Chairperson shall not be elected from the same town.

Section 5. Duties of the Chairperson. The Chairperson shall preside at all meetings of the Board, shall be an ex-officio member of all standing committees, and shall appoint members

to all committees except the Executive Committee. The Chairperson also shall perform such other functions as designated by the Board.

Section 6. Duties of the Vice-Chairperson. The Vice-Chairperson shall assume the duties of the Chairperson in the absence of the Chairperson and, when so acting, shall have the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time, may be assigned to him (her) by the Chairperson or the Board.

Section 7. Executive Committee. The Board may elect an Executive Committee, consisting of the Chairperson and two other members, each from a different municipality, and the Director of Health who shall serve without a vote, and such Executive Committee shall have power to act when the Board is not in session. A quorum shall consist of a majority of the Committee Members, excluding the Director of Health.

Section 8. Meetings. The Board shall meet at least quarterly or at other times determined by the Chairperson. Notice of the meetings shall conform to the requirements of the Freedom of Information Act.

Section 9. Minutes and Meeting Notices. The Board shall transmit all meeting notices and minutes of each meeting to the respective Town Clerks' offices.

Section 10. Quorum. A quorum shall consist of not less than one-half the total incumbent membership.

Section 11. Attendance. Each Board member will earnestly try to attend all meetings of the Board. In the event of the continued absence of a member, the Board through the Director of Health will contact the appointing authority with its concerns.

Section 12. Conflict of Interest. In the event that an apparent or real conflict of interest exists the member will disqualify him (her) self from discussion or voting on the issue.

Section 13. Rules of Order. The meetings of the Board shall be guided by the provisions of Robert's Rules of Order, except as otherwise provided by the By-Laws.

## **Article IV**

### **Standing or Special Committees**

Section 1. Standing Committees. Appointments to the Standing Committees shall be made within the Chairperson's discretion at the next regularly scheduled meeting following the September Meeting each year. Each committee shall be comprised of at least five (5) members, including the Chairperson(s) of the committee, and not including the Director of Health/Secretary Treasurer who shall serve without a vote as an ex officio member of each committee. The Chairperson of the Board may not hold the chair of any standing or special committee. A quorum shall consist of a majority of the Committee members excluding the Director of Health/Secretary Treasurer. Committees are empowered to consult with non-

members for advice and recommendations, as the need arises. The Standing Committees are as follows:

Personnel Committee  
Budget Committee  
Nominating Committee  
By-Laws Committee  
Facilities Committee

Section 2. Personnel Committee. The Personnel Committee shall oversee any revisions which pertain to the Personnel Policies of the District and present its recommendations to the Board for approval. The Personnel Committee shall be responsible for conducting any personnel appeals or grievances filed under relevant Sections of the Personnel Policies.

Section 3. Budget Committee. The Budget Committee shall have responsibility for preparation and presentation of the preliminary budget to be submitted to the Board for final approval in accordance with relevant sections of the Connecticut General Statutes of the State of Connecticut.

Section 4. By-Laws Committee. The By-Laws Committee shall be responsible for developing any proposed revisions or amendments to the existing By-Laws. Any and all proposed revisions shall be submitted to the Board in compliance with Article VII of the Constitution and By-Laws.

Section 5. Nominating Committee. The Nominating Committee shall meet prior to the June Board meeting of each year for the express purpose of selecting a proposed slate of officers and Executive Committee members. The proposed slate of officers and Executive Committee members shall be submitted to the entire Board at least one month prior to the election of officers and Executive Committee members which is held at the September meeting.

Section 6. Facilities Committee. The Facilities Committee shall be responsible for oversight of the District's physical offices, including but not limited to, capital improvements and non-routine maintenance and repairs.

Section 7. Special Committees. By majority vote of the Board, Special Committees may be created to address a particular concern or matter and remain in existence until the concern or matter is resolved or for a period of time as determined by the Board. The Chairperson may appoint Board members and the Director of Health (as an ex officio member) to such Special Committees as may be created by the Board. The Special Committees will make recommendations to the Board of Directors for its approval.

## **Article V Employees**

Section 1. Employment of Professional Staff. The Board, in accordance with State requirements, shall hire a Director of Health when a vacancy occurs. It will be the direct

responsibility of the Director of Health to select, hire or terminate other staff personnel in accordance with the approved Personnel Policies.

Section 2. Director of Health. The Director of Health shall serve in a full-time capacity and perform such duties including, but not limited to, the day-to-day operation of the District, as are required of Directors of Health by the Connecticut General Statutes, the Connecticut Public Health Code, and as the Board specifies in its by-laws, regulations and policies. The Director of Health shall act as Secretary and Treasurer of the Board, without the right to vote. The Director of Health shall be the Executive Officer of the District. The Director of Health is an ex officio member of all standing committees.

Section 3. Removal. The Director of Health may be removed pursuant to Connecticut General Statutes and as otherwise provided by law.

Section 4. Personnel Policies. The Board shall be responsible for the adoption of personnel policies and any amendments or revisions thereto. The Director of Health shall be responsible for the administration of personnel procedures and implementation of these policies.

## **Article VI**

### **Finances**

Section 1. Fiscal Year. The fiscal year of the District shall be from July first to June thirtieth inclusive. By April 30<sup>th</sup> of each year, the Board shall estimate the amount of income required to pay the costs and expenses of the District during the ensuing next fiscal year.

Section 2. Annual Budget. The Board shall hold a public hearing each year on its proposed budget, two weeks' notice of which shall be given in the local newspaper(s). Following said public hearing and before April thirtieth of each year, the Board shall adopt its annual budget in accordance with its estimate of financial requirements for the next fiscal year.

Section 3. Members Fees. From time to time the Board shall draw upon the Treasurer of each municipality within the District a proportionate share of the expenses of the District, from such funds as may have been appropriated by each, to pay the cost of operating the District, including debt service on borrowings of the District. Such apportionment to be made equitable on a per capita basis as established by the last annual population estimate by the State Department of Public Health, for each participating town, city or borough. The District shall bill the towns on a quarterly basis, one month before the beginning of each quarter.

Section 4. State Matching Share. The District shall apply from time to time to the State Department of Public Health for the then current State per capita rate based upon the most current annual population estimates of the State Department of Public Health.

Section 5. Grants. The District may apply for available funding grants that assist in fulfilling its capacity to meet essential services of local public health, and co-apply for grants with the community or with other agencies collaboratively to achieve its purposes.

Section 6. Audit. The Board shall require an annual audit of the finances of the District and the Board shall select the auditor.

Section 7. Withholding of Services. The Board reserves the right to withhold services to any member municipality that does not contribute its per capita assessment as billed. Under no circumstances shall services be withheld in the event of a health emergency.

## **Article VII** **Miscellaneous**

Section 1. Interpretation. It is intended that the provisions of these By-Laws be reasonably and liberally constructed to effectuate the purposes and objectives of the District. The provisions of these By-Laws shall be severable. These By-Laws shall not be interpreted to be in conflict with any Federal, State or local law. If any phrase, clause, sentence or provision of these By-Laws is declared to be contrary to any existing laws, the constitutionality of the remainder of these By-Laws shall not be affected thereby.

Section 2. Amendments. These By-Laws shall be reviewed by the By-Laws Committee periodically to comply with national accreditation requirements. Amendments to the Constitution or to the By-Laws of the District shall be made only at a regularly scheduled meeting after having been proposed at the previous regularly scheduled meeting. Notice of the proposed changes shall be included with the notice of the meeting at which the amendment will be considered. Two-thirds of the Board members present shall be required to effect an amendment.

- ❖ Revised April 28, 1980 – Article IV, Section 2
- ❖ Revised 1985-Name Change
- ❖ Word-processed January 6, 1995
- ❖ Revised and Approved by Board of Directors – April 11, 1995
- ❖ Addition May 9, 2000 – Article VI – Section 2
- ❖ Word processed May 24, 2000
- ❖ Revised and Approved by Board of Directors-January 8, 2008
- ❖ Revised and Approved by Board of Directors – June 12, 2012 – Article VII. Section 2 and VI. Section 1



Mary Connolly  
Chairman, NVHD Board of Directors