

BY-LAWS OF THE BOARD OF TRUSTEES
JEFFERSON COUNTY HEALTH CENTER
STATE OF MISSOURI
(REVISED DECEMBER 2023, EFFECTIVE
JANUARY 1, 2024)

The Board of Trustees of the Jefferson County Health Center, State of Missouri, came into existence by the vote of the people of Jefferson County and exists under the provisions of Sections 205.010 through 205.150, Revised Statutes of Missouri, 1945, and thereafter through 1994, and as amended in 1990, and as provided by Section 205.042 does make and adopt these By-Laws for its guidance and for the government of the Jefferson County Health Center as may be deemed expedient for the economic and equitable conduct thereof.

SECTION I. - ORGANIZATION

Article 1:

The Jefferson County Health Center ("Center") is an unincorporated facility operated by and under the exclusive control of the Jefferson County Health Center Board of Trustees. The center is established, maintained, and operated for the improvement of the health of all inhabitants of Jefferson County. In carrying out its responsibilities, the Board of Trustees is guided by the desire to use the resources of its community and its staff to provide the highest quality health resources permitted by its financial resources. In reaching decisions the Board will attempt in every case to act in the best interests of the residents of Jefferson County.

The Board of Health Center Trustees have the exclusive control of the expenditures of all monies collected to the credit of the County Health Center Fund, the purchase of sites, the purchase or construction of any county health center buildings; approval of plans and specifications for all buildings that may be erected or constructed, the supervision, care and custody of the grounds, rooms and buildings purchased, constructed, leased or set apart for county health center purposes, the appointment of the Executive Director of the Center, the appointment of the Deputy Director(s) of the Center, the appointment and removal of such personnel as may be necessary and the fixing of their compensation, the determination annually of the rate of the county tax levy for the County Health Center within the maximum rate authorized by the vote of the people of the county, the authority to enter into contracts and agreements with Federal, State, County, School and the Municipal governments and with private individuals, partnerships, firms, associations and corporations for the furtherance of health activities, except as by law prohibited, and the authority to generally carry out the spirit and intent of RSMo. 205.010 to 205.150, pertaining to the establishing and maintaining a county health center.

The Jefferson County Health Center is a separate political subdivision of the State of Missouri. The Board of Health Center Trustees annually determine the rate of tax to be levied for it by Jefferson County, and the Board of Trustees has the exclusive control of all monies and property of the County Health Center. (RSMo. 205.031, 205.042 and 205.050)

Article 2:

Board of Health Center Trustees

Purpose - The purpose of the Board of Trustees is to govern and control the affairs of the Center as provided by law. To discover and interpret the needs, attitudes, and interests throughout the County as a guide to developing and setting priorities for health programs for residents. to exercise judgment in reviewing, considering, and voting on policies affecting the operation of the residents, businesses, and facilities within the County, and to oversee the management and fiscal control of the Center as provided by law and to review, evaluate and

judge the effectiveness of the Center's programs.

Scope of Authority - Board of Trustees shall exercise full legislative rule and management authority for the Center by adopting policy and directing all procedures necessary for the governance of Center responsibilities.

Term - The Board of Health Center Trustees consists of five (5) trustees who are residents of Jefferson County, each elected by the people, for a four (4) year term. Trustees are elected at the annual municipal election, the first Tuesday after the first Monday in April.

Resignation - Any member of the Board of Trustees who resigns, or changes residency to outside of Jefferson County, or otherwise vacates said office shall be considered to have vacated such office and same shall be reported to the County Executive of Jefferson County for the appointment of a replacement to hold office until the next municipal election, when such vacancy shall be filled by election of a Trustee to serve during the remainder of the term of such Trustee's predecessor.

Board Member Discipline - A Member who fails to adhere to his/her roles and responsibilities as outlined in these Bylaws or as otherwise defined within State and Federal law is subject to discipline by a majority vote of the Board. Such discipline may include censure, impeachment, and/or removal. The Board shall attempt to acquire adherence to these Bylaws by first censuring a non-complying member, where appropriate, by passing a Resolution to Censure the Board Member, by majority vote. If, after censure, the Board member fails to perform his/her duties, the Board may impeach and remove such member by adopting Articles of Impeachment against such member, by majority vote. Such articles shall outline the actions of the Board Member which violate his/her duties as prescribed by these Bylaws, State and/or Federal Law. Such articles shall refer to supporting documents and specific examples of misconduct. If such Articles of Impeachment are passed by a majority of the Board, the Board shall set a special meeting within ten (10) days, at which the subject Board Member has the opportunity to respond to the allegations. The subject Board Member may be represented by Counsel, at his/her expense. The subject Board Member may present such written evidence and/or oral testimony to refute the allegations contained in the Articles of Impeachment. Such presentation of evidence shall be held in an open meeting of the Board of Trustees and shall be recorded. At the conclusion of the evidence, the Board shall vote on whether to remove the subject Board Member. Such removal shall pass upon a majority vote of the entire Board, in which all members shall cast a vote. Any removal performed pursuant to this section shall be reported to the County Executive of Jefferson County for the appointment of a replacement to hold office until the next municipal election, when such vacancy shall be filled by election of a Trustee to serve during the remainder of the term of such Trustee's predecessor.

Meeting Attendance and Participation - Members shall attend all regularly scheduled Board of Trustees meetings insofar as possible. Any member failing to attend the meeting of the Board for three (3) consecutive regular meetings, unless excused by the Board Chair for reasons satisfactory to the Board, shall be deemed to have vacated the seat; and the secretary of the Board shall certify that fact to the Board. The vacancy shall be filled as other vacancies occurring in the Board. Attendance for purposes of this provision shall be defined as actual, physical (or virtual, as allowed by law and in the case of emergencies) attendance at the Board meeting until all of the business of the Board has been completed unless a member is excused by a majority of the Board. Members shall come to Board of Trustees meetings informed concerning the issues to be considered. When voting, members shall avoid abstaining except when required by statute or Board policy. The members of the Board have been elected to make difficult decisions on behalf of the residents of the County and

employees of the Center. The concept of trusteeship requires each member to review the issues under the Board's consideration and to take a respectful stand regarding those issues. A member who has conformed to the above-described tenets of knowledge, open discussion, respect, independent judgment, and independent and civility should be prepared to cast a vote on each of the issues before that member.

Delegation of Matters to the Executive Director - Members shall work with other Board members to establish effective Board policies and to delegate authority for the administration of the Center's facilities to the Executive Director. Members shall not attempt to by-pass, undermine, or usurp the Executive Director's authority and responsibility for the daily operation of the Center.

Conflict of Interest and Authority - Members shall not solicit or accept gifts, payments, or anything greater than a nominal value item or holiday gifts of nominal value from any person, organization, group, or entity doing business or desiring to do business with the Center. Members shall avoid being placed in a position of conflict of interest and shall not use the Board position for personal or partisan gain. Members shall conduct themselves in accordance with the conflict-of-interest policy and disclosure requirements prescribed by statute and Board policy. When attending functions outside of the Center and/or when engaging in social media but speaking on matters concerning to the Center, the Member shall indicate to those present that s/he is an individual Member of the Board, without the authority to act individually, and shall direct those present to the Chairperson and/or Executive Director for any questions pertaining to execution and administration of policy and outreach. Members, if contacted by a vendor requesting information about the Center's bidding procedures, whether of a general nature or with regard to specific goods or services to be bid, shall provide the vendor with the name and business telephone number of the administrator.

Responsible for purchasing such goods or services. The member shall request that the vendor contact the relevant administrator and direct all questions and concerns to that administrator.

Maintenance of Confidentiality - Members shall not disclose confidential information. Information is confidential if it is (a) communicated during executive session; or (b) concerning members of the personnel of the Center; or (c) exempt from disclosure under the Sunshine Law; or (d) otherwise communicated with a mutual understanding of confidentiality. Members shall adhere to the Personal Privacy Protection Act (RSMo. 105.1500)

Required State Filings – Members shall comply with all required State of Missouri filings, including Financial Interest Statements (RSMo. 105.483)

Article 3: Oath and Officers

The Board of Health Center Trustees shall, within ten (10) days after their appointment or election, qualify any newly elected Trustee by administering the oath of civil officers, and shall then and yearly elect one of their number as chairperson, one as vice-chairperson, one as secretary-treasurer, to hold office for one year and until their successors as duly elected or appointed and qualified. There shall also be the office of Executive Director, Jefferson County Health Center, who shall serve at the will of the Board of Trustees for such compensation and with such duties and authority as are from time to time determined by the Board of Trustees, pursuant to a contract as outlined herein. (RSMo. 205.042). There may also be a Deputy Director(s), to whom the Executive Director may delegate certain administrative tasks, as outlined herein.

Article 4:

Duties of Officers

The following officers shall have the following duties and others as may be imposed from time to time:

A. All Members of the Board of Trustees

Before taking office, each Trustee shall take and subscribe an oath or affirmation to support the Constitution of the United States and of Missouri, and to demean themselves faithfully in office. The Board of Health Center Trustees shall hold meetings at least once each month. One of the Trustees shall visit and examine the County Health Center at least twice each month. (RSMo. 205.042)

Annually, the Board shall cause to be prepared an annual report of the financial transactions of the JCHC in such summary form as the state auditor shall prescribe by rule. Within such time following the end of the fiscal year as the state auditor shall prescribe by rule, the Board shall cause a copy of the annual financial report to be remitted to the state auditor. (RSMo. 105.145)

Pursuant to RSMo. 105.452 and 454, Members shall refrain from acting in any capacity in which he or she is lawfully empowered to act as such an official or employee by reason of any payment, offer to pay, promise to pay, or receipt of anything of actual pecuniary value paid or payable, or received or receivable, to himself or any third person, including any gift or campaign contribution, made or received in relationship to or as a condition of the performance of an official act. No Member shall use confidential information obtained in the course of or by reason of his or her official capacity in any manner with intent to result in financial gain for him/herself, his/her spouse, his/her dependent child, or any business with which he or she is associated. No Member shall disclose confidential information obtained in the course of or by reason of his or her official capacity in any manner with intent to result in financial gain for him/herself or any other person. No Member shall favorably act on any matter that is so specifically designed so as to provide a special monetary benefit to such official or his/her spouse or dependent children. No Member shall use his or her decision-making authority for the purpose of obtaining a financial gain which materially enriches him/herself, his/her spouse, or dependent children by acting or refraining from acting for the purpose of coercing or extorting from another anything of actual pecuniary value. No Member shall offer, promote, or advocate for a political appointment in exchange for anything of value to any political subdivision. Finally, no Member shall perform any services during the time of his or her office for any consideration from any person, firm or corporation, other than the compensation provided for the performance of his or her official duties, by which service he or she attempts to influence a decision of any agency of the state, or of any political subdivision in which he or she is an officer.

No trustee shall receive any compensation for his services performed, but he may receive reimbursement for any cash expenditures actually made for personal expenses incurred as such trustee, and an itemized statement of all such expenses and money paid out shall be made under oath by each of such trustees and filed with the secretary and allowed only by the affirmative vote of all of the trustees present at a meeting of the board. Such expenditures may include travel expenses for trainings or presentations made on behalf of or for the benefit of the Board. Travel to/from Board meetings shall not be reimbursed, nor shall attendance time at Board meetings.

The Board shall make and adopt such bylaws, rules, and regulations for its own guidance and for the government of the JCHC as may be deemed expedient for the economic and equitable conduct thereof. It shall have the exclusive control of the expenditures of all moneys collected to the credit of the JCHC, and of the purchase of site or sites, the purchase or construction of any JCHC buildings, and of the supervision, care and custody of the grounds, rooms or buildings purchased, constructed, leased or set apart for that purpose. All moneys received for the JCHC shall be credited to the JCHC and deposited in the depository thereof for the sole use of the JCHC. All funds received by each county health center shall be paid out through an electronic funds transfer system in an amount within that approved by the board of health center trustees or upon warrants ordered drawn by the Treasurer of the Board.

Pursuant to RSMo. 205.042.8, the Board shall determine annually the rate of the tax levy, except that the rate so determined shall not exceed the maximum rate authorized by the vote of the people of Jefferson County, Missouri.

The Board may enter into contracts and agreements with federal, state, county, school, and municipal governments and with private individuals, partnerships, firms, associations, and corporations for the furtherance of health activities.

In order to effectuate its Purpose, as articulated above, Members will work through the Executive Director and his/her staff, support the Executive Director's efforts to appoint the most qualified persons as employees of the Center, reinforce the efforts of the Executive Director and the staff so that they may perform their assigned responsibilities in the most effective manner, and provide the Executive Director counsel as requested or required.

The Board shall have the authority to hire and Director-level employees of the Center. Further, the Board shall have the authority to review terminations made by the Executive Director, upon request of the terminated employee.

B. Chairperson

It shall be the duty of the Chairperson to:

1. Preside when present at all Board meetings.
2. Appoint special and standing committees of the Board.
3. Sign all warrants ordered drawn by the Board.
4. Sign all contracts or documents as appropriate by virtue of approval of the Board or by virtue of holder if the office of Chairperson, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer or agent of the Jefferson County Health Center..
5. Call special meetings of the Board when in the Chairperson's judgment meetings are necessary.
6. Perform any other duties authorized by the Board or by State law.
7. Prepare a schedule of Trustee visits to the Center, one Trustee per month, for one visit per month. The purpose of such visit shall be to review programming efforts, address employees, and/or examine facilities. The Chairperson may require the Trustee to prepare an agenda for his or her visit and submit same to the Chairperson for approval.

C. Vice-Chairperson

The Vice-Chairperson shall preside over meetings of the Board of Trustees in the absence of the Chairperson and in the absence of the Chairperson shall perform the duties of the Chairperson and perform such other duties as may be determined by the Board of Trustees from time to time.

D. Secretary-Treasurer

As official secretary of the Board of Trustees, the secretary may issue notices of meetings, preside over meetings of the Board of Trustees in the absence of the Chairperson and Vice-Chairperson and in the absence of the Chairperson and Vice-Chairperson shall perform the duties of the Chairperson, shall be responsible to see that the minutes of Board meetings are kept, shall have official charge of any seal of the Board of Trustees and its keeping, and be the official custodian of the Board of Trustees books and perform such other duties as may be determined by the Board of Trustees from time to time. S/he may delegate his/her responsibility for posting of notices, agendas and recording of minutes to a Corresponding Secretary, who is an employee of the Center. S/he shall make and file all reports as required by law, sign all documents, orders, and reports required by law or as appropriate after approval of the Board, and receive and acknowledge official correspondence of the Board. S/he shall also preside at meeting of the Board if both Chairperson and Vice-Chairperson are absent until a chairperson Pro Tern can be chosen, or if a quorum is present.

All funds received by the County Health Center shall be paid out only upon warrants ordered drawn by the treasurer of the Board of Trustees upon properly authenticated vouchers of the Board of Health Center Trustees pursuant to RSMo. 205.042, and as authorized by Federal law, such as 12 U.S.C. 5001, et seq. The exclusive control of the Board of Trustees of the Health Center over the expenditures of all money collected to the credit of the County Health Center Fund and other monies received by the Health Center is supervised by the Treasurer and carried out by such officers as the Board of Trustees may from time to time direct. The Treasurer shall also perform such other duties as may be determined by the Board of Trustees from time to time.

E. Executive Director

The Executive Director of the Jefferson County Health Center is the Chief Executive Officer of the Board of Trustees of the Center and shall attend all meetings of the Board of Trustees. It is the Executive Director's responsibility to carry out the policies, rules, regulation, By-Laws, and decisions of the Board of Trustees of the Health Center. The Executive Director, under the direction of the Board, is responsible for the general supervision and day-to-day operation of the Center's programs and personnel.

The Executive Director's duties shall include (note that items marked with an asterisk (*) may be delegated by the Executive Director to the Deputy Director(s)):

1. * Preparation of an agenda for each meeting and cause the same together with other meeting information to be given to the Trustees;
2. Preparation and presentation to the Board for approval an annual report,

- which is required to be filed with the County Council of Jefferson County on or before January 7th each year reporting the proceedings of the Board of Trustees with reference to the County Health Center and a sworn statement of all receipts and expenditures during the preceding year (RSMo. 205.090);
3. Preparation and submission to the Board for approval a Jefferson County Health Center budget for the ensuing year so that the same may be approved and submitted to the county budget officer in the time prescribed by law;
 4. Supervision of all employees of the Center;
 5. Hire Center employees, except for the Deputy Director(s);
 6. Terminate non-Deputy-level employees, in consultation with the Personnel Committee. Recommend the termination Deputy Director(s) to the Board;
 7. Overseeing the day-to-day operations of the Center;
 8. * Maintaining a current written description of every allocated position within the facility;
 9. Provision of fiscal accounting to the Board of Trustees at each regularly scheduled meeting;
 10. Causing a cash reconciliation statement to be submitted to the County Auditor each month;
 11. Presentation of accounts payable with prepared drafts of warrants and invoices for expenditures of funds therefore for approval of the Treasurer of the Board and proper authentication of vouchers by the Board;
 12. * Provision for the evaluation of all employees;
 13. Maintaining good public relations for the Center;
 14. Taking such personnel actions as are authorized from time to time by the Board of Trustees;
 15. Performing such other duties as may be determined by the Board of Trustees from time to time;
 16. Attendance and participation in all meetings of the Board, except when his/her own employment status is being considered.
 17. Enforcing all provisions of applicable municipal, state, and federal laws, policies, and regulations of the Board, make recommendations for any changes of policy or regulation which may be needed.
 18. Responding to situations requiring discretion because they are not covered by Board existing policies, reporting the action to the Board as soon as possible thereafter.
 19. Assisting Center in an efficient and just manner.
 20. Negotiate administrative contracts with Health Councils and the County Commissions.
 21. Manage and control of the day-to-day operations of the Jefferson County Health Center, including but not limited to:
 - Personnel supervision, recognition, correction, written or verbal reprimands and suspensions with pay.
 - Clinic scheduling.
 - Office equipment and supplies.
 - The submission of requisitions.
 - Receipt of merchandise.
 - Maintenance of office equipment and repairs thereof.
 - Janitor service.
 - * Maintenance of inventories.
 22. Coordinate and present the strategic plan of the Center;
 23. Incorporate the Foundational Public Health Services

24. Serve as a content expert to boards and/or commissions;
25. Serve on the Public Safety Commission as the Public Health Representative;
26. Communicate policies, and directives of staff interest and concern to staff members; and
27. Employ such media as are appropriate to keep the staff fully informed of the Board's concerns and actions.
28. Maintain Center records as a whole, including time sheets, payrolls, and similar employee records.
29. Approve expense accounts, with final approval by Board of Trustees.
30. Assemble reports.

The Executive Director is responsible for administration but is not responsible for defining the scope of practice of licensed health staff unless the Director is licensed in that area.

The Executive Director's contract will be based on a twelve-month year, with salary and work year to be established by the Board. S/he may be employed by the Board for a term of from one (1) to three (3) years. The terms of the Executive Director's employment will be contained in a written contract signed by the Executive Director, the Board Chairperson, and the Board Secretary-Treasurer. During the term of the Executive Director's contract, the amount of compensation and benefits provided in the contract may not be reduced, unless his/her duties are proportionately reduced.

F. Corresponding Secretary (Non-Elected, Employee of the Center)

Upon delegation of the Secretary-Treasurer's authority to post agendas, notices and record minutes, the corresponding secretary shall cause the minutes of the meetings of the Board of Trustees to be prepared and submitted to the Executive Director, the Secretary, and the Board of Trustees for approval. The Corresponding Secretary shall be an employee of the Board and shall maintain confidentiality for all matters closed to the public under the Sunshine Law.

Article 5: Committees of the Board

The Chairperson shall establish both standing and special committees in order to efficiently and effectively conduct the business of the Board and/or to make recommendations to the Board as a whole.

Special Committees created by the Board of Trustees will be assigned specific tasks to be performed and will be assigned a specific time frame within which to accomplish assigned tasks. Upon completion of these tasks or upon expiration of the time allotted, the committee will be dissolved unless extended by the Board. These committees serve as advisory committees to the entire Board. Such committees may include, but are not limited to, Bylaws Committee, Litigation Committee and Real Estate Committee.

Standing Committees created by the Board of Trustees operate to analyze regularly-occurring issues within a broad area of policy or procedure of the Board. Such Committees shall meet as often as necessary and may be comprised of Board members and Center staff, as needed. Such Committees serve in an advisory role to the Board as a whole. Such Committees include the Finance Committee, and the Personnel Committee.

Reports of Board committees may be made in written form or be presented verbally at a Board

meeting at the discretion of the Board.

Meetings of committees appointed by the Board or at the Board's direction will comply with the notice and open meeting provision applicable to Board of Trustees meetings. The Center's custodian of records will maintain a current list of such committees.

In order to avoid the creation of an unexpected meeting of the Board, only Trustees who are members of the respective committee shall attend committee meetings.

SECTION II - MEETINGS OF THE BOARD OF TRUSTEES

Article 1:

Pursuant to RSMo. 205.042, the Board of Trustees shall hold at least one meeting each month at such time and place as may be fixed by Resolution of the Board, which Resolution may be adopted to continue until changed, or may be adopted at any meeting for the next one (1) or more meetings. Notice of the meetings of the Board of Trustees shall comply with Chapter 610 of the Missouri Revised Statutes.

Article 2:

Three (3) Trustees shall constitute a quorum and except as otherwise specifically provided, the action of a majority of the quorum shall be the action of the Board of Trustees. In the case of an emergency of the Jefferson County Health Center and where a vote is required and a quorum of the Board is present, less than a quorum of the Board may also participate by electronic means. Members of the public must be able to hear the entire open session proceedings of any electronic meeting. The Board will endeavor to video record its open sessions and post same on YouTube or a similar platform.

Article 3:

Special meetings may be called by the Chairperson, by the Vice-Chairperson acting in the absence of the Chairperson, or by the Secretary, at any time. All members shall be notified of such special meetings at least three (3) days prior to such special meeting, except in case of emergencies as determined by the officer calling the meeting. Special meetings may be called upon twenty-four (24) hours' notice.

Article 4:

Resolutions and/or Ordinances shall be adopted pursuant to procedures adopted by the Board from time to time. Generally, non-emergency resolutions shall require at least one (1) reading prior to adoption.

Article 5:

Any portion of a meeting may be closed for any reason outlined within the Sunshine Law, including those reasons outlined below:

Attorney-Client Communication - Privileged communications between the Board, its representatives, and its attorneys. Upon completion of the litigation or upon the execution of a settlement agreement, the vote, minutes, and settlement agreement will be made public unless subject to a court order closing the record.

Real Estate Matters - The lease, purchase, or sale of real estate where public knowledge of the details of the proposed acquisition might adversely affect the Center's interests. Any vote or public record approving such a contract shall become available to the public upon execution of the contract.

Personnel Matters - Actions related to the hiring, firing, disciplining or promotion of a Center employee when the performance or individual merits of this employee is considered. Any vote on a final decision to hire, fire, promote or discipline will be available to the public within seventy-two (72) hours of the close of the meeting, except that good faith efforts will be made to notify the affected employee prior to the information becoming publicly available. Disclosure of Board action on such personnel matters will include notice of how each Board member voted on the proposition.

Employee Negotiations - Preparations for negotiations with employees and employee representatives, including any work product of the Board.

Bidding Matters - Competitive bidding specifications, until officially approved or published for bids. Sealed bids, until the earlier of the time all are opened or all are accepted or rejected.

Personnel Records - Individually identifiable personnel records, performance ratings or records related to employees or applicants for employment. However, the public will have access to the names, positions, salaries, and length of service of employees of the County.

Communications with Auditor - Confidential and privileged communication between the Board and its auditor, including all auditor's work product. However, final audit reports issued by the auditor will be open.

Security Systems - Information provided to the Center by outside consultants relating to the security of Center facilities. However, expenditures of public funds for the purchase of security systems are considered to be open public records.

Notwithstanding the provisions of this section, consultant reports involving open records matters which were prepared for the Center are deemed to be open records.

In order to enter into executive session, such motion must be approved by a roll call majority vote. The motion to enter executive session must reference the specific statutory matters to be discussed. Any Board member may object to the closing of a meeting, record or vote if the member believes the motion to close violates the Sunshine Law; such member(s) must object at or before the motion to close is voted upon and must vote against closing. The member(s) shall be allowed to fully participate in any subsequent meeting or vote. The objecting member(s) shall be immune from any liability for improper closure of a meeting.

The Board reserves the right, as provided by law, to close meetings, records, and votes as they relate to the matters below. All discussion and action by the Board in executive session must be related to the reasons set forth in the motion to enter executive session. The minutes of the executive session shall be recorded and maintained in a separate, confidential minute book. (See Policy 0420 - Minutes.)

Article 6:

The Board adopts *Robert's Rules of Order* for conducting meetings, with the exception that only a Member who makes a motion may amend the motion.

Article 7:

The Board may allow for public comment at Board meetings, as time and circumstances allow. In the event the Board allows for public comment, those members of the public wishing to speak must provide his/her name and address within the County prior to speaking. If more than two (2)

people wish to speak on the same topic, the Board may request that a spokesperson be appointed for the participants. The Board may limit the time allotted for public comment and shall announce such limit at the commencement of the public comment portion of the meeting.

The Board of Trustees permits its open sessions to be audio or video recorded subject to the following restrictions:

1. No additional artificial lighting may be used for a video recording.
2. Individuals wishing to video record an open session of the Board must locate themselves behind individuals attending the meeting.
3. No microphones may be placed on or near the tables where the Board and the administration are seated for purposes of individual audio recording.
4. Board meetings will not be interrupted to respond to questions or requests from individuals recording the meeting.

These guidelines are adopted to minimize disruption of Board meetings and to minimize any inconvenience to individuals attending the Board meetings.

Article 8:

Order of Business- The Chairperson, upon taking the chair, shall call the members to order on the appearance of a quorum. The order of business shall be as follows, unless changed by the Chairperson:

1. Call to Order
2. Announcements
3. Approval of Previous Minutes
4. Executive Director Reports and Recommendations
5. Action Items
6. Public Comments (if permitted)
7. Executive Session (if required)
8. Adjournment

Agenda - A tentative agenda for each regular, special, or proposed closed meeting of the Board shall be prepared by the Deputy Director, in consultation with the Executive Director and Board Chairperson, and shall be included in any public notice of such meetings. Any member of the Board may request items to be placed on the agenda, provided the requestor has a second to place such item on the agenda. The tentative agenda, related materials and minutes of the previous meeting shall be mailed to each member of the Board at least three calendar days prior to the stated meeting unless a special emergency meeting is called at a time which makes the three-day prior notice impossible. Confidential documents pertaining to members of the personnel or any other document not otherwise open to the public may be excluded from the packet. The Executive Director may collect the packet of documents or any portion thereof at the conclusion of the meeting.

A Member may take his/her own notes during the meeting; however, disclosure of notes outside of the Center which are taken during executive session is expressly prohibited unless required by law.

The agenda for each meeting of the Board shall be adopted or modified by a motion by a majority of those Board members present. Once the agenda is approved, it shall require a vote of majority of the Board members present to make additional modifications.

The agenda for closed sessions shall be on a separate document; however, the motion to close a meeting must be voted on during a public meeting and must also include the reasons for

closing the meeting with references to the specific topics under the provision of RSMo. 610.021, as valid grounds for a closed meeting session.

SECTION III - FISCAL

Article 1:

All checks (warrants) or electronic payments shall be prepared under the direction of the Executive Director of the Jefferson County Health Center. Such checks (warrants) or electronic payment requests shall be presented to the Board of Trustees at their regular monthly meeting or at such other meeting as is appropriate. The Board of Trustees shall approve or disapprove said requested payments and for those payments approved, authenticated vouchers of the Board of Trustees shall be executed and given to the Treasurer for execution of the checks (warrants), or electronic payments shall be issued by the Treasurer.

Article 2:

Checks (warrants) for pay of personnel, travel reimbursements of personnel and for expenditures against the Health Center petty cash accounts may be executed by the Treasurer and one other designated signature upon authentication of vouchers occurring at the next previous meeting. Single signature authority may be granted by the Board of Trustees to the Executive Director of the Health Center for items less than five hundred dollars (\$500) that have been budgeted, with the exception of the Executive Director's personal expense reimbursement items which must be approved by a Board member.

Article 3:

A Jefferson County Health Center petty cash account shall be maintained in the amount of One Hundred Fifty dollars (\$150.00). This fund shall be controlled by the Comptroller of the Jefferson County Health Center. The Executive Director or the Executive Director's designee shall maintain a ledger for the petty cash account that is itemized together with receipts for all expenditures therefrom. The Comptroller or her designee shall each month, or when necessary, submit to the Board of Trustees an itemized account with voucher for reimbursement of expenditures from the petty cash fund, together with receipts for all such expenditures, so as to replenish said fund.

Article 4:

Purchases

A. Purchases from petty cash to the extent of \$150.00 per month are under the control of the Executive Director and such purchases may be made by the Deputy Director, the Operations Manager, Administrative Services Manager, or the Comptroller. (hereinafter referred to as a Purchasing Officer).

B. For purchases of \$10,000.00 or less for property and services, which are budgeted, and in an amount not to exceed the budgeted allowance, the Executive Director or Purchasing Officer may make the purchase without bid.

C. Purchases for property and services which are budgeted and within the budgeted amounts at a cost of over \$10,000.00 may be purchased by the Executive Director after competitive bids have been acquired if the purchase is made from the low bidder.

D. If the price of the purchase for property and services which are budgeted and within the budgeted amounts at a cost of over \$10,000.00 been set as a result of a governmental competitive bid process, the Executive Director may make the purchase without bid to a maximum of \$25,000.00.

E. All other purchases shall be ordered by the Board of Trustees after receiving competitive bids (preferably three) for selection of the vendor and concluding the purchase.

F. Solicitation of bids shall be advertised with respect to all purchases over \$25,000.00.

G. The Board may waive or make exceptions to bid requirements.

Article 5:

Grant Applications

The Board shall review for approval any grant application in which the aggregate total of the requested grant is at or more than \$100,000.

Article 6:

Bills or invoices for purchases made under the provisions of Article 4 of Section III hereof shall be signed by the Executive Director or responsible employee indicating the receipt of the item or service involved.

SECTION IV - OPERATIONS AND ADMINISTRATION

Article 1:

At the regular meeting of the Board of Trustees occurring in May of each year, the Executive Director shall present to the Board a summary of the major public health program and activities to be undertaken during the following year. Such programs may be revised by the Board of Trustees, as they deem necessary. Upon approval by the Board of Trustees, these programs shall constitute the official directives of the Board of Trustees for the following year's operations. Activities may be added to or deleted from these directives at any time by the Board of Trustees.

Article 2:

The Jefferson County Health Center may consult with the Department of Health and Senior Services of the State of Missouri to furnish technical supervision and assistance to the personnel of the Jefferson County Health Center and to periodically advise the Board of Trustees as to the technical efficiency of its personnel.

Article 3:

Hiring of Director-Level Personnel

The Board may hire a Deputy Director (or multiple thereof), who may be hired or discharged at will only by a majority vote of a quorum of the Board of Trustees at a meeting thereof. The Executive Director shall present the qualifications of the person he or she recommends to the Board for action. In addition to his or her recommendation, the Executive Director shall provide the Board with the resumes of two additional qualified applicants for its consideration and comparison.

The Board has the exclusive authority to hire an Executive Director, pursuant to the terms outlined herein.

The qualifications of all persons employed in the operation of said health center shall be at least equal to the minimum standard of qualifications as set forward by the department of health or its successors for positions of like importance and responsibilities. RSMo. 205.110.

Article 4:

Personnel of the Jefferson County Health Center shall be subject to all its rules and regulations. In addition, as the employing agency, the Board of Trustee Members shall adhere to the anti-bullying, non-discrimination, and anti-harassment provisions of the Employee Handbook.

Article 5:

The Board of Trustees shall not enter into contracts for the private practice of medicine, nor shall any of its personnel practice medicine nor dispense drugs, vaccines, or serums for personal gain, nor shall its facilities be used for such purpose in any way, except as it may be necessary and agreed upon between the Board and County Council or commissions for the care of the indigent for whom the commission or commissions may be responsible, or except in furtherance of diagnostic and communicable disease control programs. (RSMo. 205.060)

Article 6:

Any person, firm, organization, society or corporation desiring to make donations of money, personal property or real estate for the benefit of the Jefferson County Health Center, shall have the right to vest title of such property so donated, in Jefferson County, to be controlled when so accepted by the Board of Trustees of the Jefferson County Health Center according to the terms of deed, gift, devise or bequest of such property. (RSMo. 205.070)

SECTION V - BY-LAWS, RULES, AND REGULATIONS

The Board of Health Center Trustees shall make and adopt such By-Laws, Rules, and Regulations for its own guidance and for the government of the County Health Center as may be deemed expedient for the economic and equitable conduct thereof, and the same may be amended from time to time in writing presented to a meeting. In developing policy, the Board may solicit input from the community, staff, and other professionals.


At any meeting of the Board, policies governing the Center may be enacted, amended, or repealed by a majority vote. The formal adoption of policies shall be recorded in the minutes of the Board. Only those written statements so adopted and so recorded shall be regarded as official Board policy.

The Executive Director is assigned the responsibility for insuring that all Board policies, rules, and regulations are implemented. The Board authorizes the Executive Director to develop administrative guidelines in order to implement Board policy. The Executive Director shall notify all employees of their need *to* abide by Board policies and regulations. The Director shall prepare the staff handbook that interprets Board policies and state rules and regulations that affect each population set. The handbooks shall be revised annually and distributed within the first month of the fiscal term.

The Board shall review written policies on a continuing basis to ensure consistency and legality of Board action and administrative decisions. Policies shall be reviewed and revised as a result of newly enacted state and/or federal legislation, court decisions, as a result of research and/or policy development as presented by state and/or national organizations and agencies, or for other reasons as determined by the Board.


During periods of time in which the Center maintains a web site, the Board's policies will be posted on the web site.

Enacted by a majority vote of the Board of Trustees of the Jefferson County Health Center
this 21st day of December, 2023.



Timothy Pigg, Chairperson
Board of Trustees
Jefferson County Health Center

Attest:



Tammy Stidem, Secretary/Treasurer
Board of Trustees
Jefferson County Health Center