

**BY-LAWS OF THE
HAMPTON-NEWPORT NEWS
COMMUNITY SERVICES BOARD**

ARTICLE I - NAME

The name of this Board shall be the Hampton-Newport News Community Services Board, hereinafter referred to as the Board.

ARTICLE II - PURPOSE

The purpose of this Board shall be:

1. To act as the agent of the Cities of Hampton and Newport News, in the establishment and operation of community mental health, developmental disabilities, and substance abuse programs as provided for in Chapter 5 of Title 37.2 of the *Code of Virginia* as amended.
2. To conform to the definition of an "operating community services board", as designated by the City Councils of Hampton and Newport News and contained in §37.2-100 of the *Code of Virginia* (1950) as amended.
3. To act or undertake any activity which is mandated by the laws of the Commonwealth of Virginia, and to accept or decline to undertake any activity which the laws of the Commonwealth of Virginia may allow.
4. To provide a system of comprehensive community mental health, developmental disabilities, and substance abuse services which relate to and are integrated with existing and planned programs.

ARTICLE III - MEMBERSHIP

Section 1. The membership of the Board shall consist of not less than six (6) or more than eighteen (18) persons, approved and appointed as Members by the City Councils of Hampton and Newport News. Appointments to the community services board shall be broadly representative of the community. One-third of the appointments to the board shall be individuals who are receiving or who have received services or family members of individuals who are receiving or who have received services, at least one of whom shall be an individual receiving services. One or more appointments may be nongovernmental service providers. Sheriffs or their designees also shall be appointed, when practical. No employee of the community services board or employee or board member of an organization that receives funding from any community services board shall be appointed a member of that board. Notwithstanding anything in this section to the contrary, members shall be appointed in accordance with Chapter 5, §37.2-501 of the *Code of Virginia* as amended.

Revised January 19, 1995; Reviewed February 15, 1996; Revised March 20, 1997; Revised September 18, 1997; Revised March 19, 1998; Revised January 21, 1999; Revised June 28, 2001; Revised April 25, 2002; Reviewed April 24, 2003; Reviewed June 1, 2004; Revised: June 23, 2005; Revised: June 22, 2006; Revised: April 26, 2007; Reviewed: March 31, 2008; Revised: June 25, 2009; Revised: June 17, 2010; Revised: April 28, 2011; Revised: May 24, 2012; Revised: May 23, 2013; Revised: June 19, 2014; Revised: May 28, 2015; Revised: March 24, 2016; Revised: May 25, 2017; Revised: May 24, 2018; Revised: June 20, 2019; Revised: November 19, 2020;

Section 2. The Board shall consist of seven (7) members from Hampton and eight (8) members from Newport News or as changed by ordinances of the governing body.

Section 3. A member of the Board shall be appointed for a term of three (3) year from July 1 of the year of appointment.

Section 4. In accordance with § 37.2-502 of the *Code of Virginia* as amended, vacancies shall be filled for unexpired terms in the same manner as original appointments. No person shall be eligible to serve more than three full terms; however, a person first appointed to fill an unexpired term may serve three additional full three-year terms. The remainder of a term to which a member is first appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment. However, after a one-year period has elapsed since the end of the member's last three-year term, the governing body may reappoint that member.

Section 5. Members agree to attend the Meetings of the Board and the meetings of Committees of the Board to which they have been appointed. Members should comply with ordinances as promulgated by the appointing bodies. A member of this Board is a person having the right to full participation in its proceedings—that is the right to make motions, to speak in debate on them and to vote.

Section 6. Non-Board Members serving as Volunteers are categorized as follows:

- a. Board Pool candidates are residents of Hampton or Newport News who are recruited to augment the knowledge, skills and abilities of appointed Members of the Board. Board Pool candidates include individuals who have expressed an interest in eventually being appointed by their respective City Council to Membership on the Board of Directors. Board Pool candidates, as Volunteers, shall have no vote, powers or duties except in their service to the committee(s) to which they have been appointed upon recommendation by the Nomination and Selection Committee of this Board, and with approval by the Board.
- b. Former Members of the Board may be recruited to assist the Board in the discharge of its duties. Because of their knowledge, skills and abilities, or their interest in specific Community Services Board issues, former Members of the Board may be appointed by the Chair to serve on Committees of the Board. Former Members of the Board, as Volunteers, shall have no vote, powers or duties except in their service to the Committee to which they have been appointed by the Board Chair, with approval by the Board. Only current Members of the Board of Directors may serve as Committee Chairs.

Section 7. Board Emeritus (Emeriti)

The honorary position of Board Emeritus is reserved for those individuals who have served meritoriously as an appointed Member of the Board. Board Emeriti shall have no vote, duties, powers or obligations other than to render, either as individuals or as a group, advisory opinions to the Board with respect to such matters as may come before the Board for its consideration. Individuals in this category are identified and recommended to the Board by the Nomination and Selection Committee of this Board or may be appointed by their respective City Council to the honorary position of Board Emeritus.

ARTICLE IV - POWERS AND DUTIES

The Board, as a direct agent of the governmental entities which established it, shall be subject to the laws and regulations relating to such agencies of those governments and shall have the general powers, duties, and responsibilities of a Board as outlined in Chapter 5, § 37.2-504A (As may be amended from time to time.) as it relates to a designated operating board, or as said Section may be amended in the future, including but not limited to the following:

1. Review and evaluate public and private community mental health, developmental, and substance abuse services and facilities that receive funds from it and advise the governing body of each city or county that established it as to its findings.
2. Pursuant to § 37.2-508, submit to the governing body of each city or county that established it performance contract for community mental health, developmental, and substance abuse services for its approval prior to submission of the contract to the Department of Behavioral Health and Developmental Services herein referred to as “Department”.
3. Within amounts appropriated for this purpose, provide services authorized under the performance contract.
4. In accordance with its approved performance contract, enter into contracts with other providers for the delivery of services or operation of facilities.
5. Make policies or regulations concerning the delivery of services and operation of facilities under its direction or supervision, subject to applicable policies and regulations adopted by the Board.
6. Appoint an executive director of community mental health, developmental, and substance abuse services, who meets the minimum qualifications established by the Department, and prescribe his duties. The compensation of the executive director shall be fixed by the operating board within the amounts made available by appropriation for this purpose. The executive director shall serve at the pleasure of the board and be employed under an annually renewable contract that contains performance objectives and evaluation criteria. The Department shall approve the selection of the executive director for adherence to minimum qualifications established by the Department and the salary range of the executive director.
7. Prescribe a reasonable schedule of fees for services provided by personnel or facilities under the jurisdiction or supervision of the board and establish procedures for the collection of those fees. All fees collected shall be included in the performance contract submitted to the local governing body or bodies pursuant to subdivision 2 of this section and § 37.2-508 and shall be used only for community mental health, developmental, and substance abuse purposes. Every board shall institute a reimbursement system to maximize the collection of fees from persons receiving services under its jurisdiction or supervision, consistent with the provisions of § 37.2-511, and from responsible third party payors. Boards shall not attempt to bill or collect fees for time spent participating in commitment hearings for involuntary admissions pursuant to Article 5 (§37.2-814 et seq.) of Chapter 8.

8. Accept or refuse gifts, donations, bequests, or grants of money or property from any source and utilize them as authorized by the governing body of each city or county that established it.
9. Seek and accept funds through federal grants. In accepting federal grants, the board shall not bind the governing body of any city or county that established it to any expenditures or conditions of acceptance without the prior approval of the governing body.
10. Notwithstanding any provision of law to the contrary, disburse funds appropriated to it in accordance with such regulations as may be established by the governing body of each city or county that established it.
11. Apply for and accept loans as authorized by the governing body of each city or county that established it.
12. Develop joint written agreements, consistent with policies adopted by the Board, with local school divisions; health departments; boards of social services; housing agencies, where they exist; courts; sheriffs; area agencies on aging; and regional offices of the Department for Aging and Rehabilitative Services. The agreements shall specify the services to be provided to individuals. All participating agencies shall develop and implement the agreements and shall review the agreements annually.
13. Develop and submit to the Department the necessary information for the preparation of the Comprehensive State Plan for Behavioral Health, Developmental Services pursuant to § 37.2-315.
14. Take all necessary and appropriate actions to maximize the involvement and participation of individuals receiving services and family members of individuals receiving services in policy formulation and services planning, delivery, and evaluation.
15. Institute, singly or in combination with other community services boards or behavioral health authorities, a dispute resolution mechanism that is approved by the Department and enables individuals receiving services and family members of individuals receiving services to resolve concerns, issues, or disagreements about services without adversely affecting their access to or receipt of appropriate types and amounts of current or future services from the community services board.
16. Notwithstanding the provisions of § 37.2-400 or any regulations adopted thereunder, release data and information about each individuals receiving services to the Department so long as the Department implements procedures to protect the confidentiality of that data and information.
17. Have authority, notwithstanding any provision of law to the contrary, to receive state and federal funds directly from the Department and act as its own fiscal agent, when authorized to do so by the governing body of each city or county that established it.

ARTICLE V - OFFICERS OF THE BOARD AND THEIR DUTIES

Section 1. The officers of the Board shall consist of a Chair, Vice-Chair, Treasurer, and Secretary who shall be elected by the Board and serve at the pleasure of the Board.

Section 2. The duties of the Chair shall be:

- a. To preside at all Meetings of the Board.
- b. To appoint members of all committees deemed necessary for operation of the Board, and except where otherwise provided herein, appoint all committee Chairs.
- c. To appoint members to ad hoc committees of the Board, as hereinafter provided.
- d. To work closely with the Executive Director of the Board.
- e. To perform any other duties determined by the Board.

Section 3. The duties of the Vice Chair shall be:

- a. To perform the duties of the Chair in his/her absence.
- b. To perform any other duties as assigned by the Board or the Chair.

Section 4. The duties of the Treasurer shall be:

- a. To perform the duties of the Chair in the absence of the Chair and the Vice-Chair.
- b. To serve as Chair of the Budget, Finance and Audit Committee.
- c. To perform any other duties as assigned by the Board or the Chair.

Section 5. The duties of the Secretary shall be:

- a. To perform the duties of the Chair in the absence of the Chair, the Vice-Chair, and the Treasurer.
- b. To ensure that accurate records of all Meetings of the Board are maintained.
- c. To perform any other duties as assigned by the Board or the Chair.

ARTICLE VI - NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE

Section 1. The Slate of Officers shall be presented by the Nomination and Selection Committee at the May Meeting of the Board. The Board of Directors shall elect its Officers at the June meeting of the Board.

Section 2. The term of office shall be for one year. No Officers may serve more than three consecutive one-year terms in the same office. The election shall be by ballot if there is more than one nominee for the same office. A quorum must be present and voting in order to constitute an election.

Section 3. Officer vacancies shall be filled by the Board of Directors.

ARTICLE VII - MEETINGS OF THE BOARD

Section 1. Regular Meetings of the Board shall be held monthly with no less than nine meetings per year, the date and location to be determined by the Board.

Section 2. Work Sessions of the Board shall be held as required, the date and location to be determined by the Board.

Section 3. Special Meetings of the Board may be called by the Chair or upon written request of three (3) members, and notice being given in advance to the public. No business may be transacted except that which is included in the call.

Section 4. A quorum for all Board meetings shall be a majority of its members.

Section 5. Board Meeting Public Notices to be submitted at least five (5) working days prior to the meeting date unless there is an emergency.

Section 6. Electronic Meetings While it is best for Members of the Board of Directors for the Hampton-Newport News Community Services Board to meet in person, when the Governor has declared a State of Emergency in accordance with Section 44-146.17, pursuant to Virginia Code Section 2.2-3708.2(3), Members of the Board of Directors for the Hampton-Newport News Community Services Board, an entity of local government, may conduct its monthly Board of Director Meetings by synchronous electronic medium as a way of providing immediate interaction between meeting participants in compliance with the **Virtual Meeting Special Rules** noted below:

1. Public Notice of the Electronic Meeting will be provided to Members of the communities served by the entity using the best available method(s) and be provided contemporaneously with the Notice provided to Members of the Board of Directors for the Hampton-Newport News Community Services Board in accordance with Section 2.2-3708.2(3) of *the Code of Virginia*. Each Public Notice shall include:
 - a. The date and time of the meeting; and
 - b. The telephone number and access code to connect to the Electronic Meeting.

2. Ample Notice of Electronic Meetings shall be provided to Members of the Board of Directors no less than one week before the scheduled meeting(s), unless there is an emergency, and shall provide:
 - a. The date and time of the meeting; and
 - b. The telephone number and access code to connect to the Electronic Meetings.
3. All Members of the H-NNCSB Board of Directors shall call into Electronic Meetings at least 15 minutes before the start of scheduled meeting(s); and announce themselves at the first opportunity after joining the Electronic Meeting, but may not interrupt a speaker for the purpose of doing so.
4. Once Members announce themselves after joining the Electronic Meeting, it is respectfully requested that the Member “Mute” their personal telephones so as not to interrupt the meeting with background noise.
5. Technical Malfunctions and Requirements. Each Member is responsible for his or her own connection to the telephone conference call; and no action shall be invalidated on the grounds that the loss of, or poor quality of, a Member’s individual connection prevented him or her from participating in the meeting.
6. Once the meeting is called to order by the Board Chair, a verbal Roll Call will be taken to: (1) confirm meeting participants, (2) confirm that a Board Meeting quorum exists; and (3) take note of any Members of the Public present on the call.

Please note that a Roll Call may be requested by any Member of the Board following the departure of any Member, or following the taking of any Vote for which the announced totals add to less than a quorum.

7. To seek recognition by the Board Chair and obtain the floor during the Electronic Meeting, a Member shall address the Chair, and state his or her own name to be recognized, but may not interrupt a speaker for the purpose of doing so. The Board Chair shall call the name of the Member who wishes to be recognized in the order of the request.
8. All Motions are to be made orally by Members once obtaining the floor or being recognized by the Board Chair.
9. All Votes shall be taken by roll call, except that only the number of votes on each side and the number of members present, but not voting, shall be entered into the minutes unless the Board orders a fully recorded roll-call vote. Business may also be conducted by unanimous consent.

10. Members needing to disconnect from the Electronic Meeting prior to adjournment shall announce their departure as soon as practical, but may not interrupt a speaker for the purpose of doing so. *It is respectfully requested that Members of the Board do not disconnect from the Electronic Meeting during the Motion or Voting process.*

ARTICLE VIII - COMMITTEES

There shall be the following Committees:

Section 1. *Executive Leadership Team/Board Officers/Committee Chairs and Other Members of the Board.* This Committee shall be responsible for assisting in the:

- a. Review and detailed discussion in an open forum of global functions, and major issues and concerns of the organization.
- b. Development of best strategies to respond to issues and concerns of the organization consistent with the CSB Strategic Plan.
- c. Prioritization and assignment to appropriate Standing and/or Ad Hoc Committee(s) of the focus and agendas of the Committee(s) relative to CSB functions, issues and concerns requiring additional attention and management.
- d. Provision of a report of Committee activity to the Board.
- e. Development and implementation of such other activities which are determined to fall within the ambit of the Committee's portfolio, as assigned by the Board.

Section 2. *Budget, Finance and Audit.* This Committee shall be responsible for assisting in the:

- a. Review, preparation, presentation, and revision of contractual and directly operated program budgets to the Board and at various levels of government.
- b. Preparation of the request for proposals for programs provided through the Board.
- c. Review of the annual Financial Audit of operations of the Board.
- d. Provision of a report of Committee activity to the Board.
- e. Development and implementation of such other activities which are determined to fall within the ambit of the Committee's portfolio, as assigned by the Board.

Section 3. *Community Relations / Governmental Affairs.* This Committee shall be responsible for assisting in the:

- a. Implementation of a planned program of information for the various agencies and governments, and the public. This process will be coordinated with appropriate legislative procedures of Hampton, Newport News and the Virginia Association of Community Services Boards.

- b. Provision of a report of Committee activity to the Board.
- c. Preparation, on a periodic basis, of a list of nominee(s) for induction into the CSB Hall of Fame to be submitted to the Board for approval.
- d. Development and implementation of such other activities which are determined to fall within the ambit of the Committee's portfolio, as assigned by the Board.

Section 4. *Nomination and Selection.* This Committee shall be responsible for assisting in the:

- a. Preparation of a list of candidates for Board vacancies sixty (60) days prior to the term expiration of Board Members, and submit the names of candidates to the Board for review and recommendation to the appropriate City Council.
- b. Preparation of a list of candidates when premature Board vacancies arise, and submit the names of candidates to the Board for review and recommendation to the appropriate City Council.
- c. Preparation of a Slate of Officers for the May Meeting of the Board so that the election of Officers can be held at the June Meeting of the Board.
- d. Evaluation of the Executive Directors performance based on the written annual Board-Executive Directors Performance Agreement for review by the Board at the May Meeting of the Board. Any other modifications will be covered as required by the Dept. of Behavioral Health and Developmental Services (DBHDS).
- e. Development of the Board-Executive Directors Annual Performance Agreement for review and adoption at the June Meeting of the Board.
- f. Recommendations, when deemed necessary, of Honorary Board Emeritus for approval at the June Meeting of the Board.
- g. Development and implementation of such other activities which are determined to fall within the ambit of the Committee's portfolio, as assigned by the Board.
- h. The Nomination and Selection Committee, under the direction of the Board of Directors, shall coordinate the selection process of the Hampton-Newport News Community Services Board Executive Director in accordance with the Department of Behavioral Health and Developmental Services requirements.

Section 5. *Strategic Planning.* This Committee shall be responsible for assisting in the:

- a. Preparation, presentation and revision of a multi-year plan for the organization.
- b. Review and evaluation of community mental health, developmental disabilities, and substance abuse service needs, and communicate those needs to the appropriate local governments as described in Article IV under Powers and Duties.

- c. Provision of an annual report of Committee activity to the Board by December 1, or at such times as may be required.
- d. Development and implementation of such other activities which are determined to fall within the ambit of the Committee's portfolio, as assigned by the Board.

Section 6. *By-Laws.* This Committee shall be responsible for conducting a review of the Board By-Laws on an annual basis. This Committee shall also be responsible for conducting an annual review of the Board Policies.

Section 7. *Quality Management.* This Committee shall be responsible for conducting a quarterly review of the Agency's overall Quality Management and providing a report to the Board. Their review shall include the agency's utilization, health and safety, audits, licensing, Local Human Rights, serious incidents and sentinel events.

Section 8. *Committee Meetings / Membership.* Standing Committees will meet as required by the Board to conduct business. Committee meetings are open to all Members of the Board. The Chair may appoint up to three (3) non-Board of Director members with full Committee voting privileges to each of the following Committees: the Budget, Finance and Audit Committee; the Community Relations/Governmental Affairs Committee; the Strategic Planning Committee; and By-Law Committee.

Section 9. *Board Committee Meeting Notices* to be submitted at least five (5) working days prior to the meeting date unless there is an emergency. Moreover, when an emergency arises, a Standing Committee, non-public meeting may be held by electronic conferencing means. Furthermore, when a vote is required, it may only be provided by way of a voice vote and not by any other electronic means until further clarified by Members of the By-Laws Committee.

Section 10. *Special Committees:*

- a. The Board may establish Special Committees to carry out a specific task, where it is impractical or impossible to convene a quorum of the Board, the Chair is authorized to act unilaterally, on the Board's behalf, to appoint a Special Committee, provided however, that the Board is promptly notified of such action, and the Committee's mandate and continued existence is approved by majority vote at the next Meeting of the Board. If the Board does not subsequently approve a Special Committee established by the Chair, then that committee will be dissolved without further action required by the Board.
- b. Notwithstanding the Chair's appointment authority, the Chair shall appoint all Board Members who express an interest and volunteer to serve on a proposed Special Committee.

Section 11. *Committee Quorum.* A quorum for all Committee meetings shall be one-third of its designated and appointed members. However, notwithstanding the foregoing provision of this Article 8, at least one Member of the Board must be in attendance to constitute a quorum.

Section 12. *Committee Authority.* Committees cannot bind the Board. Notwithstanding anything in these By-Laws to the contrary, Committees are only empowered to make recommendations to the Board, and any action taken by a Committee shall not bind the Board in any manner. The Board shall be free to approve, disapprove or disregard any action and/or Committee

recommendation in its sole discretion. When a Committee interacts with entities outside the Board, the Committee shall inform any such entity of this limitation on Committee authority to act.

ARTICLE IX - AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular Meeting of the Board by two-thirds vote of those present and voting, notice of the proposed amendment having been submitted in writing to all Members of the Board two weeks prior to the Meeting.

ARTICLE X - REVIEW OF BY-LAWS

The Board shall review and approve the By-Laws on an annual basis.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Board and all committees in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.