

# BYLAWS

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## ARTICLE I ([back to index](#))

### Membership

1. The Governor appoints nine members of the Washington State Board of Health (the Board) in the manner described in RCW 43.20.030.
2. The secretary of health or a designee is the tenth member of the Board.

### Terms of Office

1. The terms of office for appointed Board members is three years unless the Governor determines otherwise at the time of appointment.
2. A member whose term has expired but whose successor has not been appointed by the Governor may continue to serve until replaced.

### Reimbursement for Expenses

1. Board members appointed by the Governor may receive fifty dollars (\$50) pay for each day they attend an official meeting of the Board or its committees or participate in other approved activities. This will be done in accordance with RCW 43.03.240.
2. No Board members who work full-time for any federal, state, or local government agency will be paid for a day of service to the Board if they are also paid by their employer for working that day.
3. Board members appointed by the Governor may be reimbursed for expenses related to approved Board activities. Reimbursements will be made in accordance with RCW 43.03.050 and 43.03.060.
4. Pre-approved Board activities for which members may be compensated and reimbursed include: attendance at Board meetings, attendance at meetings of a Board committee on which the member serves, and other meetings and activities specified in the Board's approved work plan.
5. Members may also be compensated and reimbursed if the Chair approves the activity in advance. Such activities may include, but are not limited to: meetings with other government agencies, meetings with stakeholders and community groups, testifying at

legislative hearings, presenting at professional conferences, attending trainings, and other activities consistent with the Board's statutory duties.

## **ARTICLE II** ([back to index](#))

### **Board Officers**

#### **Officers**

1. The officers of the Board shall consist of the Chair, Vice Chair, and the Chair Pro-Tem.

#### **Elections/Terms of Office**

1. The Governor will appoint the Chair from among the nine appointed members in accordance with RCW 43.20.030.
2. The Chair shall serve for the duration of his or her appointment to the Board or until the Governor appoints a successor.
3. The Vice Chair shall be elected from among the remaining eight appointed members by a vote of the Board.
4. The Vice Chair's term shall start commencing immediately after the election and will continue until the end of his or her term or until the Board elects a new Vice Chair. The Chair may call for a new Vice Chair election unless a majority of the Board objects.
5. If both the Chair and Vice Chair are absent from a Board meeting, the Board members shall elect one of the members present to serve as Chair Pro-Tem.
6. The Chair Pro-Tem shall serve for the duration of the meeting or until the Chair or Vice Chair join the meeting.

#### **Duties of Officers**

1. The Chair presides at all meetings of the Board and has all powers and duties conferred by law and the Board's Bylaws. The Chair or a designee shall represent the Board at official functions. The Chair shall approve and sign all correspondence that reflects the position of the Board on matters that aren't purely administrative in nature. This includes correspondence with the Legislature and other government agencies on matters of policy.
2. The Vice Chair acts in the capacity of the Chair when the Chair is absent, unavailable, has a conflict of interest, or is otherwise unable to serve.
3. The Chair Pro-Tem presides during Board meetings when the Chair and Vice Chair are absent.

## **ARTICLE III** ([back to index](#))

### **Committees of the Board**

#### **Policy Committees**

1. The Board may establish Policy Committees to help execute its work plan.
2. Policy Committees will comprise volunteers from among the Board's members.

3. Each Policy Committee will select a Committee Chair unless one is appointed by the Board Chair when the committee is established.
4. The Executive Director shall identify a lead staff person to support each Policy Committee.

### **Ad-Hoc Committees**

1. The Chair may establish Ad-Hoc Committees to fulfill specific tasks unless a majority of the Board objects.
2. Ad-Hoc Committees shall comprise members of the Board appointed by the Board Chair with the concurrence of the Board.
3. When Ad-Hoc Committees are formed, the Chair shall set a termination date. The committee will disband when it completes its assigned tasks or on the established termination date. The Board can agree to extend the termination date.
4. Each Ad-Hoc Committee shall select a Committee Chair unless one is appointed by the Board Chair.

## **ARTICLE IV** ([back to index](#))

### **Meetings of the Board**

#### **Regular Board Meetings**

1. The Board will adopt and publish an annual schedule of dates and locations for regular Board meetings for each calendar year.
2. Regular meetings generally will take place on the second Wednesday of the month at locations across the state.
3. Any changes to the annual schedule shall be made at the discretion of the Board Chair unless a majority of the Board objects.
4. The Chair may cancel a regular Board meeting for justifiable reasons, including the lack of sufficient agenda items, as specified in Chapter 34.05 RCW.

#### **Special Board Meetings**

1. The Chair may call a special meeting of the Board at any time.
2. Board members may call a special meeting at any time provided a majority of the members agree.
3. Special meetings must be properly noticed as required by the Open Public Meetings Act, Chapter 42.30 RCW. Written notice must be delivered personally or by fax, post, or electronic mail 72 hours before the meeting to each member of the Board. If not delivered personally, it must be postmarked or time-stamped 72 hours in advance.
4. Seventy-two hour notice must also be given to the general public. The public notice must specify the time and place of the special meeting.
5. The notice of a special meeting must also specify the nature of the business to be conducted at the meeting. The Board may not take final action on any item that was not listed in the public notice.

## Adjournment

1. The Board may postpone a portion of any meeting already in progress and reconvene at another time and/or place by adopting a motion to adjourn. The motion must specify where and when the meeting will resume.
2. A majority of the Board members at a meeting can approve a motion to adjourn even if there is not a quorum present. If all members are absent from a meeting, the Chair or Board staff may adjourn the meeting to a stated time and place.
3. Whenever the Board adjourns a meeting, a notice of adjournment shall be conspicuously posted immediately on or near the door of the room where the meeting was held. The notice should include when and where the meeting will resume.
4. The Board must provide notice of when an adjourned meeting is resuming just as if the new meeting time and place were a special meeting.
5. When a motion to adjourn a meeting fails to state the hour at which the adjourned meeting is to be held, the meeting must be held at a time when the Board would typically hold a regular meeting.

## Hearing Continuances

1. Any hearing being held at any Board meeting may be continued to any subsequent meeting if the Board adopts a motion to continue.
2. The place and time of a continued hearing must be specified in the motion to continue, a supplemental CR-102 Notice of Proposed Rule Making, or both.
3. The Board must inform the public whether it is continuing public testimony or only Board member discussion and possible action. It may choose to take additional testimony only at the discretion of the Chair. Notice shall be given when the Board adopts the motion to continue or in a supplemental CR-102.
4. Any continuance of a Board hearing must be properly noticed in accordance with the Open Public Meetings Act, Chapter 42.30 RCW.

## Meetings to be Open and Public

1. All meetings of the Board other than executive sessions shall be open and public and all persons shall be permitted to attend any meetings of the Board.
2. The Board may meet in executive session and exclude the public only under special circumstances listed in RCW 42.30.100. Before convening in executive session, the Chair will publicly announce the reason for excluding the public and the time when the executive session will end. If the meeting continues beyond the stated time, the Chair must announce the extension and a new ending time.
3. The Board shall not adopt any resolution, rule, regulation, order, or directive, except in an open, public meeting that has been properly noticed.
4. All meetings of the Board shall be held in accessible facilities.
5. A member of the public shall not be required to register his or her name and other information, to complete a questionnaire, or to perform any other involuntary action as a precondition for attending a Board meeting.

### **Meetings Interrupted by Group or Groups of Persons**

1. If the disorderly conduct of a person or group of people makes it impractical to continue a Board meeting, the Board should first order that the individuals interrupting the meeting leave the room. If that fails to restore order, the Board can clear the room. It can also adjourn the meeting and reconvene at another place selected by a majority of the Board members.
2. If the Board clears the room or adjourns to another location, it may only take action on matters that appeared on the meeting agenda.
3. Representatives of the press or other news media, except those participating in the disturbance, must be allowed to attend even if the room has been cleared or the Board has reconvened elsewhere.
4. The Board can determine how it might readmit any individuals who were not disrupting the meeting.

### **Meeting Minutes and Agendas**

1. The written minutes of all Board meetings will be taken by a member of the Board staff.
2. The Board staff shall accurately capture the action of the Board on each question. Such minutes shall immediately be filed and shall be public record.
3. Board meetings will be recorded. The recorded minutes will be retained for a period of one year. After one year, the written record will become the permanent and official record.
4. All minutes will be produced for Board review and approval.
5. A preliminary draft of the agenda for the next scheduled Board meeting shall be made available to Board members and interested public at least 14 days prior to meeting.
6. The agenda for the next scheduled Board meeting shall be made available to Board members and interested public at least seven days prior to the meeting.
7. Minutes for the previous Board meeting shall be made available to the Board members and interested public at least five days prior to the next regular Board meeting date for their consideration.
8. Minutes approved by the Board shall be made available on the Board's Web site and distributed on request within two days following adoption.
9. Public notices and agendas regarding Board meetings shall include a statement that sign language, interpreters, materials in Braille, large print or type, and other necessary auxiliary aids will be provided with advance notice. Materials should include the name and phone number of the individual responsible for coordinating such requests.

### **Meeting Attendance**

1. All Board and Committee meetings should be attended by at least one member of the Board staff.
2. Board staff taking the minutes of a Board meeting shall record the attendance of the Board members in the minutes for the permanent record.
3. The meeting attendance record of Board members at regular Board meetings shall be communicated to the Office of the Governor at the end of each calendar year.

**ARTICLE V** ([back to index](#))**Meeting Procedures****Quorum**

1. The presence of six (6) members of the Board will establish a quorum for the transaction of business at a Board meeting. In the event that there are vacancies on the Board, however, a majority of existing members shall constitute a quorum.
2. The Board may discuss issues and deal with administrative matters in the absence of a quorum, but it may not adopt any resolution, rule, regulation, order, or directive during a meeting unless a quorum has been established first. It may entertain a motion to adjourn without a quorum, however.
3. Anyone participating in the meeting, including a member of the public in the audience, may call for a roll call at any time after a quorum has been established. If a quorum is not present at the time of the roll call, no further actions can be taken by the Board unless additional members enter the room and re-establish a quorum.

**Order of Business**

1. The order of business shall be determined by the posted agenda unless the agenda is altered by the Chair in an open meeting with the concurrence of the Board.

**Public Comment**

1. The Board Chair may solicit public comment on all agenda items during regular Board meetings.
2. All agendas shall include an item allowing for public comment on any issue related to the Board's authority.

**Motions, Resolutions, and Regulations**

1. All actions of the Board should be expressed by motion and/or resolution.
2. No motion or resolution will be valid unless it received the votes of the majority of the members present.
3. All motions and resolutions shall be recorded in the minutes and transmitted to any person or organization likely to be affected by the action.
4. No Board member or employee shall use the name of the Board to endorse or oppose an issue unless a majority of the members of the Board approve of such position. The Board, however, may adopt a policy that authorizes the Chair or a designee to represent the Board on issues before the Legislature.

**Manner of Voting**

1. The voting on elections, motions, and resolutions shall be by voice vote.
2. In lieu of voice vote, a Board member may request a roll call or show of hands vote, and the Chair will honor any such request.

## Rules of Procedure

1. The procedures used to conduct Board business will be determined by these bylaws, the Administrative Procedures Act, the Open Public Meetings Act, and the Board's authorizing statute, Chapter 43.20 RCW.
2. If a procedural issue arises that is not covered by these bylaws and applicable state statutes, and the Board cannot reach consensus on how to proceed, the Board will follow the procedures contained in the most current version of Robert's Rules of Order.
3. Board staff shall provide a copy of Robert's Rules of Order at all Board meetings.

### **ARTICLE VI** ([back to index](#))

#### **Amendments**

##### **Amendment to the Bylaws**

1. Board Bylaws may be amended upon a two-thirds majority vote of the Board.

### **ARTICLE VII** ([back to index](#))

#### **Construction**

##### **Liberal Construction of Rules**

1. The Board will interpret the rules and procedures in these bylaws in a manner that best protects the public's health and furthers the intents of Chapter 43.20 RCW.