

ATTACHMENT "A"

**BYLAWS  
OF  
NORTH CENTRAL DISTRICT HEALTH DEPARTMENT**

ARTICLE I  
PURPOSES

The North Central District Health Department ("Health Department") is created pursuant to the Interlocal Agreement for the Joint Establishment and operation of a Health Department ("Interlocal Agreement") between those Counties set forth in the Interlocal Agreement. These Bylaws are established to govern the Board of Health established by the Interlocal Agreement.

ARTICLE II  
MEMBERS

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

Section 2. Appointment. Members of the Board of Health shall be appointed in the manner set forth in the Interlocal Agreement. The Board of Health shall govern the affairs of the Health Department. Any member appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 3. Term. Initially, one-third of the members shall be appointed for terms of one year, one-third for terms of two years, and one-third for terms of three years. Appointments to fill any vacancies shall be for the unexpired terms. After their terms of office expire, each new appointment shall be for a term of three years or until a successor shall be selected.

Section 4. Resignation and Removal. Members may resign at any time by delivering written notice to the Board of Health, its President or Secretary and the director of the Department. A resignation is effective when the notice is received, unless the notice specifies a later effective date. Absence from three consecutive, unexcused meetings shall be grounds for removal from the Board. Any Member not appointed by his/her respective county may be removed by a vote of two-thirds of the entire Board of Health whenever in its judgment the best interests of the Health Department will be served. For any member who is appointed by his/her respective county, he/she may be removed by his/her county. The Board of Health can request that a county remove a member after a vote of two-thirds of those Members present at the meeting, whenever in the Board's judgment the best interests of the Health Department will be served.

Section 5. Quorum and Actions. Quorum shall constitute fifty percent (50%) of current

and listed as active, approved and appointed Board of Health Members for the transaction of any business at any meeting of the Board of Health. If less than a quorum is present at any meeting, the majority of those Members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Board of Health.

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

Section 6. Annual and Quarterly Meetings. The annual meeting of the Board of Health shall be held in January of each year at the call of the President, or if the President shall not have called the meeting by December 15, then at the call of at least two Members. Quarterly meetings (minimum) shall be held every three months at such times approved by the Board of Health.

Section 7. Special Meetings. Special meetings of the Board of Health may be called by the President or by any two Members upon a written request signed and filed with the Secretary.

Section 8. Member Notice of Meetings. In addition to any notice as may be required to be given the public, notice of the date, time and place of special meetings shall be mailed to each Member at his or her last known resident address at least ten (10) days prior to the date of such meeting, unless the meeting to be called is an “emergency meeting” as described in Section 9. Any Member may waive notice of any meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Health need be specified in the notice or waiver of notice of such meeting.

Section 9. Public Notice of Meetings. The Health Department shall adhere to all requirements of Nebraska’s Open Meetings Act, Neb. Rev. Stat. § 84-1408 et seq. The Health Department shall give reasonable advance publicized notice of the time and place of each meeting by a method approved by the Board of Health and recorded in its minutes. Such notice shall be transmitted to all members of the public body and to the public. Such notice shall contain an agenda of subjects known at the time of the publicized notice or a statement that the agenda, which shall be kept continually current, shall be readily available for public inspection at the principal office of the Health Department during normal business hours. Except for items of an emergency nature, the agenda shall not be altered later than twenty-four hours before the scheduled commencement of the meeting. The Board of Health shall have the right to modify the agenda to include items of an emergency nature only at such public meeting.

Section 10. News Media Notice of Meetings. The Secretary or other designee of the Board of Health shall maintain a list of the news media requesting notice of meetings and shall make reasonable efforts to provide advance notice to them of the time and place of each meeting

and the subjects to be discussed at that meeting.

Section 11. Emergency Meeting. When it is necessary to hold an emergency meeting without reasonable advance public notice, the nature of the emergency shall be stated in the minutes and any formal action taken in such meeting shall pertain only to the emergency. Such emergency meetings may be held by means of electronic or telecommunication equipment. Notice of the emergency meeting shall be given to the news media as provided by Section 10. Complete minutes of such emergency meetings specifying the nature of the emergency and any formal action taken at the meeting shall be made available to the public no later than the end of the next regular business day.

Section 12. Voting. At all meetings of the Board of Health, each Member shall have one vote. A Member of the Board of Health who is present at a meeting of the Board of Health at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with the Secretary of the meeting before the adjournment thereof or forward such dissent by registered mail to the Secretary within three business days following the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

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

Section 14. Video and Telephonic Conference Meetings. Members of the Board of Health, or any committee appointed by the Board of Health, may participate in a meeting of such Board or committee by means of a videoconference or telephone conference in the manner hereinafter provided, and as permitted by the Nebraska Open Meetings Act. Participation by such means shall constitute presence in person at a meeting. For any meeting designated as an in-person meeting, Members appearing virtually will be counted absent and will not be permitted to vote, and may only participate to the same extent as a member of the public attending the meeting.

Procedures governing videoconference and telephone conference are as follows:

A. Videoconference.

- (a) Reasonable advance publicized notice is given;
- (b) Reasonable arrangements are made to accommodate the public's right to attend, hear, and speak at the meeting, including seating, recordation by audio or visual recording devices, and a reasonable opportunity for input such as public comment or questions to at least the same extent as would be provided if videoconferencing was not used;
- (c) At least one copy of all documents being considered is available to the public at each site of the videoconference or telephone conference;
- (d) At least one Member of the Board of Health is present at each site of the videoconference; and
- (e) No more than one-half of the Board of Health's required quarterly meetings in a calendar year are held by videoconference or telephone conference.

B. Teleconference.

- (a) Reasonable advance publicized notice is given which identifies each telephone conference location at which a Member of the Board of Health will be present;
- (b) All telephone conference meeting sites identified in the notice are located at a place which will accommodate the anticipated audience;
- (c) Reasonable arrangements are made to accommodate the public's right to attend, hear, and speak at the meeting, including seating, recordation by audio recording devices, and a reasonable opportunity for input such as public comment or questions to at least the same extent as would be provided if a telephone conference call was not used;
- (d) At least one copy of all documents being considered is available to the public at each site of the telephone conference call;
- (e) At least one Member of the Board of Health is present at each site of the telephone conference call identified in the public notice;
- (f) The telephone conference call lasts no more than one hour; and
- (g) No more than one-half of the Board of Health's required quarterly meetings in a calendar year are held by telephone conference call.

ARTICLE III  
OFFICERS

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

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

Section 3. Removal. Any officer or agent of the Health Department elected or appointed by the Board of Health may be removed by the Board of Health whenever in its judgment the best interests of the Health Department will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

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

Section 5. Duties and Authorities of Officers.

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

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

C. Secretary. The Secretary shall attend and keep minutes of the meetings of the Board of Health in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member, have general charge of the corporate minute books of the Health Department, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of

Health. The Board of Health or the President may delegate all or part of the authority of the duties of the Secretary to staff, thus relieving the Secretary of these duties.

D. Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Health Department, receive and give receipts for all securities and monies due and payable to the Health Department from any source whatsoever, deposit all such monies in the name of the Health Department in such banks, trust companies, or other depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Health. The Board of Health or the President may delegate all or part of the authority of the duties of the Treasurer to staff, thus relieving the Treasurer of these duties.

#### ARTICLE IV BANK ACCOUNT

The Board of Health may from time to time authorize the opening and maintenance of general and special and custodial accounts with such banks, trust companies, and other depositories as it may select. Rule, regulations, and agreements applicable to such accounts may be made, and changed from time to time, by the Board of Health. No funds shall be disbursed except upon vouchers approved by the Health Director and/or the President of the Board of Health. In the absence of the Health Director, the President and the Vice President or, in his or her absence, the Secretary is authorized to approve such vouchers before any funds are disbursed. In the absence of the president, the Health Director and/or the Vice President or, in his or her absence, the Secretary is authorized to approve such vouchers before any funds are disbursed. In the absence of the President and Health Director, the Vice President and the Secretary are authorized to approve such vouchers before any funds are disbursed.

#### ARTICLE V AMENDMENT

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

#### ARTICLE VI INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES AND AGENTS

A. To the extent permitted by law, the Health Department shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Health Department, by reason of the fact that he or she is or was a Member, officer, employee or agent of the Health Department against expenses,

including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Health Department, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

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

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

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

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

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

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

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

capacity, in which the Member was adjudged liable on the basis that personal benefit was improperly received by the Member.

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

## ARTICLE VII CONFLICT OF INTEREST

Section 1. A conflict of interest arises when any member, the Director, or any other Officer in the discharge of that person's official duties to the Department would be required to take any action or make any decision that may cause financial benefit to that person, a member of the person's immediate family, or a business with which that person is associated, and which is distinguishable from the effects of the action or decision on the general public or a broad segment of the public.

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

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

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

## ARTICLE VIII COMPENSATION & EXPENSES

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



ARTICLE IX  
OFFICE WITHIN DISTRICT

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

The forgoing By-Laws are hereby approved and adopted by the Board of Directors of the North Central District Health Department effective this 19<sup>th</sup> day of May, 2023.

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President  
North Central District Health Department