

# BYLAWS OF THE PUBLIC HEALTH AUTHORITY OF CABARRUS COUNTY

## ARTICLE I

### Name, Seal and Offices

1. Name. The name of the Public Health Authority of Cabarrus County (the "Authority" or "Public Health Authority of Cabarrus County") is set forth in the Articles of Incorporation of the Authority as the "Public Health Authority of Cabarrus County." The Authority may also be referred to generally as "Cabarrus Health Alliance" and the Authority is authorized to file such assumed name certificates in that name in Cabarrus and Rowan Counties as may be advisable or required by law.
2. Seal. The corporate or official seal of the Authority shall consist of a circle inside of which is inscribed the name of the Authority and in the center of which shall be the established date of 1997 and the words "official seal".
3. Offices. The principal office of the Authority shall be 300 Mooresville Road, Kannapolis, North Carolina 28081, or at such other place as the Commissioners of the Authority may from time to time provide.

## ARTICLE II

### Appointment, Tenure, Resignation and Replacement of Members or Directors

1. Membership.
  - (a) The members of the Authority shall be appointed as provided by the North Carolina Hospital Authorities Act, i.e. Part B of Article 2 of Chapter 131E of the General Statutes of North Carolina, as amended (the "Act"), the Articles of Incorporation of the Authority, and these Bylaws.
  - (b) There shall be nine (9) members of the Commission of the Authority (the "Commissioners") and each member of the Authority shall be called a Commissioner of the Authority (a "Commissioner").
  - (c) Commissioners shall be appointed and removed as follows:
    - i All appointments shall be for three-year terms. Vacancies from resignation or removal from office shall be filled for the unexpired portion of the term. No Commissioner shall serve more than two (2) consecutive full or partial terms without at least a one (1) year respite between the dates of leaving the Commission and taking office for another term. The Commission may waive the term limit and/or the one (1) year respite for a particular Commissioner and allow him or her to serve one or more additional terms upon the recommendation of the Nominating Committee and for good and specific cause shown and reflected in the minutes of the Commission. These term limits shall not apply to the individuals serving on behalf of the Board of County Commissioners and the local hospital, who may (but are not required to) remain as Commissioners for so long as they serve in such capacities.

- ii Commissioners may be removed, in accordance with Section 131E-22 of the Act, by the Chairman of the Board of Commissioners of Cabarrus County with the advice of the Commission as well as of the Board of Commissioners of Cabarrus County.
- iii The Commission shall appoint a Nominating Committee to recommend individuals suitable for consideration by the Commission for future appointment to the Commission. The Nominating Committee shall be made up of the Clerk to the Commission, at least one Commission member, and at least one other person who need not be a Commissioner. The Nominating Committee shall research and recommend at least three (3) candidates in writing for each seat on the Commission which is vacant or may be coming vacant in the near future. Such candidates shall be considered by the Commission, along with any other individuals who may be suggested by the Commission, with a list of candidates then approved by the Commission and provided to the Chairman of the County Commission for appointment as provided in subparagraph 3 below.
- iv Candidates for membership on the Commission shall be chosen as follows:
  - 1 Candidates shall have significant knowledge, expertise or professional experience in the fields or businesses generally engaged in by the Authority. Due consideration shall be paid to appointing a Commission which is diverse in this regard. Qualified candidates will be recommended by the Nominating Committee of the Authority who represent the 9 areas of expertise/background for membership adopted on May 14, 2019.
  - 2 Due consideration shall be paid to appointing a Commission which is diverse in its overall makeup with regard to gender, ethnicity, and geographic location of residence within the areas the Authority serves.
  - 3 The Commission has historically and in accordance with its Articles of Incorporation been made up of members representing certain fields or organizations. Due to the passage of time and changes in such organizations, many of these organizations no longer exist. The matters engaged in by the Authority have also changed over time. Therefore, in consideration of these factors, the Commission shall now consist of members representing the following fields or organizations:
    - a One member who is a practicing dentist whose primary practice is located in Cabarrus County.
    - b One member with significant knowledge, expertise and professional experience in the field of infectious diseases.
    - c One member who is a practicing physician in the field of family medicine, internal medicine or community health whose primary practice is located in Cabarrus County.

- d One representative of the Cabarrus County School System or Kannapolis City School System, which shall alternate no less often than every two (2) terms.
  - e One member of the Cabarrus County Board of Commissioners.
  - f One member appointed by the local governing or advisory board of the main hospital located in Concord, currently known as Atrium Health - Cabarrus.
  - g Three (3) public members with significant interest, knowledge, expertise or professional experience in the fields or businesses generally engaged in by the Authority, and especially the fields of community health, mental health, and/or other areas of community concern as identified by the periodic community needs assessment conducted by the Authority along with its community partners.
- (d) Commissioners who have served at least ten (10) years may request emeritus status. This status would be granted by the existing Board. After leaving the Board as an active Commissioner, emeritus status shall allow the former Commissioner to sit at the Board table during meetings, to participate in discussions, to represent the Board as directed, but not to vote. Emeritus status shall not preclude subsequent appointment to future terms as an active, voting Commissioner, but the one (1) year respite period set forth in subparagraph (c)(i) above shall apply between any emeritus term and any subsequent active voting appointment.
2. Resignation. Any Commissioner may resign from membership of the Authority at any time by giving written notice of such resignation to the Authority and to the Chairman of the Board of Commissioners of Cabarrus County. Notwithstanding any resignation, a Commissioner shall continue to hold office until his or her successor has been appointed, qualified and taken office, unless the Commission takes action to make a resignation effective as of a different date.
  3. Vacancies. Any vacancy in the membership of the Authority shall be filled for the unexpired term by the Chairman of the Board of Commissioners of Cabarrus County, with the advice of the Board of Commissioners of Cabarrus County, from a list of nominees supplied by the Commission as set forth in subparagraph 1(c) above. Every effort shall be made to fill any vacant or resigned seat within ninety (90) days of the vacancy or the resignation giving rise to the vacancy.
  4. Oath of Office. Each Commissioner, before entering upon his or her duties as a member of the Authority, shall take and subscribe an oath of affirmation to support the Constitution of the United State and of the State of North Carolina and to discharge faithfully the duties of his or her office as Commissioner, and a record of each oath or affirmation shall be filed with the Secretary of the Authority and kept among its official documents.

### ARTICLE III.

#### Meetings

1. Annual Meetings. Annual meetings of the Commissioners shall be held in June of each year at the time and place designated in the notice of the respective annual meeting. Written notice of the time and place of each annual meeting shall be given by the Secretary or Administrator of

the Authority by mailing such notice to each Commissioner at his or her regular address not less than (10) days prior to the date of such annual meeting.

2. Regular Meetings. The Commissioners may establish a schedule of regular meetings to be held on a monthly basis. Meetings will be held at least once per quarter. No notice of the purpose or purposes of a regular meeting shall be required to be given to the Commissioners, and all business of the Authority may be transacted at such meeting, provided a quorum is in attendance.
3. Special Meetings and Emergency Meetings. Special meetings and emergency meetings of the Commissioners may be called by the Chairman or Vice-Chairman of the Authority. At special meetings, only action reasonably related to the matters described in the notice of the special meeting may be taken.
4. Notice of Meetings. Notice of each meeting shall be given in accordance with the requirements of Section 143-318.12 of the General Statutes of North Carolina, as amended, as well as the requirements of this Article set forth above.
5. Quorum. A majority of the membership of the Commissioners shall constitute a quorum, including any vacant seats, and the affirmative vote of a majority of all present and constituting a quorum shall constitute official action taken by the Authority.

If at any meeting there is less than a quorum present, a majority of the Commissioners present may adjourn the meeting to a **later date and time no less than one (1) day nor more than forty (40) days from the date** of the original meeting, with reasonable notice of the rescheduled meeting provided to any absent Commissioner but no further official notice of any kind being necessary except as may otherwise be required by law.

6. Meetings to be Open to the Public.

Subject only to lawfully recognized exceptions, all official meetings of the Commissioners, including committee meetings, shall be conducted openly and otherwise in compliance with Article 33C of Chapter 159 of the General Statutes of North Carolina, as amended.

At each meeting of the Commissioners, the presiding officer shall devote an agenda item to hearing petitions and requests to the Commissioners from the public. When this agenda item is reached, the presiding officer shall determine whether any member of the public wishes to petition or make any request of the Commissioners, and the Commissioners may hear petitions and requests for such period as they deem appropriate. Reasonable time limitations may be placed upon such speakers by the presiding officer.

The Commissioners encourage public attendance at all of their meetings. Only such discussion or participation by visiting persons as is invited by consent of the Commissioners shall be permitted at times other than when petitions and requests are being heard.

7. Duty to Vote. No Commissioner shall be excused from voting, except on matters involving consideration of his or her own official conduct or whether his or her financial or personal interests are involved.

#### ARTICLE IV.

##### Officers

1. Designation. The officers of the Authority shall be a Chairman, a Vice-Chairman, and a Secretary. Only the Chairman and Vice-Chairman are required to be Commissioners of the Authority.
2. Election and Terms. The officers provided for in Section 1 of this Article shall be elected at each annual meeting of the Commissioners and shall hold office until the next annual meeting or until their successors are elected, qualified and take office.
3. Officer Succeeding Self. Any officer may be elected by the Commissioners to succeed himself or herself in office, provided that the requirement that the Chairman and Vice-Chairman be members or Commissioners of the Authority be observed.
4. Chairman. The Chairman shall preside at all meetings of the Commissioners and shall have and exercise such authority and perform such duties as shall be determined by the Commissioners.
5. Vice-Chairman. At the request of the Chairman, or in the event of the absence or disability of the Chairman, the Vice-Chairman shall perform the duties and possess and exercise the authority of the Chairman; and the Vice-Chairman shall have such other powers and exercise such other authority and perform such other duties as shall be determined by the Commissioners.
6. Secretary. The Secretary, or appointed designee, which may be the Clerk to the Commission, shall have charge of such books, documents and papers as the Commissioners may determine and shall have the custody of the corporate or official seal. The Secretary, or appointed designee, shall attend and keep the minutes of all the meetings of the Commissions. The Secretary shall keep a record of the names of all persons who are Commissioners, the dates of their appointments and dates of expiration of their terms, and their places of residence, and such record shall be open for inspection as prescribed by law. The Secretary, or Clerk to the Commission, shall notify in writing the Chairman of the Commission at least ninety (90) days prior to the expiration of the term for which a Commissioner was appointed so that the Commission may have time to propose the reappointment of such person or to undertake the nomination process as set forth in Article II hereof. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control and direction of the Commissioners, and shall perform such other duties as may be determined by the Commissioners.
7. Removal from Office.
  - (a) Grounds. Any officer provided for in Section 1 of this Article who is also a member or Commissioner of the Authority may be removed from his or her office (but not from membership or as a Commissioner of the Authority) by the Commissioners:

- (i) For mental or physical incapacity to perform properly and adequately the duties and functions of the respective office;
  - (ii) For repeated absence from meetings of the Commissioners or from the offices of the Authority or meetings of committees of the Commissioners to the extent that such absences constitute gross neglect in the performance of the duties of such office to the inconvenience, damage or disadvantage of the Authority in carrying on its functions and purposes;
  - (iii) For any act of dishonesty;
  - (iv) For any act or series of acts or omissions which are contrary to the best interests of the Authority and tend to impede or obstruct the carrying on of its functions and purposes in an orderly manner, or
  - (v) For any other cause which is deemed less than reasonably satisfactory performance of the duties and function so such office.
- (b) Procedure. In the event, the Commissioners for any reason request the resignation of an officer to which subsection (a) above applies and such request is declined, the Commissioners may by resolution state the grounds upon which they claim such officer should be removed from office, and such statement shall be served upon such officer at least ten (10) days prior to a meeting at which action is to be taken thereon. Such officer is entitled to be present at such hearing and be heard if he or she so desires and is also entitled to offer such evidence as he or she may deem appropriate in response to the statement served upon such officer. The decision of the majority of the Commissioners in such matter shall be final.

## ARTICLE V.

### Personnel

1. General. The Commission may employ such personnel as may be necessary or convenient in carrying out the objectives and purposes for which the Authority was created, define their duties and functions and set their terms of employment, such as compensation, fringe benefits, separation from service arrangements, and other pertinent details.
2. CEO. The Commissioners shall employ a CEO, Chief Executive Officer, who shall also serve at the Public Health Director. The CEO shall be responsible for the efficient administration of the operations of the Authority and shall carry out the policies and directives of the Commissioners and is authorized to sign these documents as may from time to time be approved by the Commission. The CEO or his designee shall attend all official meetings of the Commissioners and, when requested, all committee meetings of the Commissioners, shall be entitled to notice of all meetings, and shall be entitled to take part in discussions of matters before the Commissioners

but shall have no vote. The CEO shall be responsible for obtaining and furnishing to the Commissioners financial and other reports as may be required by the Commissioners, and he or she shall recommend to the Commissioners from time to time such measures as he or she shall deem necessary or advisable. The CEO shall be responsible for the preparation and submission to the Commissioners the proposed annual budget, shall keep the Commissioners informed as to the financial needs and condition of the Authority and shall perform such other duties as may be determined by the Commissioners.

3. Professional Assistants. The Commissioners may employ such accountants, engineers, legal counsel and other professional experts or assistants as they may determine to be necessary or advisable and fix the terms of such employment.

## ARTICLE VI.

### Compensation/Expenses

1. Compensation of Commissioners. For their services as Commissioners, the Commissioners shall receive no compensation. Due to the frequent, ongoing requests of the Board Chairman to travel to the Authority's office in order to execute required documents to ensure timely processing and state requirements, the Board Chairman shall receive a monthly stipend of \$100/month to cover time and travel (effective May 10, 2016).
2. Expenses. Commissioners shall be entitled to reimbursement for the amount of actual necessary expenses including travel expense incurred by them in the discharge of their duties, and the Commissioners may make policies concerning such reimbursement.
- 3 Compensation of Persons Other Than Commissioners. Any officer, agent or employee of the Commissioners or the Authority, other than a Commissioner, and any professional expert or assistant retained by the Commissioners shall receive such compensation and be reimbursed for such expenses as the Commissioners may approve by resolution or otherwise.

## ARTICLE VII.

1. Annual Report. At each annual meeting, the Commissioners shall receive from any person who has been charged with such responsibility a full and accurate report of the operations of the Authority during the preceding fiscal year, the assets and liability of the Authority as of the end of such fiscal year, the financial condition of the Authority as of the end of such fiscal year and any and all other information which may have a significant bearing upon the condition and operation of the Authority. Such report shall include such matters as may be directed by the Commissioners and shall be filed with the minutes of such meeting and be open to inspection by the public.
2. Other Reports. The Commissioners may require the filing of reports other than annual reports on a monthly, quarterly or other basis containing such information in such detail as they may deem appropriate.

## ARTICLE VIII.

### Contracts

The Commissioners may, except as herein or by law otherwise provided, authorize any officer or other person to enter into any contract or execute and deliver any written instrument in the name of an on behalf of the Authority, and such authority may be general or confined to a specific instance; and unless so authorized by the Commissioners no officer or other person shall have any power or authority to bind the Authority by any contract or engagement or to render it liable pecuniary, for any purpose or in any manner.

## ARTICLE IX.

### Advisory Committees

The Commissioners may from time to time appoint from among the Commissioners or such other persons as the Commissioners may deem fit one or more advisory committees for recommendatory purposes only. The members of such committees shall serve at the pleasure of the Commissioners and be disbanded at such time as the Commissioners may elect. None of the authority or responsibility vested in the Commissioners may be delegated or surrendered to any such committee.

## ARTICLE X.

### Fiscal Year

The fiscal year of the Authority shall begin on July 1 and end on the following June 30.

## ARTICLE XI.

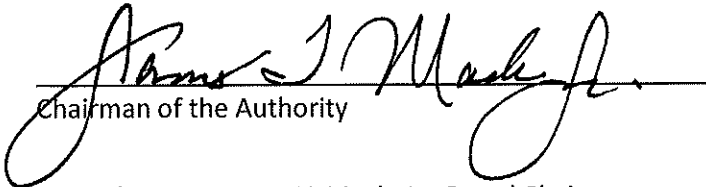
### Amendments

The Commissioners may amend and repeal these bylaws provided that such action shall be taken only at an annual, regular or special meeting of the Commissioners.

Before any amendment or repeal of any bylaw may be made, written notice thereof and of the text of the proposed amendment or repeal shall be given to the Commissioners at least seven (7) days prior to the date of the meeting at which official action with respect thereto is to be taken.



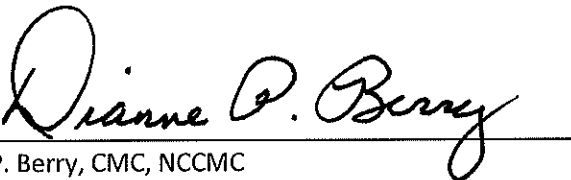
This and the foregoing seven (8) pages contain the amended bylaws adopted by the Commissioners of the Public Health Authority of Cabarrus County on this 12<sup>th</sup> day of November, 2019.

  
Chairman of the Authority

Printed name: James T. Mack, Jr., Board Chairman

Date signed: 11/12/2019

ATTEST:

  
Dianne P. Berry, CMC, NCCMC  
Secretary to the Commission

Established February 18, 1997  
Amended August 14, 2012  
Reviewed January 8, 2013  
Reviewed February 11, 2014  
Reviewed May 12, 2015  
Revised May 10, 2016  
Revised June 11, 2019  
Revised November 12, 2019