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 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. 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 Director of the Jefferson County Health 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 Sections 205.010 to 205.150, R.S.Mo., 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. (Section 205.031, 205.042 and 205.050, R.S.Mo.)

Article 2:
Board of Health Center Trustees
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. Any member of the Board of Trustees who is removed, 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 Council 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. No Trustee
shall have a personal pecuniary interest, either directly or indirectly, in the purchase of any supplies for the Health Center. Trustees are elected at the annual municipal election, the first Tuesday after the first Monday in April.

Article 3: Officers
The Board of Health Center Trustees shall at their first regular meeting after the certificate of each municipal election by the Election Authority, qualify any newly elected Trustee by administering the oath of civil officers, and shall then and yearly elect one of their number as chairman, one as vice-chairman, 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 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. (Section 205.042, R.S.Mo.)

Article 4: Duties of Officers
The following officers shall have the following duties and others as may be imposed from time to time:

A. 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. (Section 205.042, R.S.Mo.)

B. Chairman
The Chairman shall issue notices of meetings, preside at all meetings, shall call such special meetings as are necessary from time to time, shall announce any special meeting place if other than the regular meeting place, and perform such other duties as may be determined by the Board of Trustees from time to time. The Chairman as the Executive Officer and the Secretary as an authenticating officer shall sign deeds, contracts and other instruments, 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.

C. Vice-Chairman
The Vice-Chairman shall preside over meetings of the Board of Trustees in the absence of the Chairman and in the absence of the Chairman shall perform the duties of the Chairman, 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 Chairman and Vice-Chairman and in the absence of the Chairman and Vice-Chairman shall
perform the duties of the Chairman, 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.

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 Section 205.042, R.S.Mo., 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. (Revised 11/29/2011 - Resolution 11-11-1)

E. Director
The 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 Director's responsibility to carry out the policies, rules, regulation, By-Laws and decisions of the Board of Trustees of the Health Center. The Director shall prepare an agenda for each meeting and cause the same together with other meeting information to be given to the Trustees, shall be responsible for the preparation and presentation to the Board of Trustees 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 (Section 205.090, R.S.Mo.), shall prepare and submit to the Board of Trustees 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, shall have supervision of all employees of the Jefferson County Health Center, shall be responsible for overseeing the day to day operations of the Jefferson County Health Center, shall maintain a current written description of every allocated position within the facility, provide fiscal accounting to the Board of Trustees at each regularly scheduled meeting, cause a cash reconciliation statement to be submitted to the County Auditor each month, present accounts payable with prepared drafts of warrants and invoices for expenditures of funds therefore for approval of the Treasurer of the Board of Trustees and proper authentication of vouchers by the Board of Trustees; provide for the evaluation of all employees, maintain good public relations for the Jefferson County Health Center, take such personnel actions as are authorized from time to time by the Board of Trustees, and perform such other duties as may be determined by the Board of Trustees from time to time. In the absence of the Director, the assistant director shall fulfill the duties of the Director.

F. Corresponding Secretary
The corresponding secretary shall cause the minutes of the meetings of the Board of
Trustees to be prepared and submitted to the Director, the Secretary and the Board of Trustees for approval.

SECTION II - MEETINGS OF THE BOARD OF TRUSTEES

Article 1: Pursuant to Section 205.042, RSMo, 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 proceedings of any electronic meeting.

Article 3:
Special meetings may be called by the Chairman, by the Vice-Chairman acting in the absence of the Chairman, 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:
The corresponding secretary designated by the Board of Trustees shall be responsible for complete minutes of all meetings being kept.

SECTION III - FISCAL

Article 1:
All checks (warrants) or electronic payments shall be prepared under the direction of the 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 Director of the Health Center for items less than five hundred dollars ($500) that have been budgeted, with the exception of the 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 Director of the Jefferson County Health Center. The Director or the Director's designee shall maintain a ledger for the petty cash account that is itemized together with receipts for all expenditures therefrom. The Director or Director's 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 Director and such purchases may be made by the Assistant Director, Environmental Supervisor, Nursing Supervisor, and Branch Manager, (hereinafter referred to as a Purchasing Officer).

B. For purchases of $5,000.00 or less for property and services, which are budgeted, and in an amount not to exceed the budgeted allowance, the 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 $5,000.00 may be purchased by the 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 $5,000.00 been set as a result of a governmental competitive bid process, the 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:**
Bills or invoices for purchases made under the provisions of Article 4 of Section III hereof shall be signed by the 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 April of each year, the 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 Chairman of the Board of Trustees shall visit the County Health Center at least once a month. The Chairman shall at each regular meeting delegate one other member of the Board to make at least one visit to the Health Center during the succeeding month.

Article 3:
The Director of the Jefferson County Health Center shall have the following authority, responsibility and limitations:
A. Director, is responsible for negotiating administrative contracts with Health Councils and the County Commissions.
B. Director shall be responsible for management and control of the day to day operations of the Jefferson County Health Center, including but not limited to:
   1. Personnel supervision, recognition, correction, written or verbal reprimands and suspensions with pay.
   2. Clinic scheduling.
   3. Office equipment and supplies.
   4. The submission of requisitions.
   5. Receipt of merchandise.
   7. Janitor service.
   8. Maintenance of inventories.
C. Director through subordinates will keep all administrative records for the office as a whole, including time sheets, payrolls and similar employee records.
D. Approval of expense accounts, with final approval by Board of Trustees.
E. Administrative responsibility for assembly of reports.
F. The 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.

Article 4:
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 5:
Personnel of the Jefferson County Health Center may be hired or discharged at will only by a majority vote of a quorum of the Board of Trustees at a meeting thereof, provided however, it may delegate authority to the Director to hire an employee or employees when a position becomes available, the Director will consult with a quorum of the Board of Trustees at the next meeting of the Board to determine if hiring authority for that position is delegated to the Director. If so, the qualifications of the person hired by the Director will be presented to the Board at the next meeting.

If hiring authority is not delegated, the resumes of at most three qualified applicants will be
presented to the Board, with a recommendation from the Director and staff, and the hiring decision will be made by a majority vote of a quorum of the Board of Trustees, provided that 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 (Section 205.110 R.S.Mo.).

**Article 6:**
Personnel of the Jefferson County Health Center shall be subject to all its rules and regulations.

**Article 7:**
No Trustee shall receive any compensation for said Trustee’s services performed, but any Trustee 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 of the Board of Trustees and allowed only by the affirmative vote of all of the Trustees present at a meeting of the Board. (Section 205.015, R.S.Mo.)

**Article 8:**
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. (Section 205.060, R.S.Mo.)

**Article 9:**
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. (Section 205.070, R.S.Mo.)

**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.

Enacted by the Board of Trustees of the Jefferson County Health Center on the 23rd day of February, 2017.
John Scullin, Chairman
Board of Trustees
Jefferson County Health Center

Attest:

____________________________________________

Dr. Cherry, Secretary/Treasurer
Board of Trustees
Jefferson County Health Center