



## **Goochland Powhatan Community Services Board of Directors Bylaws**

### **Article 1: Name**

The name of this body shall be the Goochland Powhatan Community Services Board of Directors, hereafter referred to as the “Board.”

### **Article 2: Authority**

The counties of Goochland and Powhatan established the Goochland Powhatan Community Services as an operational policy board pursuant to § 37.2 500 and appointed members of the Board pursuant to § 37.2-501 of the Code of Virginia, as amended.

### **Article 3: Purpose**

The purpose of this Board shall be to act as the agent of Goochland County and Powhatan County, Virginia, in the establishment and operation of Community Mental Health, Development Disability, and Substance Use Disorder programs as provided for in Chapter 5 of Title 37.2 of the Code of Virginia as amended, relating to the Virginia Department Behavioral Health and Developmental Services.

Goochland Powhatan Community Services shall provide a system of comprehensive community mental health, developmental disability, and substance use disorder services which include emergency services, same-day access, primary care screening, outpatient services, day-support services, residential services, behavioral health wellness, and early intervention services. The agency also provides access to inpatient facilities and/or other appropriate mental health, developmental disability, and substance use disorder programs, related to and integrated with existing and planned programs within the limits of aforesaid jurisdictional boundaries.

### **Article 4: Membership**

**Section A: Composition of the Board:** The Board shall consist of 10 members, five from Goochland and five from Powhatan, appointed by the respective Boards of Supervisors. Appointments to the Board shall be broadly representative of the community. One third of the appointments shall be individuals who are receiving or have received any public or private mental health, developmental, or substance use disorder services or family members of individuals who are receiving or who have received services. One or more members may be non-governmental services providers. Sheriffs or their designees shall be included, when practical. No employee or board member of an organization which receives funding from any Community Services Board shall be appointed a member of the Board. New Board members will receive orientation from the Executive Director within the first month of appointment.



**Section B: Appointments and Terms of Office:** A member of the Board shall be appointed for a term of three years from the first day of July of the year of the appointment. No person shall be eligible to serve more than three full terms. Appointing authorities shall fill vacancies for unexpired terms in the same manner as original appointments. However, after a one-year period has elapsed since the end of a member’s last three-year term, the governing body may reappoint that member in accordance with Chapter 5 of Title 37.2-502. The appointing authority may remove any member of the Board for cause, after giving the member a written statement of the cause and an opportunity to be heard.

### **Article 5: Duties and Powers of the Board**

**Section A. Duties and Powers:** The Board shall have the following powers and duties:

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 county that established it a 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, hereafter referred to as the “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, supervise, and evaluate an executive director of community mental health, developmental, and substance abuse services, who meets the minimum qualifications established by the Department, and prescribes their duties.
  - a. 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 operating board and be employed under an annually renewable contract that contains performance objectives and evaluation criteria.
  - b. 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.
  - c. The Board shall participate in the annual performance evaluation of the executive director by reviewing annual performance objectives and evaluation criteria



recommended by the executive committee; providing substantive input regarding the executive director's performance with regard to evaluation criteria; and approving a final performance evaluation after reviewing the draft from the executive committee.

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 and § 37.2-508 and shall be used only for community mental health, developmental, and substance abuse services purposes. Every board shall institute a reimbursement system to maximize the collection of fees from individuals receiving services under its jurisdiction or supervision, consistent with the provisions of § 37.2-511, and from responsible third party payors. The 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. 411.
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. 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.
14. 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.

15. Notwithstanding the provisions of § 37.2-400 or any regulations adopted thereunder, release data and information about each individual receiving services to the Department so long as the Department implements procedures to protect the confidentiality of that data and information.
16. 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.

**Section 2: Conflict of Interest:** Membership of the Board shall conduct all its activities in such a manner as to preclude possible conflict of interest. No member of the Board shall vote on an issue in which they have direct or indirect interest or fiduciary interest.

Under the Virginia State and Local Conflict of Interest Act, a prohibited conflict of interest arises for an employee or Board member of Goochland Powhatan Community Services, or a member of his/her immediate family, who has a personal interest in a firm or business which contracts with Goochland Powhatan Community Services. A personal interest generally is defined as ownership of more than three percent of the equity or liability of the business or receipt of income or other commercial arrangement worth more than \$10,000 annually from the business which accrues to the employee/board member or a member of the employee's/board member's immediate family. Immediate family means (i) a spouse and (ii) any other person residing in the same household as the employee, who is a dependent of the employee/board member or of whom the employee/board member is a dependent.

#### **Article 6: Officers of the Board**

**Section A: Officers:** The officers of the Board shall be the Chair, Vice-Chair and Secretary. Officers shall be elected by the Board and shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Board and as directed by the Board.

**Section B: Chair:** The chair shall

1. preside at all meetings of the Board and the Executive Committee;
2. appoint members of standing or special committees;
3. serve as the immediate supervisor of and give direction to the CSB Executive Director in accordance with decisions of the Board and the Executive Director job description adopted by the Board;
4. coordinate negotiation of the performance objectives and evaluation criteria contained in the annually renewable employment contract and the annual performance evaluation of the Executive Director by taking into consideration feedback from all Board members and the CSB senior management;



5. work with the executive director to determine the types of Board meetings, agendas, reports, communications, and involvement that will enable other members to carry out their powers, duties, and responsibilities;
6. be an ex-officio member of all standing committees; and
7. perform other duties authorized by the Board.

The Chair also may:

1. appoint members to serve on task forces, committees, and other bodies on which
2. representation of the Board is required or would be useful; and
3. assign other duties or responsibilities to standing committees.
4. In any votes of the Board, the Chairperson shall vote last. Upon the request of the Board, the Chairperson shall act as its representative.

**Section C: Vice-Chair:** In the absence of the Chair at any meeting or in the event of the disability of the Chair or a vacancy in that office, the Vice-Chair shall perform the duties of the Chair.

**Section D: Secretary:** The Secretary shall ensure that accurate records are maintained of all meetings of the Board and the Executive Committee. All records shall be maintained in the central administrative office of the CSB.

#### **Article 7: Nomination, Election and Term of Officers**

**Section A: Nominating Committee:** The Chair shall appoint a nominating committee consisting of one representative from each county to nominate a slate of Board officers for the next fiscal year. The Nominating Committee chair shall present the proposed slate to the full Board at least one month prior to the election of officers.

**Section B. Election:** The Board shall elect its officers from among its membership at the next to last regular meeting in the fiscal year. When the slate of officers is presented to the Board, additional nominations shall be permitted from the floor. Officers shall be elected by a majority vote of appointed Board members.

**Section C: Vacancies:** Any vacancy occurring in an office shall be filled by a majority vote of appointed Board members.

**Section D: Term of Office:** The term of office shall be for one year beginning July 1. Officers shall be eligible for re-election.



### **Article 8: Board Meetings**

**Section A. Regular Meetings:** The Board shall meet the first Monday of each month, except July, unless a meeting is rescheduled. Meetings are held alternately at the Goochland and Powhatan offices.

### **Article 9: Electronic Meetings**

**Section A. Individual Member Virtual Attendance:** It is the policy of Goochland Powhatan Community Services Board of Directors that individual members may participate in meetings by electronic communication as permitted by § 2.2-3708.3 of the Code of Virginia. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

Whenever an individual member wishes to participate from a remote location, the law requires a quorum of Goochland Powhatan Community Services Board of Directors to be physically assembled at the primary or central meeting location.

Reasons for a member's remote participation in a Goochland Powhatan Community Services Board of Directors meeting are as follows.

1. The member has a temporary or permanent disability or other medical condition that prevents physical attendance.
2. A medical condition of a member of the member's family requires the member to provide care that prevents the member's physical attendance.
3. The member's principal residence is more than sixty miles from the meeting location.
4. The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter.
  - a. Note, members attending remotely due to personal matters may not attend remotely more than two meetings per calendar year.
  - b. Note that the limits on remote participation due to personal matters are separate from the limits on all-virtual public meetings and will be counted separately.
5. Requests for remote participation shall be conveyed to the Goochland Powhatan Community Services Board of Directors Board Chair and Goochland Powhatan Community Services Executive Director.
6. Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act (§ 2.2-3700 et seq. of the Code of Virginia). If a member's participation from a remote location is challenged, then Goochland Powhatan Community Services Board of Directors shall vote whether to allow such participation. The request for remote participation shall be recorded in the minutes of the meeting. If Goochland Powhatan Community Services Board of Directors votes to disapprove of the member's participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity. The minutes shall include other information regarding member remote participation including the remote location from which the





member participated and the provision under which the member attended the meeting virtually; as required by §§ 2.2-3707 and 2.2-3708.3.

**Section B. Full Virtual Meetings:** Further, it is the policy of Goochland Powhatan Community Services Board of Directors that all virtual public meetings may be held pursuant to subsection C of § 2.2-3708.3. Such all-virtual public meetings are also limited by law to two meetings per calendar year. Additionally, an all-virtual public meeting may not be held consecutively with another all-virtual public meeting.

1. Requests for an all-virtual meeting shall be conveyed to the Goochland Powhatan Community Services Board of Directors Board Chair and Goochland Powhatan Community Services Executive Director.
2. Requests for an all-virtual meeting shall be voted on by the Goochland Powhatan Community Services Board of Directors. The request for an all-virtual meeting shall be recorded in the minutes of the meeting as well as the results of the accompanying vote. If Goochland Powhatan Community Services Board of Directors votes to disapprove an all-virtual meeting because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity. The minutes shall include other information as required by §§ 2.2-3707 and 2.2-3708.3.

#### **Article 10: Executive Committee**

**Section A. Members:** The three elected officers of the Board and one other Board member appointed by the Chair shall constitute the Executive Committee, and the Chair and Secretary respectively shall be Chair and Secretary of the committee. The CSB executive director shall provide staff support to the committee.

**Section B. Authority:** The committee shall conduct the necessary business of the Board between regular Board meetings. The Board must ratify any official action taken by the committee at its next regular meeting for the action to remain in effect.

#### **Article 11: Reviews and Amendment**

**Section A: Quadrennial Review:** The Board shall review its bylaws at least once every four years before its last meeting of the fiscal year and amend them as necessary.

**Section B: Annual Review:** The Executive Committee shall review these bylaws annually after the General Assembly session and recommend any necessary amendments before the start of the fiscal year, when new legislation becomes effective.

**Section C: Amendment:** The Board may amend these bylaws in whole or in part by a majority vote of the members of the Board at any regular Board meeting whenever such action is necessary, for example as a result of reviews in sections A or B, and when the amendments have



been announced in the notice of that meeting. This notice shall include the specific bylaw provisions proposed for amendment. The Chair and Secretary shall sign and date the amended bylaws to document the Board’s approval and the latest amendment date.

**Article 12: Effective Date**

By our signatures, we certify that the Board approved these bylaws on the second day of October 2023. These bylaws shall be in effect on this date and until the Board subsequently amends them.

Parthy Dinora

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Board Chair Printed

*Parthy Dinora*  
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Board Chair Signature

10/5/2023  
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Date

Crystal Neilson-Hall

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Board Secretary Printed

  
\_\_\_\_\_  
Board Secretary Signature

10/5/2023  
\_\_\_\_\_  
Date

Date Amendments Approved by the Board:

10/7/2019

5/1/2023

10/2/2023