

BYLAWS
Of the
BERLIN VISITING NURSE ASSOCIATION

As adopted by the
Annual Town Meeting of Berlin, Connecticut
October 1, 1956

Revised: May, 1966; May 1969; January 1977; April 1979; May 1983;
March 1984; June 1985; February 1990; November 1992; 1994; March 1995;
February 1996; May 1998; April 2000; October 2006; February 2007;
November 2012; January 2013, January 2016, November 2020

Reviewed: June 1971; June 1973; May 1984; April 1986; May 2006.

ARTICLE I

The name of this Agency shall be the Berlin Visiting Nurse Agency (Berlin VNA), as stipulated in the resolution adopted by the Town Meeting on November 12, 1953, with subsequent name change as adopted in the Charter of the Town of Berlin, Connecticut on November 5, 2002. The Agency shall refer to the full name of the Agency throughout the Bylaws.

Section 1 MISSION

The mission of the Berlin Visiting Nurse Agency is to provide public health nursing services, visiting nurse services, school health services and other health services, which do not conflict with the duties of the Director of Health of the Town of Berlin in accordance with Connecticut General Statutes and regulations of the Department of Health Services and the statutes and regulations of the United States Government.

Section 2: AGENCY GOALS

- A. To maintain standards of practice for a Health Agency in accordance with the Statutes and Regulations of the State of Connecticut and the United States Government.

- B. To support the Director of Health for the Town of Berlin in duties delegated to the Agency.
- C. To offer home health services in accordance with Agency policies relating to patient care.
- D. To provide health services, education and supervision to individuals and families in the home.
- E. To provide health awareness and education programs to the Community.
- F. To aid in development of a community health program by coordinating and cooperating with other community health, social and welfare agencies.
- G. To provide school health services as outlined by contract and that meet standards of practice compatible with Connecticut State Statutes.
- H. To assess, measure and evaluate programs and policies to improve organizational performance.
- I. Nothing shall conflict with 18-17-3 of the Berlin Town Charter and State Law.

ARTICLE II BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS GOALS:

- A. To ensure quality of health services that meet the needs of the community.
- B. To review and approve the agency's governing policies.
- C. To ensure fiduciary responsibilities for all programs.
- D. To assist the Agency Administrator in the administration of a generalized community health service.
- E. To assist in developing a collaborative Community Health Program with other organizations.
- F. To assist with and promote volunteer activities.

Section 2. MEMBERSHIP

- A. There shall be a Board of Directors which shall consist of twelve (12) electors of the Town for terms of three (3) years, provided, one third (1/3) of said director's terms shall expire each year. In accordance with the State of Connecticut Statute Sec. 9-167a, and the Berlin Town Charter, a maximum of two-thirds of the total membership of the Board of Directors (7 members) may be of the same political affiliation. All members shall comply with the code of ethics as defined in Chapter (9) of the Town Charter.
- B. The Medical Director, Town Manager, and the Superintendent of Schools, may be invited to attend meetings and may participate without vote.

Section 3. ELECTION AND TERM OF OFFICE

- A. On or before January first, the Board shall submit recommendations to the Town Council for membership consideration. The Town Council shall appoint four (4) Board members to serve three (3) year terms. Appointed Director's shall take office at the Annual Board of Directors meeting after being sworn in by the Town Clerk.
- B. In the case of death, disability, resignation or extended leave of absence of a Director, the Board of Directors shall request the Town Council fill any unexpired terms created by vacancies.
- C. Excused absence is one that is approved by the Chairperson of the Board of Directors. The unexcused absence of any Director from three (3) regular meetings during the year will be considered equivalent to resignation. These instances will be referred to the Town Council.
- D. The Town Council shall also have the power to remove any member as follows:

- (1) Upon such a member's absence from three (3)

consecutive meetings of the Board without justifiable cause.

or

(2) Upon such a member's absence from thirty percent of regular meetings, whether regular or special meetings, without justifiable cause during the twelve (12) month period commencing on February first (1st) of each calendar year;

(3) For cause, after reasonable notice, and a hearing held at a regularly scheduled Council meeting, at which said member shall have an opportunity to be heard and may be accompanied by legal counsel.

E. Resignations for all other reasons must be in writing and directed to the Town Clerk.

Section 4. OBJECTIVES

A. To incorporate accepted standards and current trends in the field of health when developing agency policies, procedures and strategic plan.

B. To identify and recommend suggestions regarding the health needs of the Town of Berlin

C. To approve programs and policies formulated by the Agency Administrator with approval of the Professional Advisory Committee and Board of Directors.

D. To reinforce to the community the needs and programs of the Agency.

E. To recruit volunteers to serve the Agency.

F. To represent the Agency's Special Purpose Gift Fund.

G. To approve an annual agency budget prior to presentation to the Town Council.

H. To select a qualified full time Agency Administrator who meets state & professional regulations required for licensure.

- I. To appoint a Professional Advisory Committee.
- J. Quality Assurance Improvement Program maintained by the Agency.
- K. To define long and short range strategic and operational plans.
- L. To provide the Department of Public Health the names and addresses of each officer and member of the Board of Directors at time of survey.
- M. To notify the Department of Public Health and Human Services of the State of Connecticut within three (3) days of the appointment of a new Agency administrator and within forty-eight (48) hours when employment has been terminated.
- N. To provide on-going monitoring to assure that the Agency's mission is consistently sustained over time.
- O. To support the fostering of an environment of professional development for the recruitment and retention of qualified staff.

ARTICLE III OFFICERS OF THE BOARD

Section 1. OFFICERS

- A. The officers of the Board of Directors shall be a Chairperson, a Vice-Chairperson, Secretary and Treasurer for a term of one year or until a successor shall have been elected.

Section 2. ELECTION

- A. Election shall be by ballot.
- B. The officers shall be elected from the membership of the Board of Directors at the February meeting from a slate which has been prepared by the Nominating Committee. The presiding officer shall also call for nominations from the floor.

1. When the vote is unanimous for each Candidate, the Secretary shall be directed to cast one vote for the slate as presented.
2. In the event that the vote is not unanimous for each candidate, paper ballots shall be circulated for the contested positions. Each position being voted on must be listed as well as the person's name for whom the ballot is being cast and signed by the individual voting.

Section 3. PROCEDURES

If the Charter, State Law or Bylaws do not speak to a matter, "Roberts Rules of Order", shall be followed.

A. Chairperson

1. To delegate to the Administrator that an annual written agreement between the Agency and the Berlin Board of Education and all other pertinent agreements. The contract provided-School Health Services is signed on or about the second Monday of June and becomes effective on July 1.
2. To present a written request to the Mayor as prepared by the Nominating Committee that the appointment of four (4) directors be placed on the Agenda of the Council in January of each year for its approval.
3. To notify the Town Clerk, through the Administrator, in writing, of any changes in meeting dates and to provide the Town Clerk with an agenda for each meeting, within 24 hours of the meeting.
4. To follow the requirements of the State of CT FOI.
5. To appoint annually, members of standing and ad-hoc committees.
6. In the event of the vacancy in the office of the

Berlin VNA Administrator the Chairperson will appoint a Search Committee consisting of the Chairperson of BVNA, Personnel Committee Chairperson and three representatives of the Board, for selection of a new BVNA Administrator.

The Town Manager, current Agency Administrator, Medical Director and another Home Care Administrator may serve as consultants but do not have a vote in the final decision.

Berlin Town recruitment procedures will be used for the recruitment process.

The Search Committee will recommend and the Board of Directors will select the final candidate and notify the Town Manager.

B. Vice-Chairperson

1. To serve as Chairperson in absence of the elected Chairperson of the Board of Directors.

C. Secretary

1. To edit minutes taken by the Commission Secretary.
2. To take minutes at any meeting when the Commission Secretary is absent.
3. To conduct any correspondence delegated by the Board of Directors.

D. Treasurer

1. To serve as Chairperson of the Finance Committee.
2. To monitor the financial records of the Agency and the Berlin VNA Special Gift Fund.
3. To assist in preparation of the annual budget in conjunction with the Finance Committee and Agency Administrator, a copy of which must be submitted to the Town Manager on or before the date requested by the Town Manager.

ARTICLE IV
MEETINGS

Section 1. MEETINGS

- A. There shall be an Annual Meeting of the Agency in June.
- B. Regular meetings of the Board of Directors shall be held in February, April, May, June, September and November unless otherwise designated by the Board of Directors. It shall be the duty of the Agency Administrator to attend such meetings.
- C. A majority of the Board of Directors shall constitute a quorum one of whom shall be an officer.
- D. Special meetings may be called by the Chairperson of the Board of Directors or a quorum of the Board of Directors, providing the Town Clerk has been notified and an agenda provided, within 24 hours of the meeting. Only items on the agenda may be discussed.

ARTICLE V
COMMITTEES

Section 1. APPOINTMENTS COMMITTEES

- A. Standing committee members shall be appointed annually by the Chairperson of the Board. The Committee Chairperson shall be a member of the Board of Directors and chosen by the members of the committee except where otherwise noted. Committee membership does not require that one be a member of the Board of Directors.

The Chairperson of the Board and the Agency Administrator are ex-officio members, but do not have voting privileges.

- B. Additional standing, special or ad-hoc committees shall be appointed by the Board of Directors in consultation with the Agency Administrator on an as needed basis in order to carry out the objectives of the agency. Such committees shall be appointed as in Section 1.A.

- C. Executive Committee

The Executive Committee shall consist of the officers of the Board of Directors. They shall meet as needed prior to the monthly meeting of the Board of Directors to review and discuss agency business. Other meetings shall be called by the Chairperson of the Board or by any three (3) members of the Executive Committee. They shall have the authority to transact any emergency business in between meetings subject to ratification at the next regular meeting of the Board of Directors.

D. Finance Committee

There shall be a Finance Committee chaired by the Treasurer and at least two other Board of Directors members appointed by the Chairperson. The duties include:

1. To receive reports of the monthly receipts and expenditures.
2. To make recommendations on increases or decreases in expenditures or changes in financial policy.
3. To review the annual budget prepared by the Agency Administrator.
4. To propose a recommended annual budget to the Board of Directors.
5. To present and/or speak in support of the budget at a hearing with the Manager and/or Town Council.
6. To report monthly to the Board of Directors.

E. Governance Committee

This Committee consisting of at least three (3) Board members who shall review the Agency's Bylaws at least every two (2) years: making revisions as needed.

F. Nominating Committee

Shall be elected from the membership of the Board of Directors. The duties shall include:

1. To prepare a slate of officers for election at annual meeting of the Agency.
2. To recruit and propose new members who meet the criteria for membership to the Board of Directors.
3. To present a list of Nominees, by January, to the Manager/Town Council for appointment to the Board of Directors.

G. Public Relations Committee/Strategic Planning Committee

Shall have the following duty:

1. To have the opportunity to review marketing strategies and press releases to the public prior to publication.

Shall have at least three (3) members of the Board of Directors which includes the Chairperson of the Board, representatives from the staff and town agencies as appropriate. The duties shall include:

1. To establish short and long range goals for the Agency to meet its established mission.
2. To ensure that the strategic plan of the agency is communicated to all members of the staff and the Board of Directors.

H. Quality Assurance Process Improvement Liaison

1. The Quality Assurance Consultant will review the QAPI Report from Agency Administrator monthly. Attend biannual PAC meetings.

1. To support an environment
 - A. For professional development, and
 - B. For the recruitment and retention of qualified staff.

Section 2. ADVISORY COMMITTEES

Shall be appointed by the Board of Directors. They shall act in an advisory capacity. They shall present oral or written reports to the Board of Directors. The Chairperson shall be chosen from among the membership. The Chairperson of The Board and the Agency Administrator shall be ex-officio members. The duties of all advisory committees shall include:

1. To review and approve policies covering skilled nursing and other therapeutic services and the professional health aspect of other policies at least annually.

2. To review administrative and medical policies annually and suggest changes.
3. To act as liaison with other professional groups.
4. To assess the on-going reports of the Agency Quality Improvement Committee and recommend changes as necessary.
5. To participate in the Quality Improvement Plan and assume other responsibilities as outlined in section 19-13 D68.(General Requirements for Licensure of Connecticut Home Health Agencies.)
6. Provide written documentation of the attendance, agenda, and actions taken at these meetings, The minutes shall be read and accepted at the next regular meeting of the Board of Directors following the Professional Advisory Committee Meetings. These minutes shall be available at anytime to the Commissioner of Public Health, State of Connecticut.

A. Professional Advisory Committee

Shall consist of at least one active public health nurse, one physician, one therapist representing at one of the skill therapy services provided by the Agency, and one social worker and one member of the community.

Representatives shall be in active practice or shall have been in the active practice of their profession within the last five(5) years. The committee shall hold at least two 2) meetings annually.

ARTICLE VI
TOWN CODE OF ETHICS
(Chapter 9 of Berlin Town Charter)

There is the Town Charter established a code of ethics for all town officials and employees. The purpose of this code is to establish ethical standards for all such officials and employees by prohibiting acts or actions incompatible with the best interests of the town and by directing disclosure of such officials and employees in private, financial or other interests in matters affecting the town. The provisions and purpose of this code and such rules and regulations and standards as shall be established here under Section 9 of the charter, are hereby declared to be in the best interest of the Town of Berlin.

Section 9-3: Conflict of Interest

Section 9-4: Standards of Conduct
Section 9-5: Administration of the Code
Section 9-6: Applicability of Provision
Section 9-7: Validity of Sections

The Executive Committee will review each possible conflict of interest occurrence and make an appropriate recommendation for action to the general membership of the Board of Directors and Town Council. Each Board member will sign an annual Conflict of Interest Statement.

ARTICLE VII FISCAL YEAR

The FISCAL year will be the Town of Berlin Fiscal Year.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board of Directors by a vote of two-thirds of the Directors present, provided a copy of the proposed changes have been sent to the members of the Board of Directors at least six days prior to the meeting.

ARTICLE IX Parliamentary Authority

Except as otherwise provided by the Charter or these Bylaws, "Roberts' Rules and Order" shall govern procedural matters. In the event of conflict, State and Federal Law prevails over the charter. The Town Charter prevails over these Bylaws.

Headings are for convenience of reference only, and are not part of these Bylaws.

As the context requires, the singular includes the plural, the plural includes the singular and a reference to a gender includes all genders.

"Roberts' Rules and Order". Reviewed by Henry M. Roberts, published by Scott-Foresman and Co. (Latest Edition)

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