SOUTHSIDE BEHAVIORAL HEALTH BYLAWS

Article 1 – Name

The name of this body shall be Southside Behavioral Health.

Article 2 – Authority

The Counties of Brunswick, Halifax, and Mecklenburg established the organization now known as Southside Behavioral Health; designated it as an operating community services board pursuant to § 37.2-500 et seq. of the Code of Virginia, as amended; and appointed a governing Board of Directors, hereinafter referred to as the Board, in accordance with same.

Article 3 – Membership

Section a. **Composition and Qualifications:** The Board shall consist of four members appointed by the Halifax County Board of Supervisors, three members appointed by the Mecklenburg County Board of Supervisors, and two members appointed by the Brunswick County Board of Supervisors. In accordance with § 37.2-501(A.) paragraph 2 of the Code of Virginia, appointments to the Board shall be broadly representative of the community. One-third of the appointments to the Board shall be individuals who are receiving or who have received services or family members of individuals who are receiving or who have received services, at least one of whom shall be an individual currently receiving services. Individuals and family members are defined in § 37.2-100 of the Code.

Section b. **Appointment and Term of Office:** In accordance with § 37.2-502 of the Code of Virginia, a member of the Board shall be appointed for a term of three years from the first day of July of the year of appointment. No person shall be eligible to serve more than three full terms except as provided by § 37.2-502 of the Code. A person first appointed to fill an unexpired term may serve three additional full three-year terms. The remainder of a term to which a member is first appointed to fill a vacancy shall not constitute a term in determining a member's eligibility for reappointment. Vacancies shall be filled for unexpired terms in the same manner as original appointments. Any member of the Board may be removed by the board of supervisors for cause, after being given a written statement of the causes and an opportunity to be heard thereon.

Section c. **Orientation of New Members:** It shall be the responsibility of the Board Chairperson and the Executive Director to ensure that all new members appointed to the Board receive an orientation that includes information about the roles and responsibilities of the Board; the committee structure and bylaws of the Board; the roles and responsibilities of the Virginia Department of Behavioral Health and Developmental Services (Department), state hospitals and training centers operated by the Department, and community services boards; Title 37.2 of the Code of Virginia, which governs the operations of the Board and the provision of mental health, developmental, and substance abuse services in Virginia; the Virginia Freedom of Information Act; and the State and Local Government Conflict of Interests Act.

Article 4 – Powers and Duties

The Board shall have the powers and duties of an operating community services board that are contained in Chapter 5 of Title 37.2 of the Code of Virginia. The Board as appointed shall serve as the Board of Directors for Southside Behavioral Health; serve as the single point of entry into publicly funded mental health, developmental; and substance abuse services and act as an instrumentality of the Counties of Brunswick, Halifax, and Mecklenburg in the establishment and operation of these services.

Article 5 – Officers and Their Duties

Section a. **Officers of the Board:** The officers of the Board shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer. 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. **Chairperson:**
The Chairperson

1.) shall preside at all meetings of the Board and the Executive Committee;
2.) shall appoint the members and chairpersons of all standing or special committees;
3.) shall serve as the immediate supervisor of and give direction to the Executive Director of Southside Behavioral Health in accordance with decisions of the Board and the job description of the Executive Director;
4.) shall coordinate the 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;
5.) shall 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.) may appoint members to serve on task forces, committees, and other bodies on which representation of the Board is required or would be useful;
7.) may assign other duties or responsibilities to standing committees; and
8.) shall perform other duties authorized by the Board.

Section c. **Vice-Chairperson:** In the absence of the Chairperson at any meeting or in the event of the disability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.

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 Southside Behavioral Health by the Clerk of the Board.

Section e. **Treasurer:** The Treasurer shall perform those financial duties authorized by the Board and serve as a member of the Finance Committee.

Article 6 – Nomination, Election, and Term of Office of Officers

Section a. **Nominating Committee:** The Chairperson 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 shall present the proposed slate to the full Board during the regularly scheduled meeting in April of each year. When the slate of officers is presented to the Board, additional nominations shall be permitted from the floor.

Section b. **Election:** The Board shall elect its officers from among its membership at the regularly scheduled meeting in May of each year. Officers shall be elected by a majority vote of appointed Board members.

Section c. **Term of Office:** The term of office shall be for one year beginning July 1, the first day of the fiscal year. Officers shall be eligible for re-election.

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

Article 7 – Board Meetings

Section a. **Regular Meetings:** The Board shall hold regular meetings at least six times per year. Regular monthly meetings shall be held at a time and place to be determined by the Board.

Section b. **Special Meetings:** Special meetings of the Board may be called by the Chairperson or upon the written request of three Board members.

Section c. **Notice of Meetings:** In accordance with subsection C of § 2.2-3707 of the Code of Virginia, the Board shall give notice of the date, time, and location of its meetings by placing the notice in a prominent public location at which notices are regularly posted and in Southside Behavioral Health's main administrative office. The notice shall also be posted on Southside Behavioral Health's internet web site. The notice shall be posted at least three working days prior to the meeting. Notices for meetings shall state that public comment will be received at the meeting and the approximate point during the meeting when public comment will be received.

Section d. **Quorum for Board Meetings:** The quorum for all Board meetings shall be at least a majority of its members and must include the Chairperson or Vice-Chairperson. A majority consists of one-half of the appointed Board members plus one additional member.

Section e. **Attendance:** Each member is expected to attend all Board meetings to ensure their county is appropriately represented. Should any Board member be absent from three (3) consecutive meetings, the applicable appointing authority will be notified by letter from the Board Chair regarding their appointee's absences.

Section f. **Electronic Meetings and Remote Participation:** Meetings of the Board of Directors and its committees may be held electronically, and individual members may participate remotely, to the fullest extent permitted by § 2.2-3708.3 of the Code of Virginia. The Board shall adopt and maintain a separate, uniform 'Individual Remote Participation and All-Virtual Public Meetings

Policy' by a recorded vote at a public meeting, which shall govern all such meetings and individual participation.

Section g. **Conduct of Business:** All meetings shall be conducted in accordance with the rules contained in the current edition of Robert's Rules of Order Newly Revised, except as otherwise stated in these bylaws. The Chairperson shall conduct the meetings and shall only cast a vote in the event of a tie.

Section h. **Public Comment:** The agenda for each meeting of the Board shall indicate that public comment will be received at the designated time. Public comment will be subject to time limitations deemed appropriate by the Chairperson.

Section i. **Minutes:** Minutes of regular and special meetings shall be kept and maintained at the Southside Behavioral Health main administrative office. Final approved meeting minutes shall be posted on the Southside Behavioral Health internet web site within five business days of their approval by the Board.

Article 8 – Executive Committee

Section a. **Members:** The elected officers shall constitute the Executive Committee, and the Chairperson and Secretary respectively shall be Chairperson and Secretary of the committee. The Executive Director shall provide staff support to the committee.

Section b. **Authority:** The committee shall conduct the necessary business of the Board between regular meetings of the full Board. Any official action taken by the committee must be ratified by the Board of Directors at its next regular meeting to remain in effect.

Section c. **Attendance:** Each committee member shall be responsible for attending all Executive Committee meetings.

Section d. **Quorum:** The quorum for all Executive Committee meetings shall be a majority of the committee members.

Article 9 – Committees

The Board shall have the following standing committees that shall be responsible to the Board to facilitate the conduct of Board business. Standing committees shall report at each regular Board meeting, unless there has been no meeting or there is no committee action to report. The quorum for all committee meetings shall be a majority of the appointed committee members,

a. **Finance Committee:** The committee shall review and recommend approval to the Board of the Annual Budget and the financial part of the annual Community Services Performance Contract with the Department. The Treasurer shall serve as a member of the Finance Committee. The DFS shall provide staff support to the committee.

b. **Program [Policies and Procedures] Committee:** The committee shall review and recommend approval to the Board of the programmatic part of the Community Services Performance Contract with the Department. The Program Committee shall review unmet needs for program services and make any recommendations to the Board annually. The

Program Committee will also be responsible for reviewing all SBH policies and procedures for need and compliance, providing recommendations to the Board for adoption as applicable. Southside Behavioral Health program/department directors shall provide staff support to the committee.

The Board may establish special or ad hoc committees at any time by action of the full Board or the Chairperson acting on behalf of the Board. The Chairperson shall appoint the members and chairperson of any special or ad hoc committees. The term of a special or ad hoc committee shall not exceed the fiscal year in which it was established, unless this is approved by the Board by the last meeting of the fiscal year.

Article 10 – Conflicts

These bylaws shall not diminish or circumscribe the Board's statutory authority, duties, or powers, and any conflict between provisions of these bylaws and the Code of Virginia shall be resolved in favor of the statute.

Article 11 – Amendment

These bylaws may be amended in whole or in part by a majority vote of the members of the Board at any regular meeting of the Board whenever such action has been announced in the notice of that meeting. This notice shall include the specific bylaw provision(s) proposed for amendment.

When determined to be necessary, the Chairperson shall appoint members to an ad hoc Bylaws Committee to review these bylaws after the annual General Assembly session, and recommend any needed amendments before the start of the fiscal year, when new legislation becomes effective.

Article 12 – Effective Date

These bylaws are effective on the 22nd day of September 2026 and until they are subsequently amended by the Board.

I do hereby certify that these bylaws, having been legally reviewed to ensure the inclusion of mandatory elements and compliance with applicable state and local statutes, ordinances, or regulations by qualified individuals authorized to do so, were approved and adopted at a regular meeting of the Board of Directors on the 22nd day of September 2026, and do hereby constitute a complete copy of the bylaws of the Board. *

Debbi Knox
Debbi Knox (Oct 27, 2026 11:14:44 EDT)

Debbi Knox
Board Chair

10/27/2026
Date

Joan Bowers (Oct 26, 2026 15:44:12 EDT)

Joan Bowers
Secretary

10/26/2026
Date

Amendments Approved by the Board (by Date):

November 18, 2008
December 17, 2013
March 25, 2014 – clarification of wording in Article VI
November 22, 2016
January, 28, 2020
August 25, 2020 – Agency Name Change
October 26, 2021 – Addition addressing face-to-face quorum/meeting requirements
* Due to a positive COVID-19 exposure at Admin the day before the BOD Meeting, the meeting site was compromised; therefore, the meeting was virtual rather than face -to-face. Once finalized Board Clerk signed the Bylaws for the Board Chair and Secretary.
November 26, 2024
September 22, 2026