



Petersburg Wellness Consortium Bylaws

Article I: Name

The name of the organization will be the Petersburg Wellness Consortium (PWC). The geographical area is the City of Petersburg. The Petersburg Wellness Consortium (PWC) was launched in the Fall of 2012 after several community meetings with diverse community stakeholders, including residents, gathered to determine health was a priority in the Petersburg community. Further discussion determined that a sustainable, inclusive and multi-sector collective to address health more broadly and to fully recognize the major influence of social determinants on health outcomes was needed in the City of Petersburg, Virginia.

Article II: Vision, Mission, and Purpose

Vision

We envision Petersburg residents living in excellent health and wellness.

Mission

To improve Petersburg's health and wellness by optimizing resources and partnerships.

Purpose

The Petersburg Wellness Consortium is an alliance of community partners and stakeholders. The PWC provides an opportunity to build a local, well-represented coalition that can maximize existing resources, and help to establish a shared agenda to reduce health disparities.

The Guiding Principles

Community Engagement, Collaboration, and Partnerships.

Goal

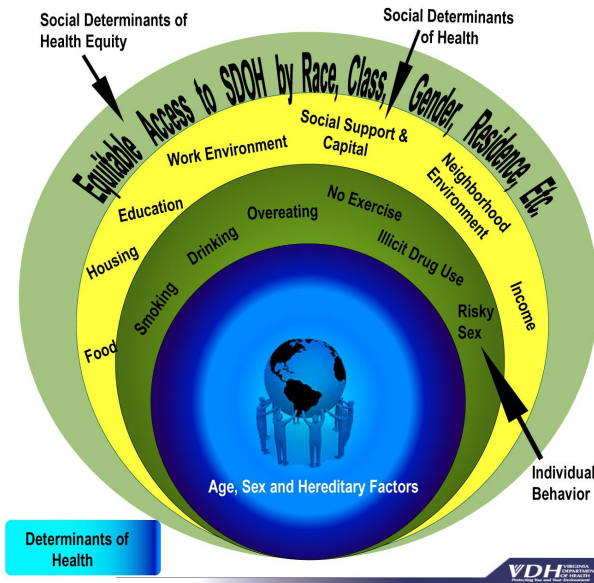
The goal of the PWC is not to embark on individual projects, but to work with partners across all sectors doing work in the City of Petersburg to establish shared agendas while maintaining each organization's unique identity, mission, and tasks. The PWC seeks to emphasize:

Education and Advocacy: Building a Culture of Health through capacity building of organizations, businesses, educational institutions, faith-based entities and other health promoting agencies, and building an infrastructure for communication that can consistently inform the public.

Health: Building a Culture of Health that will have strategies and activities that align with the data, and in the long term yield improved health outcomes and enhance better health choices for residents of the City of Petersburg.

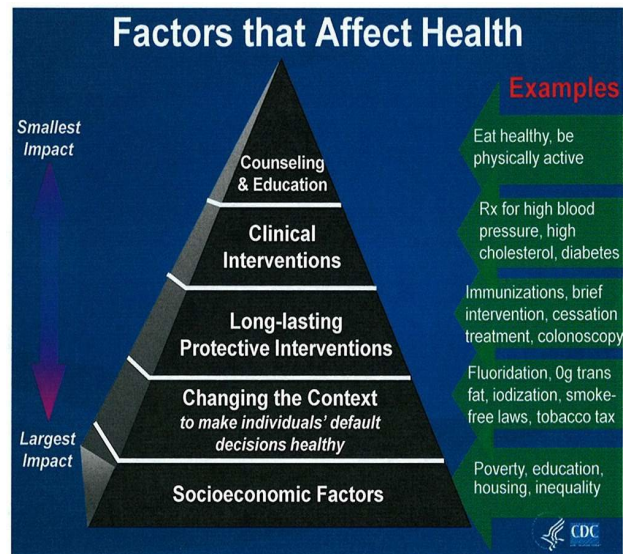
Policy: Building a Culture of Health and working with all relevant stakeholders including lawmakers to address health indicators.

The PWC has established three areas of focus: **Children/Youth Health and Wellness, Chronic Disease, and Oral Health Integration**. The overall goal of these focal areas is to collectively establish a culture of health and wellness in the City of Petersburg within the context of addressing the social determinants of health within the areas of focus. The goal of the PWC is not to embark on individual projects, but to work with partners across all sectors working in the City of Petersburg. The PWC seeks to establish shared agendas with partners, while understanding each organization’s unique identity, mission, and tasks. The PWC will strive to identify shared measurements of indicators and coordinate activities in Petersburg through mutually agreed upon plans of action. This will be accomplished through workgroups and/or committees as supported by the community data for the City of Petersburg.

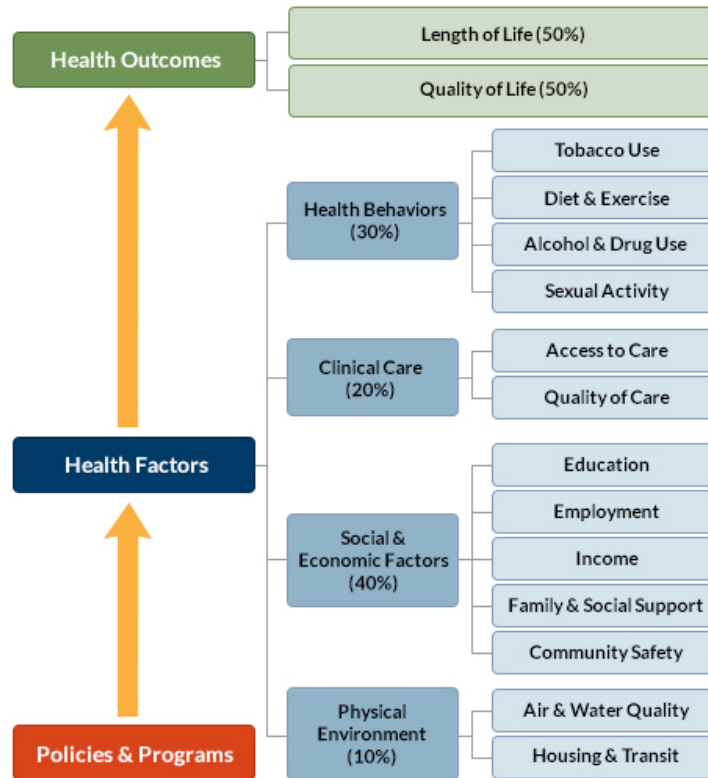


Virginia Department of Health

Health



Centers for Disease Control Model of Health Equity and Social Determinants of Health



Robert Wood Johnson Foundation County Health Rankings Model

Article III: Membership and Meetings

Membership Composition

Membership shall consist of organizations (private and public employers, governments, school systems, faith communities, educational institutions, agencies, coalitions) and individuals that have an active interest and commitment to promoting health and wellness and reducing health disparities in the City of Petersburg. Affiliate membership is available to those who are unable to attend at least 50% of meetings per year (inclusive of general meetings and workgroup meetings). Acceptable forms of attendance include in person meetings, conference calls, and virtual technology channels.

Active Membership

Full membership is demonstrated by evidence of commitment by application, resource commitment, and attendance in at least 50% of the full membership meetings and/or workgroup/committee meetings. Membership in the PWC will be renewed and updated annually. Regular coalition meetings will be hosted 8 times a year, and workgroup/committee meetings will be scheduled by the Chairs or Vice Chairs of the workgroups/committee. An annual meeting shall be hosted during the fourth quarter of the calendar operating year, with the calendar operating year being January to December, to report on annual accomplishments, highlight planned initiatives completed, to present a slate of officers to be elected to the Board, and offer a budget or explanation of current funding.

Financial Operation

The PWC shall accept financial support in the form of gifts, grants, donations, contracts and in-kind contributions through its lead agency, or through any other organization or individual member in good standing, as long as the gift, grant application, donation, solicitation, or contract obligation is approved in advance by a majority of the Board.

Meetings

General Meetings are defined as the full membership of the PWC. The meeting schedule will be approved by the Board of Directors and disseminated to all members within 30 days of the beginning of the operating year. Special meetings may be called to address local, state or federal deadlines. Agendas and notices of general meetings will be distributed by e-mail or regular mail, and will be posted online.

Board of Directors Meetings will meet a minimum of four times per year. The location of the meetings will be determined by the Board.

Special Meetings of the PWC may be called by the Chair, by written request of one-third of the Board of Directors, or by one-third of the voting members. Special meetings that will require a vote or the handling of official business of PWC require at least two business days prior notice in writing via mail, fax, or e-mail by the Secretary. Special meetings may consider only those items so specified in the notice.

Annual Meetings will be held during the fourth quarter of the operating year. Election of the Board of Directors, including Officers, will take place at the Annual Meeting. At the Annual Meeting, an announcement will be made of all General Meetings for the upcoming new operating year.

Workgroup/committee Meetings will be held at the direction of the Chairs.

Notification of Meetings

The Secretary of the Board of Directors, or their designee, will provide notification to all members of all General or Special meetings. Notification will be made by mail, e-mail and online. The Secretary or their designee will act as liaison to the Board for members requesting to participate in meetings via conference call, or virtual technology channels. Notification of all planned General Meetings will be communicated by mail and/or e-mail at the beginning of each operational year; reminders and any additional /unscheduled General Meetings must be communicated to members through the above means within ten days of the meeting date. Special meetings that will require a vote or the handling of official business of PWC require at least two business days prior notice in writing via mail, fax, or e-mail by the Secretary. Special meetings may consider only those items so specified in the notice.

Minutes

Minutes of all meetings, including committee meetings, will be kept by the Secretary or his/her designee. The minutes will be reviewed by the Chair and Vice Chair, and presented for approval at the next PWC meeting. Minutes will have a set format to include at a **minimum**, the date, time and place of the meeting; the names of all members in attendance and members not in attendance; the topics discussed, reports shared, motions made, motions seconded and a count of organization/individual votes on any action items, and any other information deemed necessary by the Chair. Minutes will be


approved by a vote of the membership, and changes will be agreed upon prior to acceptance of a final version.

Article IV: Voting

Voting Rights

Voting members and Affiliate members may attend meetings, receive mailings/e-mails and serve on committees. Affiliate members do not have voting privileges. A voting member is an organization or individual who successfully meets the attendance requirement and represents an organization or individual interests. Each member organization may have only one lead member that shall be designated the voting member. Individual members vote on behalf of the individual.

Any action may be taken by a majority of the Active members. Each member organization or institution may have multiple members to attend the meetings, but the agency must select one representative on record as their primary attendee who will serve as its voting member. Individual members vote accordingly. If the voting member is unable to attend a meeting, the organization or individual may designate an alternate to vote in the primary attendee's absence, or send a proxy form, for voting on the organization's behalf and represent the member on the attendance rolls. The Secretary of the Board will record one vote for each member organization, and one vote for each individual member.

Quorum A quorum to conduct business at a PWC meeting will occur with the presence of a simple majority of the voting members in attendance of a general or special meeting. In convened board meetings, the presence of two thirds of the PWC Board of Directors will be a quorum and sufficient to conduct business. Any quorum of the Board of Directors must include either the Chair, Vice Chair, or Secretary in attendance. 

Article V: PWC Board of Directors

Composition of Board. The PWC Board of Directors is the governing body of the Petersburg Wellness Consortium and shall comprise of no less than five, but no more than thirteen, elected or appointed participants. The Board must always consist of an odd number of Board members. The composition of the Board will be composed of the Chair, Past Chair, Vice Chair, Secretary and Treasurer, the chair or designee from each standing workgroup, a minimum of two City of Petersburg residents, and employee Crater Health District. In the event of there is a standing workgroup/committee, the chair or designee from each standing workgroup/committee will participate in the Board. The remaining at large seats will be held by residents and stakeholders living and/or working in the Petersburg community. Priority will be given to member organizations and their employees that are headquartered in the City of Petersburg.

Nomination and Elections

Every two years, or as needed, the nomination procedure for leadership will follow an open nomination process. During the scheduled PWC meeting prior to the scheduled Annual meeting, the Board of Directors will accept written ballot nominations for the leadership positions of Chair, Vice Chair,

Secretary and Treasurer. All members of the Board of Directors must be and remain in good standing as a voting member throughout the tenure.

Terms of Office

Each Board member will be elected for one, two-year term (except as explained below) with eligibility to serve no more than three consecutive two-year terms. Board of Directors members who have to resign prior to the completion of their term must submit written notification to the Board Chair and the Secretary. The Board of Directors will decide based upon the bylaws the procedure for replacing the vacancy.

Duties of PWC Members

Member responsibilities include, but are not limited to:

- Attending general and workgroup/committee meetings.
- Organizations and Individuals must have an active interest in health and wellness and be open to addressing health disparities from a broader health lens.
- Assisting the PWC with continuing education opportunities to inform the work of organizations, individuals committees and workgroups in the City of Petersburg.
- Providing resources to the PWC as appropriate.

Elected Officer Positions

The officers of the PWC Board will be Chair, Vice Chair, Secretary and Treasurer. The officer or their designee will exercise the duties as follows:

Duties of the Officers

Chair:

- Preside over general meetings, special meetings and Board meetings.
- Maintain and/or expand the current work of the PWC membership with assistance from other elected officers, members and staff.
- Develop the agenda of the PWC organization with assistance from the Board, and ensure continuing education opportunities are available to the membership.
- Contact and coordinate with Chairs of the workgroups about their responsibilities.
- Serve as the liaison for the Board of Directors and workgroups, and ensure the development of goals and objectives of each workgroup and the submission of workgroup reports to document successes and challenges.
- Work with the Board to ensure the correct administrative protocols are in place, and the responsible parties are aware and understand their role in the process.
- Promote collaboration and collective impact models to address health disparities.
- Represent the PWC in the community with the assistance of Board members and the Coalition Coordinator.
- Coordinate with other elected members to ensure roles and protocols are being followed.
- Model fairness, sensitivity, confidentiality and openness to diverse opinions and points of view.

- Works with workgroup/committees to compile reports submitted in ongoing preparation for the annual report.

Qualifications:

- Adhere to the PWC mission and bylaws.
- Demonstrated commitment to improving the health and wellness of residents in the City of Petersburg.
- Possess strong leadership and organizational skills.

Vice Chair:

- Preside over general meetings and Executive committee meetings in the absence of the Chair.
- Perform other duties as directed by the Chair.
- Support the agenda of the PWC organization, and assist to ensure continuing education opportunities are available to the membership.
- Promote collaboration and collective impact models to address health disparities.
- Model fairness, sensitivity, confidentiality and openness to diverse opinions and points of view.
- Works with workgroup/committees to compile reports submitted in ongoing preparation for the annual report.

Qualifications:

- Adhere to the PWC mission and bylaws.
- Demonstrated commitment to improving the health and wellness of residents in the City of Petersburg.
- Possess strong leadership and organizational skills.

Secretary

- Serves as secretary to the PWC general meetings, special meetings and Board meetings.
- Assists with agenda layout and distribution.
- Notifies members of upcoming meetings for meetings as outlined in the policies and procedures.
- Locates and secures facilities for PWC general meetings.
- Records meeting minutes, and distributes electronically to as outlined by the policies and procedures.
- Works with workgroup/committees to compile reports submitted in ongoing preparation for the annual report.

Treasurer

- maintains financial records.
- Prepares financial reports for the membership.
- Works the Executive Committee to prepare annual budget.
- Works with workgroups/committees to compile reports submitted in ongoing preparation for the annual report.

Qualifications:

- Adhere to the PWC mission and bylaws.
- Demonstrated commitment to improving the health and wellness of residents in the City of Petersburg.
- Possess strong leadership and organizational skills.
- Strong time management skills, and proficiency with the appropriate software to assist with the creation and/or maintaining of the documentation for the PWC.
- Proficiency in basic cash accrual accounting procedures a plus.

Article VI: Committees

Standing Committees and Duties The Board consists of a minimum of five members. The members of the Board represent the Petersburg Wellness Consortium and a variety of sectors. The Board shall act on behalf of the consortium between meetings to oversee and make recommendations concerning the structure and direction of PWC. The Board shall be responsible for making decisions on administrative operations, governance, marketing, finance and reporting those decisions to the general membership.

The Board and active members shall recommend committees or task forces as needed to further the purpose of the consortium. Each committee will be chaired by a member of the Board, along with a Vice Chair, which shall be appointed from the Board or General membership. The Chair of any active committees shall report to the General Membership at each coalition meeting and to the Board as requested.

PWC will be responsive to the needs and priority areas that support health and wellbeing for the City of Petersburg.

Committee Rules The following rules will pertain to each Committee or Ad hoc Committee:

1. All committee Chairs, or their designee, will serve as a member of the PWC Board of Directors.
2. Members must act for the benefit of health and wellness of the City of Petersburg as a whole, and not for individual organizations or for individuals.
3. Ad hoc committees may be established by the PWC Board of Directors, as deemed appropriate, for limited and specific purposes to advance the mission of PWC. Such committees will be responsible solely to the Board and will report status and progress regularly or as requested. The Bylaws Committee and the Strategic Planning Committee will be ad hoc committees.



4. Additional policies and procedures for committees and ad hoc committees are outlined in the policies and procedures document

Article VII: Amendments

The Bylaws may be amended by a majority vote of a quorum present at a regularly scheduled meeting of the coalition, provided the proposed amendments have been distributed to the full membership at least 30 days prior to that meeting.