

BYLAWS OF THE
PUBLIC HEALTH AUTHORITY OF CABARRUS COUNTY

ARTICLE I.

Name, Seal and Offices

1. Name. The name of the Public Health Authority of Cabarrus County (the “Authority” or “Public Health Authority of Cabarrus County”) is set forth in the Articles of Incorporation of the Authority (the “Articles”) as the “Public Health Authority of Cabarrus County.” The Authority may also be referred to generally as “Cabarrus Health Alliance” or “CHA” and the Authority is authorized to file such assumed name certificates in that name in Cabarrus, Rowan and such other counties as may be advisable or required by law.
2. Seal. The corporate or official seal of the Authority shall consist of a circle inside of which is inscribed the name of the Authority and in the center of which shall be the established date of 1997 and the words “official seal”.
3. Offices. The principal office of the Authority shall be 300 Mooresville Road, Kannapolis, North Carolina 28081, or at such other place as the Commissioners of the Authority may from time to time provide (the “CHA Office”).

ARTICLE II.

Appointment, Tenure, Resignation and Replacement of the Commissioners

1. Membership.
 - (a) The members of the Authority shall be appointed as provided by the North Carolina Hospital Authorities Act, i.e. Part B of Article 2 of Chapter 131E of the General Statutes of North Carolina, as amended (the “Act”), the Articles of the Authority, and these Bylaws.
 - (b) There shall be nine (9) members of the commission of the Authority (the “Commission”) and each member of the Authority shall be called a Commissioner of the Authority (a “Commissioner”).
 - (c) Commissioners shall be appointed and removed as follows:
 - (i) All appointments of Commissioners shall be for three (3) year terms. Vacancies from resignation or removal from office shall be filled for the unexpired portion of the term. Except as set forth below, no Commissioner shall serve more than two (2) consecutive full or partial terms without at least a one (1) year respite between the dates of leaving the Commission and taking office for another term. The Commission may waive the term limit and/or the one (1) year respite for one or more Commissioners and allow him or her to serve one or more additional terms upon the recommendation of the Nominating Committee and for good and specific cause shown and reflected in the meeting minutes of the Commission. These term limits shall not apply to the individuals serving on behalf of the Board of Commissioners of Cabarrus County and Atrium Health-Cabarrus, who may (but are not required to) remain as Commissioners for so long as they serve in such capacities for each of Cabarrus County and Atrium Health-Cabarrus.

- (ii) Commissioners may be removed, in accordance with Section 131E-22 of the Act, by the Chairman of the Board of Commissioners of Cabarrus County with the advice of the Commission as well as of the Board of Commissioners of Cabarrus County.

- (iii) The Commission shall appoint a Nominating Committee (the “Nominating Committee”) to recommend individuals suitable for consideration by the Commission for future appointment to the Commission. The Nominating Committee shall be comprised of the Clerk to the Commission, at least one (1) Commissioner, and at least one (1) other person who need not be a Commissioner. The Nominating Committee shall research and recommend potential candidate(s) in writing for each seat on the Commission which is vacant or may be coming vacant in the near future. Such candidates shall be considered by the Commission, along with any other individuals who may be suggested by the Commission. The Commission shall then approve and prepare the list of approved candidates, which shall then be provided to the Chairman of the Board of Commissioners of Cabarrus County for appointment as provided in Article II, Section 3 below.

- (iv) Candidates for membership on the Commission shall be chosen as follows:
 - (1) Candidates shall have significant knowledge, expertise or professional experience in the fields or businesses generally engaged in by the Authority. Due consideration shall be paid to appointing a Commission which is diverse in this regard. For example, if the member appointed by the hospital system as provided below is an infectious disease specialist, then appointing another infectious disease specialist should be avoided if possible in favor of a person with experience in, for example, mental health, or some other field in which the Authority engages which may not be otherwise then currently represented on the Commission. Multiple appointees from the same organization or affiliation should be avoided to the extent reasonably possible.
 - (2) Due consideration shall be given to appointing a Commission which is diverse in its overall makeup with regard to gender, ethnicity, and geographic location of residence within the areas the Authority serves.
 - (3) The Commission has historically and in accordance with its Articles been composed of members representing certain fields or organizations. Due to the passage of time and changes in such organizations, many of these organizations no longer exist. The matters engaged in by the Authority have also changed over time. Therefore, in consideration of these factors, the Commission shall now consist of members representing the following fields or organizations:
 - (a) One (1) member who is a practicing dentist or has previously practiced dentistry in Cabarrus County.
 - (b) One (1) member with significant knowledge, expertise and professional experience in the field of infectious diseases.
 - (c) One (1) member who is a currently or previously practicing physician in the field of family medicine, internal medicine or community health

whose primary practice is/was located in Cabarrus County.

- (d) One (1) representative of the Cabarrus County School System or Kannapolis City School System, which shall alternate no less often than every two (2) terms.
 - (e) One (1) member of the Board of Commissioners of Cabarrus County.
 - (f) One (1) member appointed by the local governing or advisory board of the main hospital located in Concord, currently known as Atrium Health-Cabarrus.
 - (g) Three (3) public members with significant interest, knowledge, expertise or professional experience in the fields or businesses generally engaged in by the Authority, and especially the fields of community health, mental health, and/or other areas of community concern as identified by the periodic community needs assessment conducted by the Authority along with its community partners.
- (d) Commissioners who have served at least ten (10) years in the aggregate may request emeritus status. This status would be granted by the existing Commission. After leaving the Commission as an active Commissioner, emeritus status shall allow the former Commissioner to sit at the Commission table during meetings, to participate in discussions, to represent the Commission as directed, but not to vote. Emeritus status shall not preclude subsequent appointment to future terms as an active, voting Commissioner, but the one (1) year respite period set forth in Article II, Section 1(c)(i) above shall apply between any emeritus term and any subsequent active voting appointment.
2. Resignation. Any Commissioner may resign from membership of the Commission at any time by giving written notice of such resignation to the Authority and to the Chairman of the Board of Commissioners of Cabarrus County. Notwithstanding any resignation, a Commissioner shall continue to hold office until his or her successor has been appointed, qualified and taken office, unless the Commission takes action to make a resignation effective as of a different date.
 3. Vacancies. Any vacancy in the membership of the Authority shall be filled for any new or unexpired term by the Chairman of the Board of Commissioners of Cabarrus County, with the advice of the Board of Commissioners of Cabarrus County, from a list of nominees supplied by the Commission as set forth in Article II, Section 1(c) above. Every effort shall be made to fill any vacant or resigned seat within ninety (90) days of the vacancy or the resignation giving rise to the vacancy.
 4. Oath of Office. Each Commissioner, before entering upon his or her duties as a member of the Authority, shall take and subscribe an oath of affirmation to support the Constitution of the United State and of the State of North Carolina and to discharge faithfully the duties of his or her office as Commissioner, and a record of each oath or affirmation shall be filed with the Secretary of the Authority and kept among its official documents.

ARTICLE III.

Meetings

1. Annual Meetings. Annual meetings of the Commissioners shall be held in August of each year at the time and place designated in the notice of the respective annual meeting. Written notice of the time and place of each annual meeting shall be given by the Secretary or Chairman of the Commission to each Commissioner not less than (10) days prior to the date of such annual meeting.
2. Regular Meetings. The Commissioners may establish a schedule of regular meetings to be held on a monthly basis, but regular meetings shall be held at least once per quarter. No notice of the purpose or purposes of a regular meeting shall be required to be given to the Commissioners, and all business of the Authority may be transacted at such meeting, provided a quorum is in attendance. Regular meetings shall be held on Tuesday evenings at the CHA Office.
3. Special Meetings and Emergency Meetings. Special meetings and emergency meetings of the Commissioners may be called by the Chairman or Vice-Chairman of the Commission. At special meetings, only action reasonably related to the matters described in the notice of the special meeting may be taken.
4. Notice of Meetings. Notice of each meeting (regular, special or emergency) shall be given in accordance with the requirements of Section 143-318.12 of the General Statutes of North Carolina, as amended, as well as the requirements of this Article III.
5. Agenda. The Secretary or Clerk, or its designee, shall prepare an agenda for each meeting. Any Commissioner who wishes to place an item of business on the agenda shall submit a request to the Secretary or Clerk at least ten (10) business days before the Commission meeting. For regular meetings, the Commission may add items to the agenda or subtract items from the agenda by a majority vote. The agenda for a special or emergency meeting may be altered only if permitted by and in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes, as amended (the "Open Meetings Statute").
6. Minutes. The Secretary or Clerk, or its designee, shall prepare full and accurate minutes of each Commission meeting. Copies of the minute shall be made available to each Commissioner before the next regular Commission meeting. At each regular meeting, the Commission shall review the minutes of the previous regular meeting as well as any special or emergency meetings that have occurred since the previous regular meeting, making any necessary revisions and approving the minutes as originally drafted or as revised. The public may obtain copies of the minutes of the meetings of the Commission as allowed under the Open Meetings Statute.
7. Quorum. A majority of the membership of the Commissioners shall constitute a quorum, including any vacant seats, and the affirmative vote of a majority of all present and constituting a quorum shall constitute official action taken by the Commission on behalf of the Authority.

If at any meeting there is less than a quorum present, a majority of the Commissioners present may adjourn the meeting to a later date and time no less than one (1) day nor more than ten (10) days from the date of the original meeting, with reasonable notice of the rescheduled meeting provided to any absent Commissioner, with no further official notice of any kind being necessary except as

may otherwise be required by law.

8. Meetings to be Open to the Public.

Subject only to lawfully recognized exceptions, all official meetings of the Commissioners, including committee meetings, shall be conducted openly and otherwise in compliance with the Open Meetings Statute.

At each meeting of the Commissioners, the presiding officer shall devote an agenda item to hearing petitions and requests to the Commissioners from the public. When this agenda item is reached, the presiding officer shall determine whether any member of the public wishes to petition or make any request of the Commissioners, and the Commissioners may hear petitions and requests for such period as they deem appropriate. Reasonable time limitations may be placed upon such speakers by the presiding officer.

The Commissioners encourage public attendance at all of their meetings. Only such discussion or participation by visiting persons as is invited by consent of the Commissioners shall be permitted at times other than when petitions and requests are being heard.

9. Duty to Vote. No Commissioner shall be excused from voting, except on matters involving consideration of his or her own official conduct or when such Commissioner is excused or recused from voting when a Commissioner has a defined conflict pursuant to the Conflict of Interest Policy adopted by the Authority.
10. Other Operating Procedures. The Commission shall refer to the current edition of *Robert's Rules of Order Newly Revised* to answer procedural questions not addressed in these Bylaws, so long as such procedures prescribed do not conflict with North Carolina law.

ARTICLE IV.

Officers

1. Designation. The officers of the Authority shall be a Chairman, a Vice-Chairman, and a Secretary. Only the Chairman and Vice-Chairman are required to also be Commissioners of the Authority.
2. Election and Terms. The officers provided for in Article IV, Section 1 shall be elected at each annual meeting of the Commissioners and shall hold office until the next annual meeting or until their successors are elected, qualified, and take office.
3. Officer Succeeding Self. Any officer may be elected by the Commissioners to succeed himself or herself in office, provided that the requirement that the Chairman and Vice-Chairman also be members or Commissioners of the Authority be observed.
4. Chairman. The Chairman shall preside at all meetings of the Commissioners and shall have and exercise such authority and perform such duties as shall be determined by the Commissioners.
5. Vice-Chairman. At the request of the Chairman, or in the event of the absence or disability of the Chairman, the Vice-Chairman shall perform the duties and possess and exercise the authority of

the Chairman; and the Vice-Chairman shall have such other powers and exercise such other authority and perform such other duties as shall be determined by the Commissioners.

6. Secretary. The Secretary, or the Secretary's appointed designee, which may be the Clerk to the Commission, shall have charge of such books, documents and papers as the Commissioners may determine and shall have the custody of the corporate or official seal. The CEO shall serve as the Secretary of the Commission. The Secretary, or appointed designee, shall attend and keep the minutes of all the meetings of the Commissions. The Secretary shall keep a record of the names of all persons who are Commissioners, the dates of their appointments and dates of expiration of their terms, and their places of residence, and such record shall be open for inspection as prescribed by law. The Secretary, or Clerk to the Commission, shall notify in writing the Chairman of the Commission at least ninety (90) days prior to the expiration of the term for which a Commissioner was appointed so that the Commission may have time to propose the reappointment of such person or to undertake the nomination process as set forth in Article II hereof. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control and direction of the Commissioners, and shall perform such other duties as may be determined by the Commissioners.
7. Removal from Office.
 - (a) Grounds. Any officer provided for in Article IV, Section 1 who is also a Commissioner of the Authority may be removed from his or her office (but not from being a Commissioner of the Authority) by the Commissioners:
 - (i) For mental or physical incapacity to perform properly and adequately the duties and functions of the respective office;
 - (ii) For repeated absence from meetings of the Commissioners or from the offices of the Authority or meetings of committees of the Commissioners to the extent that such absences constitute gross neglect in the performance of the duties of such office to the inconvenience, damage or disadvantage of the Authority in carrying on its functions and purposes;
 - (iii) For any act of dishonesty;
 - (iv) For any act or series of acts or omissions which are contrary to the best interests of the Authority and tend to impede or obstruct the carrying on of its functions and purposes in an orderly manner, or
 - (v) For any other cause which is deemed less than reasonably satisfactory performance of the duties and function of such office.
 - (b) Procedure. In the event, the Commissioners for any reason request the resignation of an officer to which subsection (a) above applies and such request is declined, the Commissioners may by resolution state the grounds upon which they claim such officer should be removed from office, and such statement shall be served upon such officer at least ten (10) days prior to a meeting at which action is to be taken thereon. Such officer is entitled to be present at such hearing and be heard if he or she so desires and is also entitled to offer such evidence as he or she may deem appropriate in response to the statement

served upon such officer. The decision of the majority of the Commissioners in such matter shall be final.

ARTICLE V.

Personnel

1. General. The Commission may employ such personnel as may be necessary or convenient in carrying out the objectives and purposes for which the Authority was created, define their duties and functions and set their terms of employment, such as compensation, fringe benefits, separation from service arrangements, and other pertinent details.
2. CEO. The Commissioners shall employ a Chief Executive Officer ("CEO"), who shall also serve as the Public Health Director. The CEO shall be responsible for the efficient administration of the operations of the Authority and shall carry out the policies and directives of the Commissioners and is authorized to sign those documents as may from time to time be approved by the Commission. The CEO shall serve as the Secretary of the Commission. The CEO or her designee shall attend all official meetings of the Commissioners and, when requested, all committee meetings of the Commissioners, shall be entitled to notice of all meetings, and shall be entitled to take part in discussions of matters before the Commissioners but shall have no vote. The CEO shall be responsible for obtaining and furnishing to the Commissioners financial and other reports as may be required by the Commissioners, and he or she shall recommend to the Commissioners from time to time such measures as he or she shall deem necessary or advisable. The CEO shall be responsible for the preparation and submission to the Commissioners of the proposed annual budget, shall keep the Commissioners informed as to the financial needs and condition of the Authority and shall perform such other duties as may be determined by the Commissioners.
3. Professional Assistance. The Commissioners may employ or engage such accountants, engineers, legal counsel and other professional experts for assistance as they may determine to be necessary or advisable and fix and determine the terms of such employment or engagement.

ARTICLE VI.

Compensation/Expenses

1. Compensation of Commissioners. For their services as Commissioners, the Commissioners shall receive no compensation.
2. Expenses. Commissioners shall be entitled to reimbursement for the amount of actual necessary expenses including travel expense incurred by them in the discharge of their duties, and the Commissioners may make policies concerning such reimbursement.
3. Compensation of Persons Other Than Commissioners. Any officer, agent or employee of the Commissioners or the Authority, other than a Commissioner, and any professional expert retained by the Commissioners shall receive such compensation and be reimbursed for such expenses as the Commissioners may approve by resolution or otherwise.

ARTICLE VII.

Reports

1. Annual Report. At each annual meeting, the Commissioners shall receive from any person who has been charged with such responsibility a full and accurate report of the operations of the Authority during the preceding fiscal year, the assets and liability of the Authority as of the end of such fiscal year, the financial condition of the Authority as of the end of such fiscal year and any and all other information which may have a significant bearing upon the condition and operation of the Authority. Such report shall include such matters as may be directed by the Commissioners and shall be filed with the minutes of such meeting and be open to inspection by the public.
2. Other Reports. The Commissioners may require the filing of reports other than annual reports on a monthly, quarterly or other basis containing such information in such detail as they may deem appropriate.

ARTICLE VIII.

Contracts

The Commissioners may, except as herein or by law otherwise provided, authorize any officer or other person to enter into any contract or execute and deliver any written instrument in the name of an on behalf of the Authority, and such authority may be general or confined to a specific instance; and unless so authorized by the Commissioners no officer or other person shall have any power or authority to bind the Authority by any contract or engagement or to render it liable pecuniarily for any purpose or in any manner.

ARTICLE IX.

Advisory Committees

1. Committees Generally. The Commissioners may from time to time appoint from among the Commissioners or such other persons as the Commissioners may deem fit one or more advisory committees for recommendatory purposes only. The members of such committees shall serve at the pleasure of the Commission and be disbanded at such time as the Commission may elect. None of the authority or responsibility vested in the Commissioners may be delegated or surrendered to any such committee.
2. Committee Meetings. Any meetings of any committee appointed by the Commission must adhere to the notice requirements, the open meetings provisions and the requirements to keep full and accurate minutes as set forth in the Open Meetings Statute and these Bylaws for meetings of the Commission.
3. Committee Operations. Each committee will be described and follow such operating procedures as set forth in a charter pertaining to the purpose of such committee and approved in form by the Commission.

ARTICLE X.

Fiscal Year

The fiscal year of the Authority shall begin on July 1 and end on the following June 30.

ARTICLE XI.

Amendments

The Commissioners may amend and repeal these bylaws provided that such action shall be taken only at an annual, regular or special meeting of the Commissioners.

Before any amendment or repeal of any bylaw may be made, written notice thereof and of the text of the proposed amendment or repeal shall be given to the Commissioners at least seven (7) days prior to the date of the meeting at which official action with respect thereto is to be taken.

This and the foregoing nine (9) pages contain the amended bylaws adopted by the Commissioners of the Public Health Authority of Cabarrus County on this 20th day of June, 2023.

DocuSigned by:

Lara J. Pons MD

Chairman of the Commission of Cabarrus Health Alliance

Printed name: Dr. Lara J. Pons, M.D.

Date signed: June 20, 2023

ATTEST:

DocuSigned by:

Raquesha R. Balknight

Clerk to the Board

Clerk to the Board of Cabarrus Health Alliance

Established February 18, 1997

Amended August 14, 2012

Reviewed January 8, 2013

Reviewed February 11, 2014

Reviewed May 12, 2015

Revised May 10, 2016

Revised May 14, 2019

Reviewed and Adopted by the Cabarrus County Board of Commissioners June 17, 2019

Revised August 3, 2020

Revised April 13, 2021

Revised May 17, 2022

Revised June 20, 2023