



BY LAWS OF  
THE COUNTY OF SANTA CRUZ  
INTEGRATED COMMUNITY HEALTH CENTER  
COMMISSION

# *Table of Contents*

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## The County of Santa Cruz Integrated Community Health Center Commission

<b>Introduction</b> .....	3
<b>Article I Purpose of Commission</b> .....	4
<b>Article II Responsibilities</b> .....	5
<b>Article III Limitations of Authority</b> .....	6
<b>Article IV Members</b> .....	7
Section I Membership.....	7
Section II Membership Qualifications.....	7
Section III Responsibilities and Rights of Members.....	8
<b>Article V Term of Office</b> .....	9
<b>Article VI Removal</b> .....	10
<b>Article VII Conflict of Interest</b> .....	11
<b>Article VIII Compensation</b> .....	12
<b>Article IX Meetings</b> .....	13
Section I Regular Meetings.....	13
Section II Conduct of Meeting.....	13
Section III Open and Public.....	13
Section IV Notice, Agenda and Supportive Materials.....	13
Section V Special Meetings.....	14
Section VI Quorum and Voting Requirements.....	14
<b>Article X Officers</b> .....	14
Section I Nomination & Election.....	15
Section II Appointment of Chair/Vice Chair.....	15
Section III Vacancies.....	15
Section IV Responsibilities.....	15
A. Chair.....	15
B. Vice-Chair.....	15
<b>Article XI Executive Committee</b> .....	16
Section I Meetings.....	16
Section II Membership.....	16
Section III Election.....	16
Section IV Powers.....	16
Section IV Voting.....	16
Section VI Vacancies.....	16
<b>Article XII Committees</b> .....	17
Section I Committee Appointments.....	17
A. Chair.....	17

B. Members.....	17
C. Term of Office.....	17
D. Vacancies.....	17
Section II Meetings.....	18
Section III Minutes.....	18
<b>Article XIII Amendments and Dissolution.....</b>	<b>19</b>
<b>Appendix A Conflict of Interest.....</b>	<b>20</b>

## *Introduction*

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This body shall be known as the County of Santa Cruz Integrated Community Health Center Commission, and shall be thereafter referred to as “CHC Commission” or the “Commission”. The Commission is also known as “Board” under Health Resources and Services Administration (HRSA). The Commission shall serve as the independent local co-applicant governing board of the Santa Cruz County Community Health Center pursuant to the Public Health Services Act and its implementing regulations. The County of Santa Cruz, a public entity and political subdivision of the State of California, shall act as co-applicant with the Commission.

## *Article I: Purpose*

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The Commission is the patient/community-based governing board mandated by the Health Resources Services Administration's ("HRSA") Bureau of Primary Health Care ("BPHC") to set health center policy and provide oversight of the county's network of federally-qualified health centers ("FQHCs").

The Commission shall work cooperatively with the County of Santa Cruz acting in its role as co-applicant, to support and guide the Santa Cruz County Community Health Center ("CHC") in its mission to provide comprehensive health care that is quality-driven, affordable and culturally competent to the people of Santa Cruz County.

## *Article II: Responsibilities*

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The Commission has specific responsibilities to meet the governance expectations of HRSA, while day-to-day operational and management authority reside with the CHC staff.

The Commission's responsibilities include providing advice, leadership and guidance in support of the CHC's mission.

The Commission will be knowledgeable about marketplace trends and shall have the responsibility for assisting and advising the CHC to ensure that CHC remains viable in its marketplace while it pursues its mission.

The Commission shall have the following responsibilities:

- Hold regular meetings and maintain a record of all official actions;
- Approve the annual CHC budget and audit;
- Identification and consultation about the services to be delivered and the hours of operation;
- Review and approve financial priorities and approval of the FQHC clinic budget;
- Adoption of policies necessary and proper for the efficient and effective operation of the FQHC clinics;
- Periodic evaluation of the effectiveness of the FQHC clinics in making services accessible to County residents;
- Development and implementation of a procedure for hearing and resolving patient grievances;
- Approval of the implementation and ongoing operation of the FQHC clinics;
- Adoption of a quality of care audit procedure;
- Compliance with federal, state, and local laws and regulations;
- Adoption of bylaws;
- Approve the selection, performance evaluation, retention, and dismissal of the health center's Chief of Clinic Service;
- Approve any clinic fees and discount program;
- Long-term strategic planning, which would include regular updating of the health center's mission, goals, and plans, as appropriate;
- Evaluating the health center's progress in meeting its annual and long-term goals; and
- Approving applications related to the health center project including grants/designation application and other HRSA requests regarding scope of project.

The Commission shall work with the CHC's management and community leaders to actively engage in long-term strategic planning to position the CHC now and into the future.

## *Article III: Limitations of Authority*

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The Board of Supervisors shall maintain the authority to set general policy on fiscal and personnel matters pertaining to the FQHC clinics, including financial management practices, charging and rate setting, labor relations and conditions of employment. The Commission may not adopt any policy or practice, or take any action, which is inconsistent with the County Code, or which alters the scope of any policy of the Board of Supervisors regarding fiscal or personnel issues.

## *Article IV: Members*

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### **Section I – Membership**

There shall be eleven (11) at large voting members of the Commission and one ex-officio non-voting member.

1. Membership categories:

A. Six (6) Patient Members selected from patients or qualified elected representatives of patients of the Santa Cruz County FQHCs ("Patient Members"). There shall be at least one Patient Member from each Supervisorial District and one Patient Member selected at large;

B. Five (5) Community Members ("Community Members") from differing segments of the County with expertise in community affairs, finance, legal affairs, or business or other commercial concerns; and

C. The Chief of Clinics, who shall serve as an ex-officio non-voting member of the Commission.

2. Establishment of Commission. The initial members of the Commission shall be nominated and appointed by the Board of Supervisors.

3. Following the establishment of the Commission and the seating of its initial members, the appointment of any member and the filling of any vacancy shall be made by the County Board of Supervisors.

### **Section II – Membership Qualifications.**

1. No more than two (2) of the Community members may receive more than ten percent (10%) of his or her annual income from the health care industry.

2. All members must be residents of Santa Cruz County. No member of the Commission shall be an employee or an immediate family member of an employee of the County of Santa Cruz. No member shall have a financial interest, which would constitute a conflict of interest.

3. A majority of members of the board (at least 51 percent) must be individuals who are served by the health center.

4. Patient board members must be a current registered patient of the health center and must have accessed the health center in the past 24 months to receive at least one or more in-scope service(s) that generated a health center visit.

5. As a group, patient members of the board must reasonably represent the individuals who are served by the health center in terms of race, ethnicity, and sex. Health centers are also encouraged to consider patient members' representation in terms of other factors such as socioeconomic status, age, and other relevant demographic factors.

6. A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant, may also be considered a patient for purposes of board representation.

### **Section III - Responsibilities and Rights of Members**

1. All members must:

A. Attend all Commission meetings.

B. Serve without compensation from the FQHC; however mileage and meal expenses may be allowable in accordance with the reimbursement policies of the County of Santa Cruz.

C. Be subject to the conflict of interest rules applicable to the Board of Supervisors of the County of Santa Cruz and the laws of the State of California.

2. Members shall be entitled to receive agendas, minutes, and all other materials related to the Commission, may vote at meetings of the Commission, and may hold office and may Chair Commission committees.

## *Article V: Term of Office*

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The term of office for Commission members shall be for four (4) years. A member shall be limited to no more than three (3) consecutive terms of membership. The effective date of membership corresponds to the date of appointment.

## *Article VI: Removal*

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Any member may be removed whenever the best interests of the CHC or the Commission will be served. The member whose removal is placed in issue shall be given prior notice of his/her proposed removal, and a reasonable opportunity to appear and be heard at a meeting of the Commission. A member may be removed pursuant to this section by a vote of two-thirds (2/3) of the total number of members then serving on the Commission. A member may also be removed by the County Board of Supervisors consistent with the Co-applicant Agreement.

Continuous and frequent absences from the Commission meetings, without reasonable excuse, shall be among the causes for removal. In the event that any member is absent without acceptable excuse from three (3) consecutive Commission meetings or from four (4) meetings within a period of six (6) months, the Commission shall automatically give consideration to the removal of such person from the Commission in accordance with the procedures outlined in this Article.

The Commission will accept a verbal resignation of a Commission member as long as it is properly documented. The Commission will send an email or letter to the Commission member confirming the resignation. Following seven days (7) of receipt of the letter by the Commission, the resignation is accepted.

## *Article VII: Conflict of Interest*

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A conflict of interest is a transaction with the CHC in which a Commission member has a direct or indirect economic or financial interest. Conflict of interest or the appearance of conflict of interest by Commission members, employees, consultants and those who furnish goods or services to the CHC must be declared. Commission members are required to declare any potential conflicts of interest by completing a conflict of interest declaration form (see Appendix "A").

In situations when a conflict of interest may exist for a member, the member shall declare and explain the conflict of interest. No member of the Commission shall vote in a situation where a personal conflict of interest exists for that member.

No member of the Commission shall be an employee or an immediate family member of an employee of the Santa Cruz County FQHCs, provided however that a member may otherwise be an employee of the County.

In addition to the requirements imposed by these bylaws, Commission members shall also be subject to all applicable state and federal conflict of interest laws.

## *Article VIII: Compensation*

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Members of the commission shall serve without compensation from the FQHC. Travel and meal expenses when traveling out of Commission business shall be approved in advance by the Commission.

# *Article IX: Meetings*

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## **Section I - Regular Meetings**

The Commission shall meet at least monthly and maintain records/minutes that verify and document the board's functioning. Where geography or other circumstances make monthly, in-person participation in board meetings burdensome, monthly meetings may be conducted by telephone or other means of electronic communication where all parties can both listen and speak to all other parties.

## **Section II - Conduct of Meeting**

The meeting shall be conducted in accordance with the most recent edition of *The Sturgis Standard Code of Parliamentary Procedure* unless otherwise specified by these bylaws.

## **Section III - Open and Public**

All meetings will be conducted in accordance with the provisions of the Ralph M. Brown Act, open public meeting law, as amended.

## **Section IV - Notice, Agenda and Supportive Materials**

- A. Written notice of each regular meeting of the Commission, specifying the time, place and agenda items, shall be sent to each member not less than seventy-two (72) hours prior to the meeting except as permitted by the Ralph M. Brown Act. Preparation of the agenda shall be the responsibility of the Chair in conjunction with the Chief of Clinic Services, or his or her designee.
- B. The agenda of each regular meeting shall be posted in each FQHC clinic location and on the clinic's website.
- C. Supportive materials for policy decisions to be voted upon shall be distributed to all members along with the agenda. If, on a rare occasion, such prior submission is precluded by time pressures, and if the urgency of a Commission vote is established by the Chair of the Commission, an item may be placed on the agenda although supporting materials are not available in time to be distributed; however, such material shall be available at the meeting.
- D. Items which qualify as an emergency can be added to the agenda pursuant to the Ralph M. Brown Act.

## **Section V - Special Meetings**

To hold a special meeting, advance notice of such meeting shall be given.

## **Section VI - Quorum and Voting Requirements**

- A. A quorum is necessary to conduct business and make recommendations. A quorum shall be constituted by the presence of a majority of the appointed members of the Commission.
- B. A majority vote of those Commission members present and voting is required to take any action.
- C. Each member shall be entitled to one vote. Voting must be in person or telephonically; no proxy votes will be accepted.
- D. Commission member attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of members attending shall be recorded in the official minutes. Where geography or other circumstances make monthly, in-person participation in board meetings burdensome, monthly meetings may be conducted by telephone or other means of electronic communication where all parties can both listen and speak to all other parties.
- E. The Chief of Clinic Services shall have direct administrative responsibility for the operation of the FQHCs and shall attend, or assign a delegate in his/her absence to all meetings of the Commission, but shall not be entitled to vote.

# *Article X: Officers*

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The Chair and Vice-Chair shall be chosen from among the members of the Commission.

## **Section 1: Nomination & Election**

Nominees for officers shall be selected from the Commission membership. Nominations for officers shall be made at the regular November meeting. A nominee may decline nomination.

Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the December meeting of the Commission.

Initial selection of officers upon creation of the commission will transpire at the same Commission board meeting following the adoption of these bylaws.

## **Section 2: Appointment of Chair/Vice Chair**

Officers shall be elected for a term of one (1) year, or any portion of an unexpired term thereof, a person shall be limited to no more than four (4) consecutive terms of membership. A term of office for an officer shall start January 1, and shall terminate December 31, of the same year, or shall serve until a successor is elected.

## **Section 3: Vacancies**

Vacancies created during the term of an officer shall be filled for the remaining portion of the term by special election by the Commission, at a regular or special meeting in accordance with this Article.

## **Section 4: Responsibilities**

The officers shall have such powers and shall perform such duties as from time to time shall be specified in these Bylaws, or other directives of the Commission.

### **A. Chair**

The Chair shall preside over meetings of the Commission, shall serve as Chair of the Executive Committee and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the Commission.

### **B. Vice-Chair**

The Vice-Chair shall perform the duties of the Chair in the latter's absence and shall provide additional duties that may from time to time be prescribed by the Commission.

# *Article XI: Executive Committee*

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## **Section 1: Meetings**

The Executive Committee shall meet on an as needed basis and at such time and place as it may designate and shall keep a record of all its proceedings and actions.

Special meetings of the Executive Committee may be called on one (1) day's notice by the Chair.

## **Section 2: Membership**

The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the Commission elected as a member-at-large. Patient members shall be strongly encouraged to serve on the Executive Committee.

## **Section 3: Election**

Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the December meeting of the Commission, in accordance with Article X.

## **Section 4: Powers**

The Executive Committee shall coordinate the activities of all committees; and shall perform such other duties as prescribed by the Commission.

## **Section 5: Voting**

The Executive Committee shall act by majority vote of those present at a meeting having a quorum. Two (2) members of the Executive Committee shall constitute a quorum.

## **Section 6: Vacancies**

Vacancies on the Executive Committee shall be filled by special election at a regular or special meeting of the Commission, in accordance with Article X.

## ***Article XII: Committees***

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In addition to Executive Committees pursuant to Article XI. The Commission may designate one or more committees as the Commission sees as appropriate to carry out its responsibilities. The designation shall be adopted at a meeting of the Commission at which a quorum is present. Each standing committee shall be subject to the requirements of the Ralph M. Brown Act.

Each committee shall consist of two (2) or more Commission members, at least one (1) of who is a patient member. Committees may also consist of additional persons from the community chosen for their knowledge and concern about a specific issue or field or endeavor who are not members of the Commission.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the Commission of its responsibility. Any actions or recommendations of a committee must be approved by the Commission.

### **Section 1: Committee Appointments**

#### **A. Chair**

The Chair of the Commission shall appoint the Committee Chair from the members of the committee.

#### **B. Members**

Committee members shall be appointed by the Chair of Commission and are subject to the review of the Commission.

#### **C. Term of Office**

The Chair of a committee shall hold office for a maximum on one (1) year or until a successor is appointed and approved. All members of each committee shall hold office for one (1) year. A person shall be limited to no more than four (4) consecutive terms of membership.

#### **D. Vacancies**

The Chair, with the approval of the Commission, shall have the power to fill any vacancies that occur on the committee.

## **Section 2: Meetings**

All meetings of the committees shall meet at such time and place as designated by the Chair of the committee and as often as necessary to accomplish their duties.

## **Section 3: Minutes**

All committees shall maintain written minutes of all meetings, which shall be available to the Commission. They shall report in writing to the Commission as necessary, in the form of reports or recommendations.

## *Article XIII: Amendments and Dissolution*

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**Amendments:** The bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the Commission at which a quorum is present, by two-thirds (2/3) of those present and voting. At least fourteen (14) days written notice must be given to each member of the intention as to alter, amend, repeal, or to adopt new Bylaws at such meetings, as well as the written alteration, amendment or substitution proposed. Any revisions and amendments must be approved by the Commission and County Board of Supervisors.

**Dissolution:** Dissolution of the Commission shall only be by affirmative vote of the Commission and County Board of Supervisors at duly scheduled meetings. The causes for dissolution may include changes in laws, regulations, or external environments, circumstances that dictate dissolution such as the identification of an environment that would constitute a threat to patient, employee, or public safety, clinical care, or inappropriateness, or any other circumstance that would constitute a violation of the County Law, or laws and regulations governing FQHC programs, or threaten credentialing, accreditation, or certifications that permit the delivery of services to patients. In considering dissolution, the Commission and County Board shall take into consideration the importance of CHC services to the community, and only exercise such authority as a last resort or remedy.

### CERTIFICATION

These bylaws were approved at a meeting of the board by a two thirds majority vote on

\_\_\_\_\_, 2015.

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Chair \_\_\_\_\_ Date \_\_\_\_\_

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Vice Chair \_\_\_\_\_ Date \_\_\_\_\_

## *APPENDIX “A” Conflict of Interest*

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*Conflict of Interest.* Defined as an actual or perceived interest by the member in an action which results or has the appearance of resulting in personal, organizational, or professional gain.

*Duty of Loyalty.* Commission members be faithful to the organization and can never use information obtained in his/her position as a Commission member for personal gain.

### Responsibilities of Commission Members

1. A Commission member must declare and explain any potential conflicts of interest related to:
  - Using her/his Commission appointment in any way to obtain financial gain for the member’s household or family, or for any business with which the Commission member or a Commission member’s household or family is associated; and
  - Taking any action on behalf of the Commission, the effect of which would be to the member’s household or family’s, private financial gain or loss.
  
2. No member of the Commission shall vote in a situation where a personal conflict of interest exists for that member.
  
3. No member of the commission shall be an employee or an immediate family member of an employee of the FQHC clinics; however, a member may otherwise be an employee of the county.
  
4. No Commission member shall be an employee of an FQHC or an immediate family member of an employee.
  
5. Any member may challenge any other member(s) as having a conflict of interest by the procedures outlined in the Commission’s Bylaws, Article IX.

As a Commission member, my signature below acknowledges that I have received, read and had an opportunity to ask clarifying questions regarding these conflict of interest requirements. I understand that any violation of these requirements may be grounds for removal from Commission membership. I further understand that I may be subject to all other applicable state and federal conflict of interest requirements in addition to the provisions set forth in these bylaws.

Commission Member’s name (please print):

\_\_\_\_\_

Commission Member’s signature:

\_\_\_\_\_ Date: \_\_\_\_\_