

# **BY-LAWS**

**BY-LAWS EFFECTIVE MAY 2015**

# Ventura County Community Health Center Board

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## Article I: Name

The name of this board shall be the Ventura County Community Health Center Board, herein referred to as the CHC Board.

## Article II: Mission

The CHC Board is the governing board mandated by the Health Resources and Services Administration's (HRSA) Bureau of Primary Health Care to provide oversight of the County of Ventura's network of Federally Qualified Health Centers (FQHCs), which collectively comprise a Community Health Center (CHC) for purposes of Section 330 of the Public Health Service Act.

## Article III: Authority

The CHC Board works closely with the Ventura County Board of Supervisors and the Ventura County Health Care Agency (HCA) to oversee the CHC. CHC Board responsibilities include providing advice, leadership, and guidance in support of HCA in its mission to provide quality, affordable health care to the people of Ventura County. Based on the mandates of the County of Ventura's Primary Care Grant from HRSA, the CHC Board shall have the following specific responsibilities:

- A. Holding monthly public meetings, and maintaining records/minutes that verify and document the CHC Board's activities.
- B. Reviewing all contracts and applications related to the Primary Care Grant and associated budget and any requests to HRSA regarding changes in scope of services.
- C. Reviewing the annual Primary Care Grant budget and any audit results.
- D. Conducting periodic community health needs assessments including regular updating of the CHC's mission, goals, and strategic plan, as appropriate.
- E. Recommending and approving services to be provided by the CHC, as well as the location and mode of delivery of those services.
- F. Approving the hours during which services are provided at CHC clinics that are appropriate and responsive to community needs.

- G. Approving general policies for the CHC that are consistent with the requirements of the Primary Care Grant.
- H. Reviewing HRSA program requirements pursuant to County of Ventura policy.
- I. Providing an annual report to the Ventura County Board of Supervisors.
- J. Providing an annual performance evaluation of the CHC Executive Director in their role as CHC Executive Director.

The Ventura County Board of Supervisors shall maintain complete authority over HCA operations. The CHC Board shall not take any action that is inconsistent with any provision of the Ventura County Ordinance Code, any County of Ventura policy, or any action of the Ventura County Board of Supervisors.

## Article IV: Membership

- A. There shall be at least nine (9) members of the CHC Board and no more than fifteen (15). Membership shall be divided between individuals who are serviced by the CHC clinic system (Consumer Members) and representatives of the community served by the CHC (Community Members) as follows:

<b>Total CHC Board Membership</b>	<b>Minimum Number of Consumer Members</b>	<b>Maximum Number of Community Members</b>
9	5	4
10	6	4
11	6	5
12	7	5
13	7	6
14	8	6
15	8	7

- B. Each Consumer Member shall be a current patient or a legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant patient of the CHC and must have accessed the CHC as a patient in the previous twenty-four (24) months. If possible, Consumer Members should reasonably represent the population served by the CHC in terms of race, ethnicity, and gender.
- C. The Community Members shall have expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial

and industrial concerns, or social service agencies within the community. No more than 50% of the Community Members may derive more than 10% of their annual income from the health care industry.

- D. No CHC Board member may be an employee of the CHC or an immediate family member by blood, marriage, or adoption (i.e., spouse, child, parent, brother, or sister) of a CHC employee. Employees of the County of Ventura and their immediate family members, who are not employees of the CHC, may be members of the CHC Board. All CHC Board members must be United States citizens and residents of Ventura County.
- E. At least one CHC Board member must advocate for, have personally experienced being a member of, represent, have expertise in, or worked closely with a special population (i.e., individuals experiencing homelessness or agricultural worker).
- F. CHC Board members shall be first nominated by the CHC Board and then appointed by the Ventura County Board of Supervisors. Upon the appointment of the initial members of the CHC Board, two (2) Consumer Members and two (2) Community Members shall serve one (1) year terms, two (2) Consumer Members and two (2) Community Members shall serve two (2) year terms, and two (2) Community Members and one (1) Consumer Member shall serve three (3) year terms. Following the initial terms. All CHC Board members shall be appointed to three (3) year terms. No individual shall serve more than two (2) consecutive full terms as a CHC Board member. CHC Board members appointed to replace members who have resigned or otherwise left the CHC Board prior to completion of their term will serve the remainder of the unfinished term.
- G. Nominations for all appointments to the CHC Board will be presented to the CHC Board, which may subsequently recommend appointees to the Ventura County Board of Supervisors by a majority vote. The process for CHC Board membership includes extensive vetting by the CHC Board Clerk and HCA Compliance Department, including a background check. Once an applicant has been properly vetted the CHC Board Clerk will make the appointment recommendation to the CHC Board. Once appointed by the Ventura County Board of Supervisors, new CHC Board members will be sworn in at the next CHC Board meeting.
- H. CHC Board members may be removed for cause by a vote of two-thirds of the total number of CHC Board members then serving (not including the Board member who is the subject of the vote). A CHC Board member whose removal is considered by the CHC Board will be given prior notice of his/her proposed removal, and a reasonable opportunity to be heard at a meeting of the CHC Board. Continuous and frequent absences from meetings of the CHC Board, without reasonable excuse, shall be among the grounds for removal. In the event any CHC Board

member is absent without reasonable excuse from three (3) consecutive Board meetings or from four (4) meetings within a period of six (6) months, the CHC Board shall consider removal of such person from the CHC Board.

- I. CHC Board members shall serve without compensation. CHC Board member mileage and meal expenses may be reimbursed in accordance with the reimbursement policies of the County of Ventura.
- J. A CHC Board member may resign by providing written notice to the CHC Secretary, who shall notify the Ventura County Clerk of the Board.
- K. All CHC Board members shall receive two (2) hours of ethics training every two (2) years in accordance with County of Ventura policy. The CHC Board Clerk will track compliance with the ethics training.

## Article V: Meetings

### A. GUIDELINES FOR BOARD MEETINGS:

- 1) All meetings and committee meetings shall be conducted during regular business hours.
- 2) All meetings of the CHC Board shall be subject to the provisions of Chapter 9 (commencing with Section 54950) of Part 1 of Division 2 of Title 5 of the Government Code (Brown Act) relating to meetings of local agencies.
- 3) Regular CHC Board meetings shall be held monthly. The date, time and location of each meeting shall be announced at the immediately preceding meeting. A regular meeting may, for cause, be rescheduled by the Chairperson with seventy-two (72) hour advance notice.
- 4) Special meetings may be called, consistent with the Brown Act, by the Chairperson or by a majority vote of the CHC Board. Notice of such special meeting shall conform to Government Code Section 54956.
- 5) A quorum shall be defined as one person more than half of the appointed CHC Board members then serving. A quorum shall be required for any action of the CHC Board.

### B. PROCEDURES:

- 1) The agendas for CHC Board meetings shall be established by the Chairperson.
- 2) The agenda shall be posted in a manner consistent with Government Code Section 54954.2.
- 3) Any CHC Board member wishing to recommend an item for the CHC Board agenda may contact the Chairperson or Vice-Chairperson or their designee.

- C. CONTENTS AND SUPPORTING DOCUMENTATION FOR AGENDA ITEMS:
- 1) Agendas for CHC Board meetings shall include:
    - a) The roll call and the CHC Board Clerk's announcement of the presence or absence of a quorum;
    - b) Reports from CHC Board officers and CHC Board committees;
    - c) Approval of minutes of the previous CHC Board meeting; and
    - d) Items identified by the Chairperson or designee as most urgently requiring action.
  - 2) The agenda for regular meetings shall be distributed, with requisite informational material, to each CHC Board member not later than seventy-two (72) hours preceding the meeting at which the agenda is to be discussed.
  - 3) The agenda shall be posted for viewing by the public at 2240 E. Gonzalez, Oxnard, California not later than seventy-two (72) hours preceding the meeting.

## Article VI: Officers

- A. OFFICERS:
- 1) The officers of the CHC Board shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary.
  - 2) Officers shall be elected at the June meeting to serve for a term of one (1) year or until their successors have been duly elected.
- B. EACH OFFICER MUST:
- 1) Have been a member of the CHC Board for at least one (1) year, or if a member for less than a year, must be elected by a two-thirds vote of the CHC Board.
  - 2) Possess good leadership qualities.
  - 3) Be able to devote sufficient time to carry on the duties of the elected position.
- C. ELECTION OF OFFICERS:
- 1) During the April meeting, the Chairperson shall appoint, and the CHC Board shall confirm, a Nominating Committee of no fewer than three (3) and not more than five (5) members of the CHC Board.
  - 2) At the May meeting, the Nominating Committee shall place in nomination the candidates selected. Further nominations from the floor may be accepted.
  - 3) During the June meeting, the election shall be conducted in accordance with the Brown Act.
  - 4) The officers elected at the June meeting will take their respective offices on July 1st.
  - 5) Notwithstanding the normal election process detailed in paragraphs C.1 through C.4 above, when circumstances warrant, an election may be held at

any time during the year. Circumstances which would warrant a special election include, but are not limited to: the resignation or impending resignation of one or more officers or the termination, expiration or impending expiration of the CHC Board membership of one or more officers.

D. DUTIES:

1) Duties of the Chairperson:

- a) Administer operation of the CHC Board and preside at all meetings.
- b) Call special meetings as necessary.
- c) Appoint Ad Hoc Committee chairs, from the ranks of the CHC Board membership, with ratification by the CHC Board.
- d) Establish meeting agendas.
- e) Maintain consultation with the HCA Director, the CHC Executive Director and the CHC Board Clerk.
- f) Review reports, including an annual report to the Ventura County Board of Supervisors.
- g) Represent the CHC Board and perform other duties ordinarily performed by a Chairperson.

2) Duties of the Vice-Chairperson:

- a) Exercise all the responsibilities of the Chairperson in the absence of the Chairperson.
- b) Meet all responsibilities delegated by the Chairperson and mutually agreed upon.

3) Duties of the CHC Treasurer shall include:

To serve as a chairperson of any Ad Hoc Committee established to discuss fiscal related matters.

4) Duties of the CHC Secretary shall include:

Perform the usual duties pertaining to secretaries to include recording, storage and distribution of minutes.

## Article VII: Committees

A. EXECUTIVE COMMITTEE:

1) The Executive Committee shall be comprised of the Chairperson, Vice Chairperson, and CHC Secretary.

- a) Each member is entitled to one vote.
- b) Two (2) members of the Executive Committee shall constitute a quorum.

2) Duties of the Executive Committee:

- a) Carry out any responsibilities delegated by the CHC Board.



b) Meet as necessary to carry out the duties of the Executive Committee.

**B. NOMINATING COMMITTEE:**

- 1) The Chairperson shall appoint and the CHC Board shall confirm a Nominating Committee of not fewer than three (3) and not more than (5) members of the CHC Board.
- 2) The Nominating Committee shall select a slate of officers for the coming year, secure the verbal consent of those selected, present the slate of officers, and conduct the elections.

**C. AD HOC COMMITTEES:**

The Chairperson may, with the agreement of the members concerned, establish Ad Hoc Committees as needed. The appointed chairs of all Ad Hoc Committees established shall be members of the CHC Board. All Ad Hoc Committees shall be dissolved when the assigned task is accomplished.

## Article VIII: Parliamentary Authority

Except where state law or regulations, County of Ventura ordinances, Ventura County Counsel opinions or these By-laws apply, the current edition of Robert's Rules of Order shall govern the procedures of the CHC Board.

## Article IX: Conflict of Interest

The CHC Board hereby adopts the County of Ventura Code of Ethics and associated procedures as applicable to members of the CHC Board, the CHC Executive Director, and all staff contracted or employed at all service sites. Conflict of interest training will be conducted and attested annually. Board members shall complete Form 700, Statement of Economic Interests annually as required by the Fair Political Practices Commission (FPPC).

## Article X: Amendments

Any proposed amendment to these By-laws must be approved at a regular meeting by a two-thirds vote of all CHC Board members serving at the time, provided that notice of the proposed amendment is given in advance. Amendments to these By-laws are also subject to review and approval by the Ventura County Board of Supervisors.

## Article XI: Organizational Changes

In the event HCA is reorganized or merged with another agency within the County of Ventura, the CHC Board shall:

- A. Continue to meet its purpose and responsibilities in cooperation with the newly created organizational unit performing community health functions.
- B. Immediately upon reorganization or merger amend these By-laws, as needed.

## Article XII: Dissolution of the CHC Board

The CHC Board shall be immediately dissolved upon the non-renewal or termination of the Primary Care Grant, or upon the loss of any license, permit or other authorization required by law or regulation for operation of the CHC.

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CHC Board Chair Signature

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Date