

BEFORE THE BOARD OF COMMISSIONERS OF LANE COUNTY, OREGON

ORDER NO: 15-09-29-03

IN THE MATTER OF APPROVING BYLAW
REVISIONS FOR THE COMMUNITY HEALTH
COUNCIL (LM 3.534)

WHEREAS, the Community Health Council has reviewed its bylaws and proposed revisions to various articles in order to update language, clarify Council practice in relation to committees and add required language related to committee member roles and committee dissolution; and

WHEREAS, the Community Health Council voted unanimously to submit the revised bylaws to the Board of County Commissioners for consideration and approval;

NOW, THEREFORE, the Board of County Commissioners of Lane County **ORDERS** as follows:

1. The Community Health Council bylaws be approved, as attached herewith.

ADOPTED this 29th day of September, 2015.



Jay Boziewich, Chair
Lane County Board of Commissioners

APPROVED AS TO FORM:
Date 9/29/15

LANE COUNTY OFFICE OF LEGAL COUNSEL


Community Health Council

BYLAWS

Community Health Council
Lane County Health & Human Services
125 E 8th Avenue
Eugene, Oregon 97401
(541) 682-3798 FAX (541) 682-3760
<http://www.lanecounty.org/>

Signed : _____ , President

Article I: Name

This body shall be known as the Community Health Council, herein after referred to as “Council.”

Article II: Purpose

The Council shall assist and advise the Lane County Board of Commissioners and the Community Health Centers of Lane County (CHCLC), a Federally Qualified Health Center, in promoting its vision of healthy people in healthy communities. It shall support and guide the CHCLC in its mission to provide comprehensive, integrated health care that is quality-driven, affordable and culturally competent to the people of Lane County. The Council will provide input and feedback to generally advise the development, implementation and evaluation of CHCLC programs, including but not limited to, all programs funded through the Federal Bureau of Primary Health Care, Section 330 grants.

Article III: Office

The principal office of the Council shall be located at 125 East 8th Avenue, Eugene, Oregon 97401.

Article IV: Responsibilities

The Community Health Centers of Lane County is a Division of the Lane County Department of Health & Human Services. As a public entity, Lane County retains the responsibility of establishing fiscal and personnel policies. Day-to-day leadership and management rest with CHCLC staff under the immediate direction of the Division Manager and the indirect direction of the Director, Health & Human Services. ~~Mental-Behavioral~~ Health is a Division of the Lane County Department of Health & Human Services, separate from the CHCLC, but administratively and operationally linked to the CHCLC ~~by means of an Intra-Departmental Work Plan. This administrative and functional linkage is required,~~ as the outpatient ~~mental behavioral~~ health services provided by Lane County ~~Mental-Behavioral~~ Health (~~LCMHLCBH~~) come under the scope of the CHCLC, with the ~~LCMH-LCBH~~ facility at 2411 Martin Luther King Boulevard in Eugene being recognized by the ~~BPHC-Bureau of Primary Health Care~~ as a CHCLC site. The Community Health Council also fulfills the advisory role of the CHCLC Title X Family Planning Information and Education Advisory Committee.

The Council’s responsibilities include providing advice, leadership and guidance in support of the mission, of the CHCLC. This may also include providing feedback and advice to the Board of County Commissioners regarding the health care needs of Lane County residents.

One goal of the Council is to review marketplace trends and to provide assistance and advice which reflects economic realities in the marketplace.

The Council shall:

- Participate in the selection and evaluation of the CHCLC Division Manager. The Council’s participation in the selection and evaluation will be exercised in accordance

with established County criteria, personnel policies and the Federal Bureau of Primary Health Care grant guidelines and expectations.

- Participate in monitoring CHCLC operations in accordance with applicable federal, state and local laws and regulations.
- Participate in planning and reviewing the CHCLC budget throughout the year, as well as in approving the annual budget and primary care grant application, prior to their submission to the Board of County Commissioners for final adoption.
- Participate in planning, measuring and evaluating the progress of the CHCLC in meeting its annual and long-term programmatic and financial goals.
- Participate in selecting the services provided by the CHCLC and in the selection of those LCMH_LCBH services which come under the scope of the CHCLC and determining the hours during which services are provided at service sites.
- Participate in adopting health care policies regarding scope and availability of services, for both the CHCLC and LCMH_LCBH. The Council delegates all credentialing and privileging responsibilities to the Program Manager/CHC Division Manager or his/her designee.
- Participate in recommendation, approval, or disapproval of any second or subsequent grant applications for CHCLC/LCBMH programs.
- Collaborate with the Mental Health Advisory/Local Alcohol & Drug Planning Committee ~~Mental Health Advisory Committee (MHAC)~~ to ensure appropriate representation of Section 330 grant responsibilities related to the CHCLC are considered by the MHAC.
- The Council shall work with the Community Health Centers of Lane County's management and community leaders to actively engage in long-term strategic planning to position the CHCLC for the future.
- The Council shall review the content and suitability of all family planning materials (informational and/or educational), prior to the production and distribution of these materials, keeping in mind the educational and cultural backgrounds of the target audience. The Council may delegate the review to a
- ~~delegate to~~ a subcommittee of not less than five members, to include at least one age-appropriate consumer of the Clinic's family planning services, ~~the role of reviewing the content and suitability of all family planning materials (informational and/or educational), prior to the production and distribution of these materials, keeping in mind the educational and cultural backgrounds of the target audience~~
- The Council shall review the CHC's Quality Assurance Plan, prior to its submission to the Director, Health & Human Services. This Plan, approved as a CHC Policy & Procedure, shall be reviewed ~~by the Executive Committee, asat~~ least once every three years. The Council may delegate the review to the Executive Committee.

Article V: Members

Section 1: Size

The Council shall have a minimum of 9 members and a maximum of 15 members. Membership may vary, as permitted by the applicable CFR guidelines. However, the requirements to maintain a balance of at least 51% "consumer" membership shall be maintained at all times.

Section 2: Composition

The Council as a whole is committed to diversity and in that spirit shall have members from the following communities:

- Consumers reflecting the populations served
- Health care providers
- Community representatives

A majority of members of the Council must be people who are served by the CHCLC, consumer members, and who as a group represent the individuals being served including demographic factors.

The Council should be comprised of members with a broad range of skills and expertise. Finance, legal affairs, business, health and managed care, social services, labor relations and government are some examples of the areas of expertise needed by the Council to fulfill its responsibilities. No more than half of the non-consumer representatives may derive their annual income from the health care industry.

No Council member shall be an employee of the health center or immediate family member of an employee.

A. Consumer Member Defined

Section 1: Definition

The intent of the Council is to provide a platform for consumer members to give input on the Community Health Centers of Lane County's strategic direction and policy. Accordingly, consumer members should utilize the CHCLC as a source of primary health care. The CHCLC recognizes that primary care services may include a broad range of preventive and clinical services. A consumer member shall have used the CHCLC's services within the last two years of membership. A legal guardian of a consumer who is a dependent child or adult, or a legal sponsor of an immigrant may also be considered a consumer for purposes of Council representation.

As a group, consumer members of the Council must reasonably represent the diversity of individuals being served by the CHCLC. Considerations should include, but are not limited to, race, ethnicity, sexual orientation, socioeconomic class, physical ability and gender.

When the CHCLC receives both community health center funding and either direct or indirect funding designated for a special population, representation should be reasonably proportional to the percentage of consumers the special population group represents. However, there should be at least one representative from the special population group. The intent is not to impose quotas on Council membership but to ensure the Council is sensitive to the needs of all CHCLC consumers.

Section 2: Rights and Responsibilities

1. All members must:
 - a. Attend Council meetings within the parameters outlined in subsequent Articles of Council bylaws.
 - b. Serve on the Council without compensation with the exception of reimbursement and stipend allowances outlined in Article XI.
 - c. Be subject to the conflict of interest requirements as outlined in Article X.
2. Members shall be entitled to:
 - a. Receive agendas, minutes and all other materials related to Council business.
 - b. May vote at meetings of the Council within the parameters outlined in subsequent Articles of Council bylaws.
 - c. May hold office and may chair Council committees within the parameters outlined in subsequent Articles of Council bylaws.

B. Non-Consumer Member Defined

Section 1: Definition

A health care provider member is an individual whose income and/or support is derived from the health care industry. This may include but is not limited to physicians, individuals associated with a local community family planning agency, administrators of a community hospital or outpatient clinic and dentists in private practice.

A community member is an individual who is representative of a community's concern for health care, is willing to assist in developing community support for the CHCLC and is selected for his/her expertise in community affairs, local government, finance and banking, legal affairs, trade unions, other commercial and industrial concerns, or social service agencies within the community. A community member may be an actual or potential consumer, but not a health care provider. A community member may either reside in or work within the CHCLC's catchment area.

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Article VI: Nominations

The Community Health Council membership recruitment process is directly tied to the term expirations of members. Members' terms expire on June 30, of their fourth year of service. Vacancies shall be advertised in the local newspaper and posted on the County website. All members are encouraged to assist in promoting service on the Council to their colleagues and to other community members and/or consumers. Vacancies shall be announced and kept open for a minimum of 30 days. The Council will elicit recommendations from the Mental Health Advisory/Local Alcohol & Drug Planning Committee, when recruiting consumers/providers or community members at-large for designated mental health vacancies.

Applications shall be reviewed and considered by the Council prior to nomination to the County Board of Commissioners for appointment. The Council may delegate the review of applications to an ad hoc Nominating Committee, with appropriate candidates being referred to the full Council for consideration. The Council shall recommend nomination of new members by a majority vote.

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In making appointments to the Council, the Board of County Commissioners shall not be limited to the persons appearing on the Nominating Committee's lists. However, the composition of the membership appointed by the Board of County Commissioners shall comply with the legal requirements for Community Health Centers.

Article VII: Term of Office

All terms of office shall be for four (4) years. The effective date of membership shall be 1 July of the year in which the County Board of Commissioners approves the membership. A person shall be limited to two (2) consecutive terms of office, unless the Council endorses and the Board of County Commissioners approves extended membership.

Article VIII: Vacancies

When vacancies occur during the unexpired term of a member, the Council may nominate a new member to the Board of Commissioners for consideration for appointment for the duration of the term. Vacancies in Council positions shall be filled by appointees selected from the same membership category as the vacating member, in accordance with Article VI. Such appointees shall serve as members of the Council until the end of the terms of the outgoing members, except in the case of vacancies occurring within the last 6 months of a term, which shall be for the remaining term of the vacancy plus 4 years. When vacancies occur as the result of an expired term, appointees may apply through the recruitment process described in Article VI.

Article IX: Attendance/ Removal **Section 1: Attendance**

Council Members' attendance at meetings is vital to the operation of the Council. The expectation and preference of the Council is that members shall attend meetings in person, but attendance by phone/Internet, or emerging technologies, shall be permitted under special circumstances. Attendance by phone/Internet at more than 2 meetings per year shall require express permission from the President of the Council or a majority of members present.

Section 2: Removal

Any member may be removed whenever the best interests of the CHCLC or the Council will be served. The members 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 Council. 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 Council. Continuous and frequent absences from the Council meetings, with or without reasonable excuse, shall be among the causes for removal. In the event that any member is absent from three (3) consecutive Council meetings or from four (4) meetings within a period of six (6) months, the Council shall automatically give consideration to the removal of such person from the Council in accordance with the procedures outlined in this Article.

Article X: Conflict of Interest

Council members shall comply with ORS 244, in determining whether or not to participate in a Council decision, based on the member's actual or potential conflicts of interest.

A conflict of interest transaction is a transaction with the Community Health Centers of Lane County in which a Council member has a direct or indirect economic or financial interest. Conflict of interest or the appearance of conflict of interest by the Council members, employees, consultants and those who furnish goods or services to the CHCLC must be declared.

In situations which a conflict of interest exists for a member, based on a conflict arising from a relative of the Council member, the member him/herself or a business with which the Council member or a relative is associated, the member shall declare and explain the conflict of interest. No member of the Council shall vote in a situation in which a conflict of interest exists for that member.

Any member may challenge any other member(s) as having conflict of interest. By roll call vote, properly recorded, the status of the challenged member(s) shall be determined prior to further consideration of the proposed project or issue. Prior to debate on any proposed project or issue at committee or Council level, it shall be the responsibility of the President to identify any conflict of interest, either by declaration or challenge. The challenge may be individual or applied to a group.

No Council member shall be an employee of the CHCLC or an immediate family member of

an employee.

Article XI: Compensation

No salary shall be paid a member for his/her services as a member of the Council. However, direct expenses, including transportation and meals, incurred by Council members attending Council meetings may be provided or may be reimbursed by the County. In addition, a stipend for service may be provided in accordance with Council policy.

Article XII: Meetings

Section 1: Open Meetings

All meetings of the Council shall be conducted in accordance with the Oregon Open Meetings Law, ORS 192.610 – 690. Regular, executive, subcommittee and special meetings shall be open to the public.

Section 2: Regular Meetings

The Council shall hold regularly scheduled meetings, at least once a month, for which minutes shall be kept. The time, place and location of the meetings, which may be designated by the Council, shall be made known to the public by advertising or posting such notice, and such notice shall be given to each Council member at least one week in advance of the meeting date. When mailed and properly addressed, notice shall be deemed to have been given twenty-four (24) hours after it has been deposited in the United States Mail, postage paid.

Section 3: Minutes

The elected secretary, or a member appointed when the secretary is absent, will ensure that minutes of regular meetings are recorded. Program staff shall prepare, distribute and store minutes of every meeting. The minutes shall be reviewed and approved at each subsequent Council meeting.

Section 4: Special Meetings

Special meetings may be called at any time by the President of the Council, by a signed petition of a majority of the members then serving, or in response to a request by the County. The President shall convene a meeting within one (1) week of such request. Minutes of special meetings shall be kept.

Section 5: Format of Meetings

The make-up of membership should dictate the format by which meetings are conducted. .As stated in Article IX: Attendance/Removal, it is preferred that meetings take place in person, face-to-face, but attendance by phone/Internet is permissible under special circumstances.

Section 6: Voting

The Council may act by the vote of a majority of current members, a quorum being present, either by phone/Internet or in person, unless otherwise provided by statute or by these bylaws. Each member shall be entitled to one (1) vote. No proxy votes shall be accepted. A quorum shall consist of a majority of Council members then serving. All meetings shall be announced in accordance with Oregon Public Meetings Laws.

Article XIII: Officers

The officers of the Council shall be chosen from among the members of the Council and shall include a President, Vice-President, Treasurer, and Secretary. At least one (1) of the officers shall be a Consumer Member. The officers constitute the Executive Committee.

Section 1: Nomination & Election

~~The Council shall be responsible for conducting the nominations and elections of officers. The Council may delegate the nominations and election of officers to an ad hoc Nominating Committee. Nominating Committee Chair shall be responsible for conducting the nominations and election of Council officers.~~ Nominees shall be selected from the Council membership, ~~and shall be presented annually. Nominations of officers shall be made at the following meeting.~~ A nominee may decline nomination.

Officers shall be elected ~~annually~~ every two years by a majority vote of those members present and voting, as the first order of business at the December meeting of the Council.

Section 2: Term of Office

Officers shall be elected for a term of two (2) years, or any portion of an unexpired term thereof, and shall be eligible for reelection for a maximum of two (2) additional years. Officers may be permitted to serve additional terms if so voted by a majority of the Council. 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 of the Council shall be filled for the remaining portion of the term by special election by the Council at a regular meeting in accordance with this Article.

Section 4: Responsibilities

A. President

The President shall preside over meetings of the Council, shall serve as Chair of the Executive Committee and may be an ex-officio member of any other committees, and shall perform the other specific duties prescribed by these bylaws or that may from time to time be prescribed by the Council.

B. Vice-President

The Vice-President shall perform the duties of the President in the latter's absence and

shall provide additional duties that may from time to time be prescribed by the Council.

C. Treasurer

The Treasurer shall ensure that adequate financial records are kept and that accurate and timely financial reports are delivered to the Council. The treasurer shall perform additional duties that may from time to time be prescribed by the Council.

D. Secretary

Secretary shall ensure that minutes of all the meetings and proceedings of the Council are kept and shall perform additional duties that may from time to time be prescribed by the Council.

Article XIV: Committees

The Council may designate one or more committees as the Council sees appropriate to carry out its responsibilities at a meeting of the Council at which a quorum is present.

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

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

The Council shall have the following standing committee(s):

- Executive Committee

Additionally, the Council may appoint other committees on a permanent or ad hoc basis as appropriate to fulfill its advisory role across the CHCLC.

Section 1: Appointments

A. Chair

The President of the Council or the Council by majority vote shall appoint the Committee chair from the members of the committee.

B. Members

Committee members shall be appointed by the President with the approval of the Council.

C. Term of Office

The Chair and members of a committee shall be elected for a term of one (1) year, or any portion of an unexpired term thereof, and shall be eligible for reelection.

D. Vacancies

The President, with the approval of the Council, 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 notes of all meetings, which shall be available to the Council. They shall report in writing to the Council as necessary, in the form of reports or recommendations.

Article XV: Executive Committee

Section 1: Membership

The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary. A consumer member shall be included on the Executive Committee.

Section 2: Election

Officers and members-at-large shall be elected annually by a majority vote of those members present and voting, as the first order of business at the December meeting of the Council, in accordance with Article XIII.

Section 3: Powers

The Executive Committee shall see that an agenda is distributed prior to each regular meeting, shall provide oversight of the activities of the Council, and shall perform such other duties as prescribed by the Council. The Executive Committee has authority to make decisions on issues that require immediate attention on behalf of the Council. Such decisions shall be presented at the next Council meeting for action.

Section 4: Meetings

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

Special meetings of the Executive Committee may be called on one (1) day's notice by the President or by three (3) members of the Executive Committee.

Section 5: Voting

The Executive Committee shall act by majority vote of those present at a meeting having a quorum. Three (3) 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 meeting of the Council, in accordance with Article XIII

Article XVI: Amendments

The bylaws may be repealed or amended, or new bylaws may be adopted at any meeting of the Council at which a quorum is present, by two-thirds (2/3) of those present and voting. At least fourteen (14) calendar 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. Bylaw changes which are approved by the Council will then be submitted to the Board of County Commissioners, as the “co-applicant” for the Section 330 grant, for final adoption.

Article XVII: Dissolution

Dissolution of the Council shall only be by affirmative vote of the Council and the Lane County Board of Commissioners 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 a patient, employee, public safety, clinical care or any other circumstance that would constitute a violation of County law or laws and regulations governing Federally Qualified Health Center programs or threaten credentialing, accreditation or certifications that permit the delivery of services to patients. In considering dissolution, the Council and Lane County Board of Commissioners shall take into consideration the importance of CHCLC services to the community and only exercise such authority as a last resort or remedy.

Community Health Council

BYLAWS

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All terms of office shall be for four (4) years. The effective date of membership shall be 1 July of the year in which the County Board of Commissioners approves the membership. A person shall be limited to two (2) consecutive terms of office, unless the Council endorses and the Board of County Commissioners approves extended membership.

Article VIII: Vacancies

When vacancies occur during the unexpired term of a member, the Council may nominate a new member to the Board of Commissioners for consideration for appointment for the duration of the term. Vacancies in Council positions shall be filled by appointees selected from the same membership category as the vacating member, in accordance with Article VI. Such appointees shall serve as members of the Council until the end of the terms of the outgoing members, except in the case of vacancies occurring within the last 6 months of a term, which shall be for the remaining term of the vacancy plus 4 years. When vacancies occur as the result of an expired term, appointees may apply through the recruitment process described in Article VI.

Article IX: Attendance/ Removal

Section 1: Attendance

Council Members' attendance at meetings is vital to the operation of the Council. The expectation and preference of the Council is that members shall attend meetings in person, but attendance by phone/Internet, or emerging technologies, shall be permitted under special circumstances. Attendance by phone/Internet at more than 2 meetings per year shall require express permission from the President of the Council or a majority of members present.

Section 2: Removal

Any member may be removed whenever the best interests of the CHCLC or the Council will be served. The members 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 Council. 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 Council. Continuous and frequent absences from the Council meetings, with or without reasonable excuse, shall be among the causes for removal. In the event that any member is absent from three (3) consecutive Council meetings or from four (4) meetings within a period of six (6) months, the Council shall automatically give consideration to the removal of such person from the Council in accordance with the procedures outlined in this Article.

Article X: Conflict of Interest

Council members shall comply with ORS 244, in determining whether or not to participate in a Council decision, based on the member's actual or potential conflicts of interest.

A conflict of interest transaction is a transaction with the Community Health Centers of Lane County in which a Council member has a direct or indirect economic or financial interest. Conflict of interest or the appearance of conflict of interest by the Council members, employees, consultants and those who furnish goods or services to the CHCLC must be declared.

In situations which a conflict of interest exists for a member, based on a conflict arising from a relative of the Council member, the member him/herself or a business with which the Council member or a relative is associated, the member shall declare and explain the conflict of interest. No member of the Council shall vote in a situation in which a conflict of interest exists for that member.

Any member may challenge any other member(s) as having conflict of interest. By roll call vote, properly recorded, the status of the challenged member(s) shall be determined prior to further consideration of the proposed project or issue. Prior to debate on any proposed project or issue at committee or Council level, it shall be the responsibility of the President to identify any conflict of interest, either by declaration or challenge. The challenge may be individual or applied to a group.

No Council member shall be an employee of the CHCLC or an immediate family member of an employee.

Article XI: Compensation

No salary shall be paid a member for his/her services as a member of the Council. However, direct expenses, including transportation and meals, incurred by Council members attending Council meetings may be provided or may be reimbursed by the County. In addition, a stipend for service may be provided in accordance with Council policy.

Article XII: Meetings

Section 1: Open Meetings

All meetings of the Council shall be conducted in accordance with the Oregon Open Meetings Law, ORS 192.610 – 690. Regular, executive, subcommittee and special meetings shall be open to the public.

Section 2: Regular Meetings

The Council shall hold regularly scheduled meetings, at least once a month, for which minutes shall be kept. The time, place and location of the meetings, which may be designated by the Council, shall be made known to the public by advertising or posting such notice, and such notice shall be given to each Council member at least one week in advance of the meeting date. When mailed and properly addressed, notice shall be deemed to have been given twenty-four (24) hours after it has been deposited in the United States Mail, postage paid.

Section 3: Minutes

The elected secretary, or a member appointed when the secretary is absent, will ensure that minutes of regular meetings are recorded. Program staff shall prepare, distribute and store minutes of every meeting. The minutes shall be reviewed and approved at each subsequent Council meeting.

Section 4: Special Meetings

Special meetings may be called at any time by the President of the Council, by a signed petition of a majority of the members then serving, or in response to a request by the County. The President shall convene a meeting within one (1) week of such request. Minutes of special meetings shall be kept.

Section 5: Format of Meetings

The make-up of membership should dictate the format by which meetings are conducted. As stated in Article IX: Attendance/Removal, it is preferred that meetings take place in person, face-to-face, but attendance by phone/Internet is permissible under special circumstances.

Section 6: Voting

The Council may act by the vote of a majority of current members, a quorum being present, either by phone/Internet or in person, unless otherwise provided by statute or by these bylaws. Each member shall be entitled to one (1) vote. No proxy votes shall be accepted. A quorum shall consist of a majority of Council members then serving. All meetings shall be announced in accordance with Oregon Public Meetings Laws.

Article XIII: Officers

The officers of the Council shall be chosen from among the members of the Council and shall

include a President, Vice-President, Treasurer, and Secretary. At least one (1) of the officers shall be a Consumer Member. The officers constitute the Executive Committee.

Section 1: Nomination & Election

The Council shall be responsible for conducting the nominations and elections of officers. The Council may delegate the nominations and election of officers to an ad hoc Nominating Committee. Nominees shall be selected from the Council membership... A nominee may decline nomination.

Officers shall be elected every two years by a majority vote of those members present and voting, as the first order of business at the December meeting of the Council.

Section 2: Term of Office

Officers shall be elected for a term of two (2) years, or any portion of an unexpired term thereof, and shall be eligible for reelection for a maximum of two (2) additional years. Officers may be permitted to serve additional terms if so voted by a majority of the Council.. 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 of the Council shall be filled for the remaining portion of the term by special election by the Council at a regular meeting in accordance with this Article.

Section 4: Responsibilities

A. President

The President shall preside over meetings of the Council, shall serve as Chair of the Executive Committee and may be an ex-officio member of any other committees, and shall perform the other specific duties prescribed by these bylaws or that may from time to time be prescribed by the Council.

B. Vice-President

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

C. Treasurer

The Treasurer shall ensure that adequate financial records are kept and that accurate and timely financial reports are delivered to the Council. The treasurer shall perform additional duties that may from time to time be prescribed by the Council.

D. Secretary

Secretary shall ensure that minutes of all the meetings and proceedings of the Council are kept and shall perform additional duties that may from time to time be prescribed by the Council.

Article XIV: Committees

The Council may designate one or more committees as the Council sees appropriate to carry out its responsibilities at a meeting of the Council at which a quorum is present.

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

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

The Council shall have the following standing committee(s):

- Executive Committee

Additionally, the Council may appoint other committees on a permanent or ad hoc basis as appropriate to fulfill its advisory role across the CHCLC.

Section 1: Appointments

A. Chair

The President of the Council or the Council by majority vote shall appoint the Committee chair from the members of the committee.

B. Members

Committee members shall be appointed by the President with the approval of the Council.

C. Term of Office

The Chair and members of a committee shall be elected for a term of one (1) year, or any portion of an unexpired term thereof, and shall be eligible for reelection.

D. Vacancies

The President, with the approval of the Council, 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 notes of all meetings, which shall be available to the Council. They shall report in writing to the Council as necessary, in the form of reports or

recommendations.

Article XV: Executive Committee

Section 1: Membership

The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary. A consumer member shall be included on the Executive Committee.

Section 2: Election

Officers and members-at-large shall be elected annually by a majority vote of those members present and voting, as the first order of business at the December meeting of the Council, in accordance with Article XIII.

Section 3: Powers

The Executive Committee shall see that an agenda is distributed prior to each regular meeting, shall provide oversight of the activities of the Council, and shall perform such other duties as prescribed by the Council. The Executive Committee has authority to make decisions on issues that require immediate attention on behalf of the Council. Such decisions shall be presented at the next Council meeting for action.

Section 4: Meetings

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

Special meetings of the Executive Committee may be called on one (1) day's notice by the President or by three (3) members of the Executive Committee.

Section 5: Voting

The Executive Committee shall act by majority vote of those present at a meeting having a quorum. Three (3) 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 meeting of the Council, in accordance with Article XIII

Article XVI: Amendments

The bylaws may be repealed or amended, or new bylaws may be adopted at any meeting of the Council at which a quorum is present, by two-thirds (2/3) of those present and voting. At least fourteen (14) calendar 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. Bylaw changes which are approved by the Council will then be submitted to the Board of County Commissioners, as the "co-applicant" for the Section 330 grant, for final adoption.

Article XVII: Dissolution

Dissolution of the Council shall only be by affirmative vote of the Council and the Lane County Board of Commissioners 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 a patient, employee, public safety, clinical care or any other circumstance that would constitute a violation of County law or laws and regulations governing Federally Qualified Health Center programs or threaten credentialing, accreditation or certifications that permit the delivery of services to patients. In considering dissolution, the Council and Lane County Board of Commissioners shall take into consideration the importance of CHCLC services to the community and only exercise such authority as a last resort or remedy.