

BEFORE THE BOARD OF COMMISSIONERS OF LANE COUNTY, OREGON

ORDER NO: 16-04-05-02

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 address feedback from U.S. Health Resources and Services Administration reviewers during their January 2016 onsite review; 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 5TH day of April, 2016.



Faye Stewart, Chair
Lane County Board of Commissioners

APPROVED AS TO FORM

Date

3/29/16

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~~ direct 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. 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 as the outpatient behavioral health services provided by Lane County Behavioral Health (LCBH) come under the scope of the CHCLC, with the LCBH facility at 2411 Martin Luther King Boulevard in Eugene being recognized by the 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 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 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/LCBH programs.
- Collaborate with the Mental Health Advisory/Local Alcohol & Drug Planning Committee 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
- a subcommittee of not less than five members, to include at least one age-appropriate consumer of the Clinic's family planning services. 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 at 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

The CHCLC Division Manager shall be an Ex Officio member of the Council.- Ex-officio member means a person who is a member by virtue of some other office or position that they hold.

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.

Section 2: Rights and Responsibilities

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 - 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.

a-b. _____ May vote at meetings of the Council within the parameters outlined in subsequent Articles of Council bylaws.

b-c. _____ May hold office and may chair Council committees within the parameters

e-d. _____ outlined in subsequent Articles of Council bylaws.

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.

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.~~

Section 1: Definition

1. Interest. A person has an "Interest" if he or she has, directly, or indirectly through an immediate family member:

- a. a business relationship (e.g., an actual or forthcoming contractual or employment compensation arrangement) with: (1) CHCLC; (2) an entity with which CHCLC has entered (or is negotiating to enter) a transaction or arrangement; or (3) an entity that is a competitor or potential competitor of CHCLC;
- b. a financial relationship (e.g., a controlling or material ownership , or investment interest) with: (1) an entity with which CHCLC has entered (or is negotiating to enter) a transaction or arrangement; or (2) an entity that is a competitor or potential competitor of CHCLC;
- c. a fiduciary relationship (e.g., board member, director, trustee, or officer) with: (1) an entity with which CHCLC has entered (or is negotiating to enter) a transaction or arrangement; (2) an entity that is a competitor or potential competitor of CHCLC; or
- d. a personal relationship with an individual who has a business, financial, or fiduciary relationship as defined above. Any interest in a company through publicly-traded stocks, bonds, or mutual funds available to the general public shall not constitute an Interest, provided the ownership or investment interest is less than one percent of the company's shares. A personal relationship means a relationship based on family, friendship, or romance.

2. Conflict of Interest. A "conflict of interest" arises whenever the Interest of a person competes with or has the potential to compete with the best interests of CHCLC. A conflict is presumed to exist if a person with an Interest is in a position to control or influence the transaction or arrangement.

Section 2: General Prohibition

No Council member shall participate in CHCLC's selection, award, or administration of any contract or grant when a real or apparent conflict of interest is involved.

Section 3: Affirmative Disclosure Requirements

It is the policy of CHCLC that Interests shall be fully disclosed by any individual regardless of whether a conflict of interest is determined to exist.

1. Annual Disclosures. All Council members as well as candidates for Council membership, disclose in writing (and update at least annually): (1) all Interests which may create an actual or potential conflict of interest, and (2) where applicable, provide a statement suggesting how such conflict could be avoided or mitigated. In order to facilitate such full disclosure, CHCLC requires Council members to annually complete a Disclosure Form. Completion of a Disclosure Form does not relieve individuals of the obligation to disclosure of Interests that may occur after the filing of the Disclosure Form (e.g., with respect to a particular transaction).

2. Additional Interests. CHCLC requires all Council members disclose additional Interests that arise after the filing of the Disclosure Form. Members of the Council shall make disclosures to the Council President. If the President has such an Interest, he or she must make disclosure to the Vice President, respectively, who will, in turn, be responsible for advising the Council. The CHCLC Division Manager shall make disclosures to the President who will, in turn, be responsible for advising the Council of such disclosure.

Section 4: Determining Whether a Conflict of Interest Exists

In the case of a potentially conflicted person who is a Council member (including the CHCLC Division Manager), that Person may make a presentation to the Council regarding whether he or she has a conflict, and may respond to related questions from the Council. However, after such presentation, he or she shall leave the meeting during any discussion of, or vote on, whether a conflict of interest exists, and if such conflict is determined by the Council to exist, he or she shall leave the meeting during any discussion of, and voting on, the transaction or arrangement that involves the conflict of interest.

Section 5: Procedures for Addressing the Conflict of Interest

1. Procurement. If the conflict involves a CHCLC procurement, the process shall be conducted in accordance with County's Procurement Policy.

2. Alternative Arrangements. In other instances, the Council shall, as it may deem appropriate, appoint the CHCLC Division Manager to investigate alternatives to the proposed transaction or arrangement and make recommendations. After exercising due diligence, the Council or CHCLC Division Manager, as applicable, shall determine whether CHCLC can obtain an equivalent transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

3. Health Center's Best Interests. If a transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Council or CHCLC Division Manager, as applicable, shall determine (if Council, then by a majority vote of the disinterested Council members) whether, notwithstanding the conflict of interest, the transaction or arrangement is in CHCLC's best interest, for its own benefit and whether the transaction is fair and reasonable to CHCLC such that it would constitute an "arms-length"

transaction (and be consistent with 45 C.F.R. Part74 standards).

4. Pervasive Conflicts of Interest. In circumstances where there are material, continuing, or pervasive conflicts of interest, an individual may be required by the Council or the CHCLC Division Manager, as applicable, to withdraw from his or her position with CHCLC unless the individual, family member, or business associate chooses to disassociate from the outside position that causes the conflict.

Section 6: Violations of the Standards of Managing Conflicts of Interest

If the Council or CHCLC Division Manager, as applicable, has reasonable cause to believe that a person has failed to disclose an Interest, the person shall be informed of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the individual who failed to disclose an Interest, and making such further investigation as may be warranted in the circumstances, the Council or CHCLC Division Manager determines that the individual has in fact failed to disclose an Interest, appropriate corrective and/or disciplinary action shall be taken, including removal of the individual from the selection, negotiation, or administration of any contracts or grants.

Section 7: Records of Proceedings

The minutes of the Council and all committees with Council-delegated powers and those records as determined by the CHCLC Division Manager shall contain:

1. Conflicts of Interest. The names of the person who disclosed or otherwise were found to have an Interest in connection with an actual or potential conflict of interest and the nature of the Interest; any action taken to determine whether a conflict of interest was present; and the Council or CHCLC Division Manager's decision, as applicable, as to whether a conflict of interest in fact existed.

2. Management of Conflicts. For transactions where a conflict of interest has been disclosed or otherwise found to exist, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and the names of the persons who recused themselves; the content of the discussion, including any alternatives to the proposed transaction or arrangement or the CHCLC's best interest; and a record of any votes taken in connection therewith.

Section 8: Supplemental Income

The CHCLC Division Manager and all officers must disclose to the Council President, in writing, any specifics of any plans to accept supplemental outside employment so that CHCLC may determine whether such outside employment or consultancy conflicts, or has the potential or appearance for conflicting, with the interests of CHCLC. CHCLC's prior approval of such outside employment or consultancy is required.

Section 9: Compensation

CHCLC will not compensate members of the Council for services rendered in the ordinary course of service as members of the Council. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Compensation shall not include, however, reimbursements by CHCLC to Council members for reasonable expenses actually incurred by reason of their participation in Council activities or their performance of Council duties, e.g., travel expenses, training/conference fees, and incidentals, provided such reimbursements extend solely to the individual Council member's expenses, are within the limits of available funds, and are consistent with any other requirements prescribed by the Council.

Section 10: Absolute Prohibition Against Certain Gifts/Gratuities

No Council member may solicit or accept gifts, gratuities, favors, or anything of value from contractors or potential contractors of CHCLC, or from parties or potential parties to sub-agreements (e.g., subcontracts and sub-grants). A "gift" means anything offered directly by or on behalf of a contractor or potential contractor, other than promotional materials of little or nominal value such as pens, calendars, mugs, and other items intended for wide distribution and not easily resold. Gifts include (but are not limited to): personal gifts, such as sporting goods, household furnishings and liquor, social entertainment or tickets to sporting events, personal loans or privileges to obtain discounted merchandise, and the like. Every Council member will decline or return any gift and notify the CHCLC Division Manager of such gift. CHCLC will immediately dismiss any Council member, and terminate the contract of any contractor/agent found to have offered or accepted a bribe to secure funding or other benefits from CHCLC

Section 11: Periodic Compliance Reviews

Periodic reviews must be conducted by the CHCLC Division Manager and presented to the Council. The periodic reviews shall, at a minimum, cover the following aspects:

1. Whether compensation arrangements and benefits are reasonable; and
2. Whether contracts, partnership and joint venture arrangements, and other types of arrangements conform to written policies, are set forth in legally sound agreements, reflect reasonable payments for goods and services and do not result in private inurement or impermissible private benefit.

Section 12: Use of Outside Experts

In conducting the periodic reviews provided for in Section 11, the CHCLC Division Manager may, but need not, use outside advisors. The use of outside advisors shall not relieve the Council of its responsibility for ensuring that periodic reviews are conducted and presented to the Council.

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 XI: Confidentiality

Section 1: General Prohibition

~~Council members may acquire confidential or proprietary information by virtue of their affiliation with CHCLC or by virtue of attending a Council or Committee meeting. Confidential or proprietary may not be: (1) disclosed outside of CHCLC without appropriate authorization from the Council (for Council members, other individuals who may be authorized to be present at Council meetings, and officers); or (2) used for personal gain or for the benefit of a third party. In addition, Council members who may acquire confidential or proprietary information by virtue of their affiliation with CHCLC or by virtue of attending a Council or Committee meeting are expected to exercise reasonable care to avoid the inadvertent disclosure of confidential information and will be bound by (and required to comply with) the confidentiality provisions contained in agreements executed between CHCLC and other organizations. Council members who may acquire confidential or proprietary information by virtue of their affiliation with CHCLC shall be required to maintain the confidentiality of CHCLC's information, patient health data, and risk management, quality improvement, and human resources activities indefinitely after their term of Council membership ends.~~

Section 2: Definition of Confidential or Proprietary Information

~~The term "confidential or proprietary information" shall mean any and all information (whether written, oral, or contained on audio tapes, video tapes or computer diskettes), relating to the business, operation, and/or financial condition of CHCLC. All information communicated at executive sessions or other closed sessions of the Council is confidential and proprietary information. In addition, the Council or CHCLC Division Manager may determine that other information, including information shared in Council meetings and Committee meetings, is confidential or proprietary on a case-by-case basis.~~

Section 3: Confidentiality Agreement

~~Every Council member by virtue of their affiliation with CHCLC or by virtue of attending a Council or Committee meeting shall be required to sign a Confidentiality Agreement.~~

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. Ex Officio members shall not vote and shall not be included in the quorum count. 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-governance 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

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 direct 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. 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 as the outpatient behavioral health services provided by Lane County Behavioral Health (LCBH) come under the scope of the CHCLC, with the LCBH facility at 2411 Martin Luther King Boulevard in Eugene being recognized by the 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 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 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/LCBH programs.
- Collaborate with the Mental Health Advisory/Local Alcohol & Drug Planning Committee 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
- a subcommittee of not less than five members, to include at least one age-appropriate consumer of the Clinic's family planning services. 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 at 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

The CHCLC Division Manager shall be an Ex Officio member of the Council. Ex-officio member means a person who is a member by virtue of some other office or position that they hold.

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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 - a. Receive agendas, minutes and all other materials related to Council business.
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- subsequent Articles of Council bylaws.
- c. May hold office and may chair Council committees within the parameters
 - d. outlined in subsequent Articles of Council bylaws.

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.

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

Section 1: Definition

1. Interest. A person has an "Interest" if he or she has, directly, or indirectly through an immediate family member:
 - a. a business relationship (e.g., an actual or forthcoming contractual or employment compensation arrangement) with: (1) CHCLC; (2) an entity with which CHCLC has entered (or is negotiating to enter) a transaction or arrangement; or (3) an entity that is a competitor or potential competitor of CHCLC;
 - b. a financial relationship (e.g., a controlling or material ownership, or investment interest) with: (1) an entity with which CHCLC has entered (or is negotiating to enter) a transaction or arrangement; or (2) an entity that is a competitor or potential competitor of CHCLC;
 - c. a fiduciary relationship (e.g., board member, director, trustee, or officer) with: (1) an entity with which CHCLC has entered (or is negotiating to enter) a transaction or arrangement; (2) an entity that is a competitor or potential competitor of CHCLC; or
 - d. a personal relationship with an individual who has a business, financial, or

fiduciary relationship as defined above. Any interest in a company through publicly-traded stocks, bonds, or mutual funds available to the general public shall not constitute an Interest, provided the ownership or investment interest is less than one percent of the company's shares. A personal relationship means a relationship based on family, friendship, or romance.

2. Conflict of Interest. A "conflict of interest" arises whenever the Interest of a person competes with or has the potential to compete with the best interests of CHCLC. A conflict is presumed to exist if a person with an Interest is in a position to control or influence the transaction or arrangement.

Section 2: General Prohibition

No Council member shall participate in CHCLC's selection, award, or administration of any contract or grant when a real or apparent conflict of interest is involved.

Section 3: Affirmative Disclosure Requirements

It is the policy of CHCLC that Interests shall be fully disclosed by any individual regardless of whether a conflict of interest is determined to exist.

1. Annual Disclosures. All Council members as well as candidates for Council membership, disclose in writing (and update at least annually): (1) all Interests which may create an actual or potential conflict of interest, and (2) where applicable, provide a statement suggesting how such conflict could be avoided or mitigated. In order to facilitate such full disclosure, CHCLC requires Council members to annually complete a Disclosure Form. Completion of a Disclosure Form does not relieve individuals of the obligation to disclosure of Interests that may occur after the filing of the Disclosure Form (e.g., with respect to a particular transaction).

2. Additional Interests. CHCLC requires all Council members disclose additional Interests that arise after the filing of the Disclosure Form. Members of the Council shall make disclosures to the Council President. If the President has such an Interest, he or she must make disclosure to the Vice President, respectively, who will, in turn, be responsible for advising the Council. The CHCLC Division Manager shall make disclosures to the President who will, in turn, be responsible for advising the Council of such disclosure.

Section 4: Determining Whether a Conflict of Interest Exists

In the case of a potentially conflicted person who is a Council member (including the CHCLC Division Manager), that Person may make a presentation to the Council regarding whether he or she has a conflict, and may respond to related questions from the Council. However, after such presentation, he or she shall leave the meeting during any discussion of, or vote on, whether a conflict of interest exists, and if such conflict is determined by the Council to exist, he or she shall leave the meeting during any discussion of, and voting on, the transaction or arrangement that involves the conflict of interest.

Section 5: Procedures for Addressing the Conflict of Interest

1. Procurement. If the conflict involves a CHCLC procurement, the process shall be conducted in accordance with County's Procurement Policy.
2. Alternative Arrangements. In other instances, the Council shall, as it may deem appropriate, appoint the CHCLC Division Manager to investigate alternatives to the proposed transaction or arrangement and make recommendations. After exercising due diligence, the Council or CHCLC Division Manager, as applicable, shall determine whether CHCLC can obtain an equivalent transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
3. Health Center's Best Interests. If a transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Council or CHCLC Division Manager, as applicable, shall determine (if Council, then by a majority vote of the disinterested Council members) whether, notwithstanding the conflict of interest, the transaction or arrangement is in CHCLC's best interest, for its own benefit and whether the transaction is fair and reasonable to CHCLC such that it would constitute an "arms-length" transaction (and be consistent with 45 C.F.R. Part 74 standards).
4. Pervasive Conflicts of Interest. In circumstances where there are material, continuing, or pervasive conflicts of interest, an individual may be required by the Council or the CHCLC Division Manager, as applicable, to withdraw from his or her position with CHCLC unless the individual, family member, or business associate chooses to disassociate from the outside position that causes the conflict.

Section 6: Violations of the Standards of Managing Conflicts of Interest

If the Council or CHCLC Division Manager, as applicable, has reasonable cause to believe that a person has failed to disclose an Interest, the person shall be informed of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the individual who failed to disclose an Interest, and making such further investigation as may be warranted in the circumstances, the Council or CHCLC Division Manager determines that the individual has in fact failed to disclose an Interest, appropriate corrective and/or disciplinary action shall be taken, including removal of the individual from the selection, negotiation, or administration of any contracts or grants.

Section 7: Records of Proceedings

The minutes of the Council and all committees with Council-delegated powers and those records as determined by the CHCLC Division Manager shall contain:

1. Conflicts of Interest. The names of the person who disclosed or otherwise were found to have an Interest in connection with an actual or potential conflict of interest and the nature of the Interest; any action taken to determine whether a conflict of interest was present; and the Council or CHCLC Division Manager's decision, as applicable, as to whether a conflict of interest in fact existed.

2. Management of Conflicts. For transactions where a conflict of interest has been disclosed or otherwise found to exist, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and the names of the persons who recused themselves; the content of the discussion, including any alternatives to the proposed transaction or arrangement or the CHCLC's best interest; and a record of any votes taken in connection therewith.

Section 8: Supplemental Income

The CHCLC Division Manager and all officers must disclose to the Council President, in writing, any specifics of any plans to accept supplemental outside employment so that CHCLC may determine whether such outside employment or consultancy conflicts, or has the potential or appearance for conflicting, with the interests of CHCLC. CHCLC's prior approval of such outside employment or consultancy is required.

Section 9: Compensation

CHCLC will not compensate members of the Council for services rendered in the ordinary course of service as members of the Council. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Compensation shall not include, however, reimbursements by CHCLC to Council members for reasonable expenses actually incurred by reason of their participation in Council activities or their performance of Council duties, *e.g.*, travel expenses, training/conference fees, and incidentals, provided such reimbursements extend solely to the individual Council member's expenses, are within the limits of available funds, and are consistent with any other requirements prescribed by the Council.

Section 10: Absolute Prohibition Against Certain Gifts/Gratuities

No Council member may solicit or accept gifts, gratuities, favors, or anything of value from contractors or potential contractors of CHCLC, or from parties or potential parties to sub-agreements (*e.g.*, subcontracts and sub-grants). A "gift" means anything offered directly by or on behalf of a contractor or potential contractor, other than promotional materials of little or nominal value such as pens, calendars, mugs, and other items intended for wide distribution and not easily resold. Gifts include (but are not limited to): personal gifts, such as sporting goods, household furnishings and liquor, social entertainment or tickets to sporting events, personal loans or privileges to obtain discounted merchandise, and the like. Every Council member will decline or return any gift and notify the CHCLC Division Manager of such gift. CHCLC will immediately dismiss any Council member, and terminate the contract of any contractor/agent found to have offered or accepted a bribe to secure funding or other benefits from CHCLC

Section 11: Periodic Compliance Reviews

Periodic reviews must be conducted by the CHCLC Division Manager and presented to the Council. The periodic reviews shall, at a minimum, cover the following aspects:

1. Whether compensation arrangements and benefits are reasonable; and
2. Whether contracts, partnership and joint venture arrangements, and other types of arrangements conform to written policies, are set forth in legally sound agreements, reflect reasonable payments for goods and services and do not result in private inurement or impermissible private benefit.

Section 12: Use of Outside Experts

In conducting the periodic reviews provided for in Section 11, the CHCLC Division Manager may, but need not, use outside advisors. The use of outside advisors shall not relieve the Council of its responsibility for ensuring that periodic reviews are conducted and presented to the Council.

Article XI: Confidentiality

Section 1: General Prohibition

Council members may acquire confidential or proprietary information by virtue of their affiliation with CHCLC or by virtue of attending a Council or Committee meeting. Confidential or proprietary may not be: (1) disclosed outside of CHCLC without appropriate authorization from the Council (for Council members, other individuals who may be authorized to be present at Council meetings, and officers); or (2) used for personal gain or for the benefit of a third party. In addition, Council members who may acquire confidential or proprietary information by virtue of their affiliation with CHCLC or by virtue of attending a Council or Committee meeting are expected to exercise reasonable care to avoid the inadvertent disclosure of confidential information and will be bound by (and required to comply with) the confidentiality provisions contained in agreements executed between CHCLC and other organizations. Council members who may acquire confidential or proprietary information by virtue of their affiliation with CHCLC shall be required to maintain the confidentiality of CHCLC's information, patient health data, and risk management, quality improvement, and human resources activities indefinitely after their term of Council membership ends.

Section 2: Definition of Confidential or Proprietary Information

The term "confidential or proprietary information" shall mean any and all information (whether written, oral, or contained on audio tapes, video tapes or computer diskettes), relating to the business, operation, and/or financial condition of CHCLC. All information communicated at executive sessions or other closed sessions of the Council is confidential and proprietary information. In addition, the Council or CHCLC Division Manager may determine that other information, including information shared in Council meetings and Committee meetings, is confidential or proprietary on a case-by-case basis.

Section 3: Confidentiality Agreement

Every Council member by virtue of their affiliation with CHCLC or by virtue of attending a

Council or Committee meeting shall be required to sign a Confidentiality Agreement.

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. Ex Officio members shall not vote and shall not be included in the quorum count. 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 governance 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.