



## **CLACKAMAS COUNTY COMMUNITY HEALTH COUNCIL BY-LAWS**

### **ARTICLE 1 - NAME AND OFFICES**

The name of this governing board shall be known as the Clackamas County Community Health Council (CHC)(Council), office address: 2051 Kaen Road, Oregon City, Oregon 97045

### **ARTICLE 2 - PURPOSE**

Section 1: The Council is the consumer-majority governing board for the Federally Qualified Health Center (Health Center), operated by the Clackamas Health Centers Division (Division). The Council's governance is required under section 330 of the Public Health Services Act (Act), in order for Clackamas County (County) to receive community health center funding to operate the Health Center. The Council, County and Division work cooperatively in the management and leadership of the Health Center. The County as a public entity establishes the Health Center's fiscal and personnel policies, while day-to-day leadership and management is the responsibility of the Division's Director who is accountable to the Clackamas County Board of County Commissioners (BOC) and the Council in the operation of the Health Center. In conjunction with the Director, the Council provides leadership and guidance to the Clackamas County Board of County Commissioners regarding the Health Center's programs, strategic direction, policies, and financial position with special attention to:

- 1.1. The promotion of health of individuals and the general health of the community, with particular attention to at-risk populations such as migrant and seasonal farm workers.
- 1.2. The development of general health care policy for Health Center programs in conjunction with providers, consumers, and appropriate public and government agencies.
- 1.3. The provision of health care to individuals without regard to age, race, sex, color, disability, sexual orientation, gender identity, political or religious beliefs, national origin, marital status, or ability to pay.
- 1.4. The Council will strive to create an effective system that enables equitable access to the individual services and care needed to be healthy

Section 2: As amended and approved by the Council, and subsequently approved by the BOC, these jointly approved bylaws describe the distribution of governance activities required by Section 330 of the Public Health Services Act and are necessary for a viable health center.

### **ARTICLE 3 - MEMBERSHIP**

- Section 1: The Council shall have no fewer than nine (9) and no more than twenty-five (25) members. The membership shall be as follows:
- Section 2: **CONSUMER MEMBERS** -A majority of members of the Council shall consist of people served by programs of the Health Center and who, as a group, reasonably represent the people to be served in terms of factors such as age, race, sex, color, disability, sexual orientation, gender identity, political or religious beliefs, national origin, marital status, economic status and geographic distribution. A consumer member should have used the Health Center's services within the last two years. 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. When the Health Center receives both community health center funding and 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 to ensure that the Council is sensitive to the needs of all Health Center consumers.
- Section 3: **NON-CONSUMER MEMBERS** -The non-consumer members shall be less than a majority of the members of the Council. Members must be representatives of the community in which the Health Center service area is located and shall be selected for their expertise in relevant subject areas such as a community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns or social services within the community.
- Section 4: **HEALTH CARE PROVIDER MEMBERS** -No more than half of the non-consumer members of the Council may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.
- Section 5: **METHOD OF SELECTION** -Council members shall be appointed from the Health Center's service area. The Council's Governance Committee shall recommend a list of nominees to the Council for each vacant position on the Council. The Council shall approve nominees to appointment by a majority vote at a meeting with a quorum of the Council. Once approved by the Council, the nominees will be submitted to the BOC (Board) for appointment. While the Board may not appoint members that have not been approved by the Council, the Board may recommend nominees to the Council's Governance Committee for appointment.
- Section 6: **MEMBERSHIP TERMS:** A membership term is two (2) years, and a member is limited to three (3) terms. Subsequent one (1) year terms may be approved by a majority vote of Council members present in accordance with Article 5, section 5 of these bylaws. A term begins on the first day of the month that the member is approved and ends on the last day before the anniversary date. Terms may be staggered to avoid excessive term expiration in any year.
- Section 7: **VACANCIES:** A vacancy occurs when a Council member's term expires, or when a Council member moves out of the service area, dies, resigns, or is removed. A vacancy

may occur if a council member has unexcused absences that meet the criteria listed under article 5, section 8 attendance

- Section 8: **REMOVAL:** Any member may be removed whenever the best interests of the County or the Health Center will be served. Best interests include but are not limited to instances where a member has failed to declare an actual or potential conflict of interest, and when a member has acted contrary to Council directives, or the County's Code of conduct, or applicable laws including these Bylaws. The member whose removal is at issue shall be contacted by the Council Liaison using the phone number and email address provided by the Council member, they shall then meet with the Council President and Director of the Health Center to develop a written performance improvement plan. If the member's performance does not improve by the designated date in the plan the performance issue shall be addressed by the Executive Committee, which will make a recommendation to the Council. The member will be provided 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 a majority of the total number of members then serving on the Council, or by the BOC or its designee, pursuant to the County's code of conduct after the member appears before the Council.
- Section 9: **RESTRICTION** -No member of the Council shall be an employee of the Health Center, or a spouse, domestic partner, child, parent, brother or sister by blood or marriage of an employee of the Health Center.
- Section 10: **EX-OFFICIO MEMBER** -The Director of the Clackamas Health Centers Division may be an ex-officio (non-voting) member of the Council.
- Section 11: **TRAINING** -To carry out its duties and responsibilities the Council is responsible for identifying and assuring it meets its educational and training needs including orientation and training new Council members.

#### **ARTICLE 4 - OFFICERS**

- Section 1: **OFFICES & RESPONSIBILITIES:** The Council shall consist of a President, Vice-President, Secretary, and Treasurer, and members at large. All officers shall have such powers and shall perform such duties as prescribed by these Bylaws, resolutions, or other directives of the Council. At least one (1) officer shall be a consumer member.
- 1.1 **President.** The President shall preside over meetings of the Council, prepare, and ensure that an agenda is distributed prior to each regular meeting. The President shall serve as Chair of the Executive Committee and as a voting member of all other committees. The President shall act as Chair for any committee that does not have a Council member assigned as Chair, until a new chair has been appointed.
- 1.2 **Vice-President.** The Vice-President shall perform the duties of the President in the latter's absence.
- 1.3 **Secretary.** The Secretary will ensure that minutes of all the meetings and proceedings are kept. The secretary shall approve the Council minutes and present them to the full Council for final approval and adoption.

- 1.4 Treasurer. The Treasurer will chair the Finance Committee.
- 1.5 Members at large. Members at large are non-officer members of the executive committee.

Section 2: **NOMINATION & ELECTION:** The Governance Committee chairperson shall be responsible for conducting the nominations and elections of Council officers. All officers shall be elected annually at a meeting where there is a quorum of the Council, by majority vote of Council members present.

Section 3: **TERM OF OFFICE:** The term of office shall be one (1) year, or any portion of an unexpired term. A term shall start July 1 and terminate on June 30 of the following year or shall continue until a successor has been elected.

Section 4: **VACANCIES:** Vacancies created during the term of an office shall be filled for the remaining portion of the term by special election at a regular meeting in accordance with this Article.

## **ARTICLE 5 - MEETINGS**

Section 1: **OPEN MEETINGS** - All regular and special Council meetings shall conform to Oregon Public Meetings Law (ORS 192.610 to 192.690).

Section 2: **REGULAR MEETINGS:** Regular meetings of the Council shall be held monthly beginning at the hour and place designated in the notice for such a meeting. The time, place and location of the meetings 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 seven days in advance of the meeting date. Notice can be mailed or emailed. 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: **SPECIAL MEETINGS:** Special meetings may be called at any time by the Council President, by a signed petition of a majority of the members then serving, or in response to a request by the County. Special meetings shall be held upon notice delivered by mail, email, telephone or personally to all Council members at their residence or usual place of business not less than seven days before the day of the meeting and specifying the place, day, hour and general purpose of such a meeting.

Section 4: **EXECUTIVE SESSIONS:** Consistent with the intent of Oregon's Public Meetings Law (ORS 192.610 to 192.690), executive sessions may be called during any regular, special or emergency Council meeting as long as advance notice is given, including the time, place, and a list of topics to be discussed. Executive sessions are allowed only for very limited purposes as identified in Oregon's Public Meetings Law. No final action may be taken in executive session and decisions must be made at a regular or special Council meeting.

Section 5: **VOTING-**A majority of current Council members shall constitute a quorum for the

transaction of business at any meeting of the Council. If a quorum is present, the vote of the majority of the Council members present and entitled to vote shall be the act of the Council. Each member shall be entitled to one (1) vote. No proxy votes shall be accepted.

Section 6: MINUTES -The elected Secretary, or the Secretary's designee, will ensure that minutes of all Council meetings and proceedings are kept. The minutes shall be reviewed and approved at each subsequent Council meeting. Minutes shall be stored and retained in accordance with Oregon Public Records Law.

Section 7: RULES OF ORDER: Meetings shall be conducted using the latest edition of the general guidelines of *Robert's Rules of Order Newly Revised*.

Section 8: ATTENDANCE: Council members shall attend all Council regular and special meetings and committee meetings to which members are assigned. Any absence must be approved by the President prior to the scheduled meeting. If a member is absent for three meetings in a calendar year without prior approval by the President, the member's term will be deemed expired, and a vacancy will occur. Members are allowed a three-month medical leave as approved by the Council President. The Council may establish criteria for a policy that allows members to appear by telephone or by other means of electronic communication in lieu of a personal appearance.

## **ARTICLE 6 - COMMITTEES**

Section 1: STANDING COMMITTEES -The Council shall designate a Finance Committee, a Quality Improvement Committee, and a Governance Committee as its permanent or standing committees. Committee members and Chairs shall be appointed by the President with the approval of the Council. The Chair of a committee shall hold office for a maximum of one (1) year or until a successor is appointed and approved. All members of each committee shall hold office for one (1) year with a maximum of three (3) years or until a successor is appointed and approved. All committees shall meet as needed to accomplish their duties and shall maintain written minutes of all meetings, which shall be available to the Council. Committees shall report in writing to the Council as necessary, in the form of reports or recommendations.

Section 2: COMPOSITION -Each committee will have at least one consumer member.

2.1 Community members may be asked to volunteer their expertise and knowledge with a committee. The Community Volunteer is invited to attend and participate at the committee meeting at the discretion of the Committee Chair. The Community Volunteer's attendance may begin and end any time during the year and the Committee Chair may ask the Community Volunteer Member to cease attending the committee meetings at any time.

2.2 Community Volunteers will vote at the committee meeting but not at the Full Council meeting. The number of Community Volunteer Members cannot exceed the number of Council Members on the Committee.

2.3 No Community Volunteers will be invited to serve on the Governance Committee.

2.4 The Community Volunteer Member will sign documents as required of all Council Members, i.e., disclosure and confidentiality documents.

Section 3: EXECUTIVE COMMITTEE:

3.1 Composition: The Council shall have an Executive Committee composed of the President, Vice-President, Secretary, Treasurer and two (2) members-at-large elected annually at a meeting with a quorum of the Council, by majority vote of those Council members present and who shall serve for one (1) year or until a successor is appointed and approved. At least one member of the Executive Committee will be a consumer.

3.2 Powers: The Executive Committee shall coordinate the activities of all committees and perform such other duties as authorized and directed by the Council. It shall meet as needed and maintain written minutes of all meetings which shall be reported at the next regular meeting of the Council.

Section 4: AD-HOC COMMITTEES -Ad-Hoc Committees may be established by the Council as needed and may consist of additional individuals from the community chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor. All Ad-Hoc Committees will have at least one consumer member. Once an Ad-Hoc Committee has completed assigned tasks, it shall cease to exist.

## **ARTICLE 7 - COUNCIL POWERS AND RESPONSIBILITIES**

Clackamas County is a public entity and as such it retains responsibility for the fiscal and personnel policies of its division in operation of the Health Center. In conjunction with that authority the Council's responsibilities include providing advice, leadership, and guidance to the Division in the Health Center's operation and to the Board of County Commissioners regarding the healthcare needs of Clackamas County residents. By such organization the Council may act to do the following:

Section 1: Participate in the selection, dismissal, and annual performance evaluation of the Director of the Health Centers Division regarding the Director's capacity to the Council, in accordance with Bureau of Primary Health Care (BPHC) Program requirements and Clackamas County personnel policies.

Section 2: Determine program policy as it affects personnel and patients, fiscal accountability, public relations, contractual agreements, and other Health Center program policies pertinent to program effectiveness.

Section 3: Approve the Health Center's annual budget for submission to the County Budget Officer. For the purpose of exercising this authority, the Council accepts the County's fiscal and budgetary system. The Council will review financial summaries quarterly.

- Section 4: Evaluate Health Center program activities, including service utilization patterns, productivity of the programs, patient satisfaction, achievement of program objectives, and develop a hearing process to resolve patient grievances.
- Section 5: Assure that Health Center programs and policies are developed and operated in compliance with these Bylaws and applicable federal, state, local laws and regulations, and established County fiscal and personnel policies and procedures. Policies that are approved by the Council but are determined by the Board of County Commissioners to be inconsistent or in opposition to such lawful authority shall be deemed void and unenforceable.
- Section 6: Adopt Health Center health care policies, including the scope and availability of services, location, and hours.
- Section 7: Review and recommend approval or disapproval of all grant applications and renewal applications to the Bureau of Primary Health Care, Health Center Program: Section 330 of the Public Health Service Act (42 U.S.C. §254b).
- 7.1 Review and recommend approval or disapproval of all other grants requiring match funds, commitments longer than 12 months, requiring services not currently available through the Health Centers or involving a grant amount greater than \$499,999.
- 7.2 Other grant requests of \$499,999 and less, which do not meet the above criteria may be pursued at the discretion of the Director and shared with the board as an informational item.
- Section 8: Establish personnel policies and procedures governing all Health Center staff. For the purpose of exercising this authority, the Council will use the County personnel policies and procedures, salary and benefit scales. The Council may delegate this function to the executive leadership team.
- Section 9: The Council will direct the Board regarding the health care needs of the program service area residents, improved service delivery mechanisms, and other matters pertaining to health care.
- Section 10: The Council will oversee compliance with special conditions of funding sources, including the assurance that an annual independent financial audit is performed in accordance with federal audit requirements.
- Section 11: The Council will establish rules of procedure for all matters that come before it.
- Section 12: The Council will annually prepare a written self-evaluation of the Council's performance to be reported and recorded at a meeting of the Council.

Section 13: Individual council members are expected to serve on all three subcommittees. .

## **ARTICLE 8 - CONFLICT OF INTEREST**

Section 1: Oregon's Government Standards and Practices (Oregon Revised Statutes (ORS), Chapter 244) govern Council members' conduct as public officials. Council members are required to follow the code of ethics set forth in ORS 244.040 and are prohibited from engaging in Actual Conflicts of Interest and must declare Potential Conflicts of Interest as those terms are defined in ORS 244.020. Members are to refrain from:

- 1.1 Using her/his Council appointment in any way to obtain financial gain for the Council member, a person in the member's household or relative, or for any business with which the Council member or a person in the member's household or relative is associated.
- 1.2 Taking any action on behalf of the Council, the effect of which would be a financial gain or loss to the member or a person in the member's household or relative.

Section 2: **ACTUAL CONFLICT OF INTEREST:** No member of the Council shall participate in any discussion or debate or vote in a situation where an actual conflict of interest exists for that member, a person in the member's household or relative. The member must immediately declare the conflict orally to the President and explain the nature of the conflict in writing. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

Section 3: **POTENTIAL CONFLICT OF INTEREST:** When a potential conflict of interest exists a Council member must immediately declare the conflict of interest orally to the President and explain the nature of the conflict in writing prior to participating in any discussion, debate or vote on the issue at committee or Council level. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

Section 4: **MEMBER CHALLENGE:** In addition to a Council member declaring a conflict of interest, any Council member may challenge any other member (s) as having a conflict of interest. It shall be the responsibility of the President to identify any conflict of interest, either by declaration or challenge.

Section 5: **DETERMINATION OF CONFLICT OF INTEREST:** The determination of whether a conflict of interest exists shall be made at a Council meeting by recorded roll call vote prior to the Council's further consideration at committee or Council level of the issue from which the conflict arises. The Council member(s) at issue shall not participate in the roll call vote.



## **ARTICLE 9 - COMPENSATION**

- Section 1: No payment shall be paid to a member for services as a member of the Council whether actual or in-kind.
- Section 2: Council members may be eligible for reimbursement for the following expenses upon satisfactory proof of an incurred expense and as provided by County policy:
- 2.1 Council members may receive travel reimbursement for attendance at Council meetings, training, or other approved Council functions under the same policy as County staff.
  - 2.2 Council members may receive compensation for childcare and dependent care when attending meetings or training sessions.
  - 2.3 Council members from a family with an annual family income less than \$10,000, or if the member is a single person with an annual income of less than \$7,000, may receive reimbursement for loss of wages when attending meetings or training sessions.

## **ARTICLE 10 - GENERAL PROVISIONS**

- Section 1: **PUBLIC REPRESENTATION:** Any form of public representation regarding the operation of the Health Center may originate only from the Director, or designee, in consultation with the Board of Clackamas County Commissioners and the Council President. In accordance with Council direction, the Council President may act or speak on behalf of the Council. Otherwise, individual members are not authorized to act or speak on behalf of the Council, Health Center or County.
- Section 2: **RECORDS RETENTION:** Records of the Council and its committees shall be retained in accordance with Oregon Administrative Rule, Chapter 166, Division 150.

## **ARTICLE 11 - BYLAW ADOPTION AND 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 twenty (20) days written notice must be given to each member of the intention to alter, amend, repeal, or to adopt new bylaws, as well as the written alteration, amendment or substitution proposed. Bylaw amendments approved by the Council must comply with the authority granted in these Bylaws, County policies, state law and federal laws and regulations regarding section 330 Community Health Center program, or the changes shall be deemed unenforceable and void.

**[Enacted August 13, 1992;** Revised May 7, 2002; Revised October 19, 2005; Revised July 19, 2006; July 19, 2006 version repealed and replaced with bylaws adopted on July 18, 2007; Revised 10-15-08; Revised 8-18-10; Revised 10-20-10; Revised 03.27.13; Revised 02 24 16; Revised 2.16.22, Revised 3.16.22]

Clackamas County Community Health Council Bylaws approved:  
03.16.22 at the Community Health Council Board meeting