

ORDER NO: 24-03-12-01

IN THE MATTER OF APPROVING BYLAW
REVISIONS FOR THE COMMUNITY
HEALTH COUNCIL


WHEREAS, the Community Health Council has reviewed its bylaws and proposed revisions to various articles to update language, clarify Council practice about committees, updated language about FQHC and Community Health Centers oversight, and updated attendance requirements; 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 12th day of March, 2024.



Laurie Trieger, Chair
Lane County Board of Commissioners

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

Date: _____

Article I: Name

This body shall be known as the Community Health Council, hereinafter 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 (FQHC), in promoting the CHCLC's vision for 'healthy people in healthy communities.' The Council 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 ("HHS"). 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 with oversight provided by the FQHC CEO and the Director, Health & Human Services. Lane County Behavioral Health ("LCBH") is a separate Division of Lane County HHS, separate from the CHCLC but administratively and operationally linked to the CHCLC as the outpatient behavioral health services provider. LCBH comes 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 Council's responsibilities include providing advice, leadership, and guidance in support of the mission of the CHCLC. These responsibilities 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 selection, evaluation, and if necessary, termination, of the FQHC CEO. The Council's participation in selection, evaluation, and termination 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 and approving the services provided by the CHCLC, the selection of those LCBH services that come under the scope of the CHCLC, the location of CHCLC service sites, and determining the hours during which services are provided at service sites.
- Participate in adopting health care policies relating to the scope and availability of services of both the CHCLC and LCBH. The Council delegates all credentialing and privileging responsibilities to the CHC Division Manager or the Manager's 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 that 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, educational, or both), prior to the production and distribution of such materials, keeping in mind the educational and cultural backgrounds of the target audience. The Council may delegate the review to a subcommittee of not fewer than five members, to include at least one age-appropriate consumer of the Clinic's family planning services.
- The Council shall review the CHCLC's Quality Assurance Plan, prior to its submission to the Director, Health & Human Services. This Plan, approved as a CHCLC 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 (42 CFR 51c.304 and 42 CFR 56.304). 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, and
- Community representatives.

A majority of members of the Council must be people who are served by the CHCLC and

consumer members, who as a group are representative of the individuals being served, taking into consideration demographic factors, as set forth in Subsection A.1 below.

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 examples of some of the areas of expertise needed by the Council to fulfill its responsibilities. Not more than half of the non-consumer representatives may derive more than ten percent of their annual income from the health care industry.

No Council member shall be an employee of the health center or an immediate family member (i.e. spouse, legal partner, child, parent, or sibling through blood, adoption, or marriage) of an employee, with the exception that the FQHC CEO shall be an ex officio member of the Council without voting rights, as provided in Section 6 of Article XII.

The FQHC CEO member will not be considered when calculating the 51% consumer members requirement.

A. Consumer Member Defined

Subsection A.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 must have used the CHCLC's services within the last two years of membership, and that service must have generated a visit in which both the service and the service site were within the HRSA-approved scope of project. A person serving as a legal guardian of a consumer that is a dependent child or adult, or a legal sponsor of an immigrant, may also be considered a consumer for purposes of qualifying as a consumer member of the Council.

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. These advocates would not be included in calculating whether the governing board met the patient-majority requirement unless they were also health center patients. Additionally, while advocates may represent special populations on the board as outlined above, health centers should continue efforts to recruit patient board members from the targeted special population.

Subsection A.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

Subsection B.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 their 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 service area. Non-consumer members should be representative of the community served by the health center or the health center's service area.

Subsection B.2: Rights and Responsibilities

1. All members must:
 - a. Attend Council meetings in compliance with the requirements for attendance set forth in these 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 contained in Article X of these Bylaws.
2. Members shall be entitled to:
 - a. Receive agendas, minutes, and all other materials related to Council business.
 - b. Vote at meetings of the Council, in accordance with the provisions of these Bylaws.
 - c. Hold office and chair Council committees as provided in these Bylaws.

Article VI: Nominations

The Community Health Council membership recruitment process shall be directly tied to the term expirations of members. Each member's term shall expire on June 30 of the fourth year of the member's service on the Council. Vacancies shall be 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 following the date of advertisement. The Council may solicit recommendations from the Mental Health Advisory/Local Alcohol & Drug Planning Committee when recruiting consumers, providers, or community members-at-large for designated behavioral 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 of members present at the meeting at which such nominations are considered.

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 must comply with the legal requirements for Community Health Centers.

Article VII: Term of Office

All terms of office shall be for four (4) years, commencing on July 1. A person appointed by the County Board of Commissioners shall become a member on commencement of the term on July 1 of the year for which the Board makes the appointment. A person shall be limited to two consecutive terms as a member, unless the Council endorses and the Board approves membership longer term.

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 member that was replaced, except that, in the case of appointments made to fill vacancies made within the last 6 months of a term, the term shall be the duration of the current term plus the next 4 year term. Vacancies occurring as the result of the expiration of a term shall be filled in the manner provided 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 virtually or in person. Virtual attendance must be in real-time, and shall allow two-way communication

between the members in attendance.

Section 2: Removal

Any member may be removed whenever the best interests of the CHCLC or the Council will be served. A member proposed for removal shall be given prior notice of such proposed removal, and given a reasonable opportunity to appear and be heard at a meeting of the Council prior to the action of removal. A member may be removed pursuant to this section by a vote of not less than two-thirds of the total number of members then serving on the Council. Grounds for removal shall include, but not be limited to: continuous or frequent absences from Council meetings, with or without reasonable excuse. In the event that any member is absent from three consecutive Council meetings or from four meetings within any period of six months, the Council must automatically give consideration to the removal of such member 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 the person has, either directly, or indirectly through an immediate family member:
 - a. a business relationship, such as 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, such as a controlling or material ownership, or investment interest in: (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, such as serving as a board member, director, trustee, or officer of: (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 in sub-subsections a, b, and c above. An interest in a company through publicly-traded stocks, bonds, or mutual funds available to the general public shall not constitute an Interest, provided that the ownership or investment interest is less than one percent of the company's shares. For the purposes of this sub-subsection, a 'personal relationship' means a relationship based on family, friendship, or romantic interest.

2. Conflict of Interest. A "conflict of interest" arises whenever the Interest of a person conflicts with or has the potential to conflict 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 may 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 member, regardless of whether an actual conflict of interest is determined to exist.

1. Annual Disclosures. All Council members as well as candidates for Council membership must disclose in writing (and update at least annually): (1) all Interests which may create an actual or potential conflict of interest, and (2) if 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, in a form determined by the Council. Completion of a Disclosure Form will not relieve individual members 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 that all Council members disclose any additional Interests that arise after the filing of the Disclosure Form. Members of the Council shall make such disclosures in writing to the Council President. If the President has such an Interest, the President must make disclosure in writing to the Council Vice President, who will, in turn, be responsible for advising the Council in writing.

Section 4: Determining Whether a Conflict of Interest Exists

In the case of a member with a potential conflict of Interest, that member shall have the right to make a presentation to the Council regarding the potential conflict, and may respond to questions from the Council relating to the potential conflict or presentation. However, after such presentation, the member shall not be entitled to remain in the meeting during any discussion of, or vote on, whether a conflict of Interest exists. If the Council determines, by majority vote of the members present, that a conflict of Interest exists, the member shall not be allowed to attend any portion of a meeting related to the discussion or consideration of a matter or transaction related to the conflict of Interest.

Section 5: Procedures for Addressing the Conflict of Interest

1. Procurement. If a 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 FQHC CEO to investigate alternatives to the proposed transaction or arrangement and make recommendations. After exercising due diligence, the Council or FQHC CEO, 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 FQHC CEO, 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, a member with such conflicts may be required by the Council to resign from the member's 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 FQHC CEO has reasonable cause to believe that a member has failed to disclose an Interest, the member 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 member who is believed to have failed to disclose an Interest, and after making such further investigation as the FQHC CEO deems warranted, the CEO believes that the individual has in fact failed to disclose an Interest, the CEO shall present the CEO's conclusions to the Council for consideration as provided in this Article.

Section 7: Records of Proceedings

The minutes of the Council and those of all committees with Council-delegated powers, and such other records as determined by the FQHC CEO, 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 FQHC CEO'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 FQHC CEO and all officers must disclose to the Council President, in writing, any specifics of any plans to accept supplemental outside employment, in a manner sufficient to allow the Council to determine whether such outside employment or consultancy conflicts, or has the potential or appearance for conflicting, with the interests of CHCLC. The Council's prior approval of such outside employment or consultancy is required before acceptance.

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. As used in this Section, "compensation" includes, but is not limited to, direct and indirect remuneration as well as gifts or favors that are substantial in nature. Compensation does 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). As used in this Section, "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 must decline or return any gift and notify the FQHC CEO of such gift. CHCLC must immediately remove any Council member accepting a prohibited gift, and shall have the authority to terminate the contract of any contractor or agent found to have offered or accepted a gift to secure funding or other benefits from CHCLC.

Section 11: Periodic Compliance Reviews

Periodic reviews must be conducted by the H&HS Compliance Officer 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 H&HS Compliance Officer 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

It is acknowledged that 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. Such confidential or proprietary information may not be: (1) disclosed outside of CHCLC without authorization from the Council, 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. Other persons not members of the Council who may be authorized to be present at Council meetings must be advised of, and agree to, the confidentiality requirements of this Article, prior to attendance at a Council meeting.

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 in any electronic format), 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 FQHC CEO may determine that other information, including information shared in Council meetings and Committee meetings, is confidential or proprietary on a case-by-case basis. The foregoing notwithstanding, the Council is subject to and must comply with Oregon Public Records law, ORS 192.311 through 192.431.

Section 3: Confidentiality Agreement

Every Council member, by virtue of the member's 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 through 192.690. Regular, executive, and special meetings shall be open to the public. "Meeting" means the convening of a governing body of a public body for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. "Meeting" does not include any on-site inspection of any project or program. "Meeting" also does not include the attendance of members of a governing body at any national, regional or state association to which the public body or the members belong. [1973 c.172 §2; 1979 c.644 §1]

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.

Section 3: Minutes

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 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 virtually and/or in person.

Section 6: Voting

The Council may act by the vote of a majority of current members, a quorum being present, either in person or remotely by permission, 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 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 years, or any portion of an unexpired term thereof, and shall be eligible for reelection for a maximum of one additional term. 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.

Section 3: Vacancies

Vacancies created during the term of an officer shall be filled for the remaining portion of the term by special election by the 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 such other specific duties as are prescribed by these Bylaws or may from time to time be assigned by the Council.

B. Vice-President

The Vice-President shall perform the duties of the President in the President's absence and shall perform such additional duties as may from time to time be assigned by the Council or President.

C. Treasurer

The Treasurer shall confirm that adequate financial records are kept and that accurate and timely financial reports are delivered to the Council. The Treasurer shall perform such additional duties as may, from time to time, be assigned by the Council.

D. Secretary

Secretary shall confirm that minutes of all the meetings and proceedings of the Council are kept, and shall perform such additional duties as may, from time to time, be assigned by the Council.

Article XIV: Committees

The Council may create and assign duties to one or more committees, as the Council deems appropriate to carry out its responsibilities. Such committees may be created or terminated at any meeting of the Council at which a quorum is present.

Each committee shall consist of two or more Council members, at least one of whom is an actual or potential consumer member. Committees may also have as committee members additional persons who are not members of the Council, but chosen for their knowledge or concern about a specific field or endeavor.

Creation of and assignment of duties to any such committees shall not relieve the Council of its responsibilities. 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.

Section 1: Appointments

A. Chair

The President of the Council shall appoint the Committee chair from among the members of the committee. However, the Council may, by majority vote, direct the appointment of a specific person as a committee chair.

B. Members

Committee members shall be proposed by the President to the Council for appointment. The Council may approve or reject all or some of the proposed appointees, and if any proposed appointees are rejected, may appoint other persons or may direct the President to propose additional appointees.

C. Term of Office

The Chair and members of a committee shall be for such term as the Council determines, and shall be eligible for reelection.

D. Vacancies and Removal

If a committee position becomes vacant, the position may be filled in the manner provided for appointment in Section 1.A above. The Council may elect not to fill a vacancy on a committee, and shall have the right in its sole judgment to remove any appointee from a committee.

Section 2: Meetings

The time and place of all meetings of committees shall be at such time and place as designated by the Chair of the committee, at such frequency as is necessary to accomplish the committee's charges.

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: Powers

The Executive Committee shall see that an agenda is distributed prior to each regular meeting, provide oversight of the activities of the Council, and perform such other duties as assigned by the Council. The Executive Committee shall have 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 ratification by a majority vote of the members present.

Section 3: Meetings

The President shall have the authority to call a meeting of the Executive Committee, and the

Committee shall meet at such time and place as the President designates.

Special meetings of the Executive Committee may be called on one days' notice by the President or by three 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 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

These 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 a two-thirds majority of those present and voting. At least 14 calendar days' prior written notice must be given to each member of the proposed alteration, amendment, repeal, or replacement at such a meeting, and must include the proposed text of the alteration, amendment, or replacement proposed. Bylaw changes which are approved by the Council must 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 made by affirmative vote of the Council and of the Lane County Board of Commissioners, at duly scheduled meetings of each body. Causes for dissolution may include such things as 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, or clinical care; other circumstance that would constitute a violation of County, state, or federal rules, laws, or of regulations governing Federally Qualified Health Center programs; or any other circumstance that would threaten credentialing, accreditation or certifications that permit the delivery of services to patients. In considering dissolution, the Council and the Lane County Board of Commissioners shall take into consideration the importance of CHCLC services to the community, and must only exercise such authority as a last resort or remedy.