

BYLAWS OF THE ALAMEDA COUNTY HEALTH CARE FOR THE HOMELESS HCH COMMISSION

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INTRODUCTION

This body shall be known as the Alameda County Health Care for the Homeless Commission (“HCH Commission”).

The HCH Commission shall serve as an independent local co-applicant governing board of Alameda County’s Health Care for the Homeless health center program, supported by Section 330(h) grant funds. Alameda County, a public entity, shall act as co-applicant with the HCH Commission.

Alameda County is the recipient of a federal Section 330(h) grant to provide health care to people experiencing homelessness. Alameda County Health Care for the Homeless service sites, services, providers, service areas, and target populations that are approved under the federal grant are collectively referred to as the “Health Center.”

Section 330(h) grant funding comes from the Health Resources and Services Administration (HRSA), U.S. Department of Health and Human Services. The enabling legislation for the Health Center program is Section 330 of the Public Health Service Act, a United States federal law.

These Bylaws define the powers of this Co-Applicant Board, known as the Alameda County Health Care for the Homeless HCH Commission (the “HCH Commission”). The HCH Commission is governed and created by Alameda County Administrative Code Chapter 2.124, sections 2.124.010 to 2.124.120.

For the purposes of these Bylaws, ‘Health Center’ is equivalent to ‘HRSA Scope of Project’ as defined in Alameda County Administrative Code section 2.124.010.

ARTICLE I

PURPOSE

Vision: *Alameda County Health Care for the Homeless envisions a just society, in which all persons have access to quality health care and housing. We believe the problems of homelessness and health disparities can be solved.*

Mission: *The mission of Alameda County Health Care for the Homeless is to improve the health of Alameda County residents experiencing homelessness by ensuring access to culturally informed, whole-person health care and housing services.*

The HCH Commission is the community-based governing board mandated by HRSA's Bureau of Primary Health Care (BPHC) to oversee and set policy for the Health Center.

The HCH Commission shall work cooperatively with Alameda County to support and guide the Health Center in its mission to provide comprehensive health care that is quality-driven, affordable and culturally competent to persons experiencing homelessness in Alameda County, while ensuring compliance with HRSA grant requirements.

ARTICLE II

RESPONSIBILITIES

The HCH Commission's responsibilities include providing advice, leadership and guidance in support of the Health Center's mission. The HCH Commission has specific responsibilities to meet the governance expectations of HRSA.

Day-to-day operational and management authority resides with Alameda County Health Care for the Homeless staff.

The HCH Commission is responsible for:

- A. Approving the selection and dismissal of, and evaluating the performance of the Health Care for the Homeless Project Director, subject to those limitations on the HCH Commission's authority over labor relations and conditions of employment described

in the HCH Commission's enabling ordinance, which are strictly reserved to the Alameda County Board of Supervisors.

- B. Long-term strategic planning, which would include regular updating of the Health Center's mission, goals, and plans, as appropriate.
- C. Evaluating the Health Center's progress in meeting its annual and long-term goals.
- D. Determining the hours during which services are provided at HRSA Scope of Project sites that are appropriate and responsive to the community's needs.
- E. Developing a quality improvement system.
- F. Developing fee schedules for services, including the sliding fee discount program.
- G. Approving the annual Health Center budget and audit within appropriations made available by the Alameda County Board of Supervisors.
- H. Approving applications related to the Health Center, including grants and designation applications and other HRSA requests regarding the HRSA Scope of Project.
- I. Establishing general policies and procedures for the Health Center that are consistent with the Health Center and applicable grants management requirements.
- J. Developing HCH Commission member selection and dismissal procedures as set forth in these Bylaws.

HCH Commission members are expected to attend all meetings and work collaboratively with the Alameda County Board of Supervisors and Alameda County staff to support the Health Center's mission and ensure the maintenance of the federal HRSA grant in compliance with HRSA rules and regulations.

HCH Commission Members shall be entitled to receive agendas, minutes, and all other materials related to the HCH Commission, may vote at meetings of the HCH Commission, may hold office, and may chair HCH Commission committees. HCH Commission Members may not act, or speak, on behalf of the HCH Commission without the HCH Commission's express

consent.

ARTICLE III

MEETINGS

Section 1. Regular Monthly Meetings. Regular meetings shall be held monthly for the purpose of electing Project Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Project Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the Chair or the HCH Commission Members. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice and Open to the Public. All meetings will be conducted in accordance with the provisions of the Ralph M. Brown Act, open public meeting law, as amended.

Written notice of each regular meeting of the HCH Commission, specifying the time, place and agenda items, shall be sent to each member not less than seventy-two (72) hours prior to the meeting except as permitted by the Ralph M. Brown Act.

Preparation of the agenda shall be the responsibility of the Chair in conjunction with the Project Director of the Alameda County Health Care for the Homeless Program, or their designee.

Supportive materials for policy decisions to be voted upon shall be distributed to all members along with the agenda. If, on a rare occasion, such prior submission is precluded by time pressures, and if the urgency of a HCH Commission vote is established by the Chair of the HCH Commission, an item may be placed on the agenda although supporting materials are not available in time to be distributed; however, such material shall be available at the meeting. Items which qualify as an emergency can be added to the agenda pursuant to the Ralph M.

Brown Act.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the HCH Commission may permit any or all Commissioners to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Project Directors participating may simultaneously hear each other during this meeting. A Commissioner participating in a meeting by this means shall be deemed to be present in person at the meeting.

All meetings will be conducted in accordance with the provisions of the Ralph M. Brown Act, open public meeting law, as amended.

Section 5. Quorum and Voting Requirements. The presence of a majority of the appointed members of the HCH Commission shall constitute a quorum at a meeting. A quorum is necessary to conduct business and make recommendations. A majority vote of those HCH Commission members present and voting is required to take any action. The Commissioners present at any meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Commissioners results in representation of less than a quorum.

Each member shall be entitled to one vote. Voting must be in person or telephonically; no proxy votes will be accepted.

HCH Commission member attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of members attending shall be recorded in the official minutes.

In the absence of a quorum, a majority of Commissioners may adjourn the meeting to another time with at least 48 hours' notice. If a quorum is then represented at this following meeting, any business may be transacted that might have been transacted at the originally scheduled meeting.

The meeting shall be conducted in accordance with the most recent edition of *The Sturgis Standard Code of Parliamentary Procedure* unless otherwise specified by these Bylaws.

ARTICLE IV

HCH COMMISSION MEMBERS

Section 1. Number of HCH Commission Members. The Health Care for the Homeless health center services, service sites and providers shall be managed by a HCH Commission consisting of nine (9) to twenty-five (25) members, with nine members initially appointed by the BOS. Subsequent appointments to fill vacancies will be made pursuant to these Bylaws, Article IV.

All members of the HCH Commission shall be residents of Alameda County. Each of the five districts represented by a member of the BOS must be represented by at least one member of the HCH Commission. At least one member must be a member of the Consumer Community Advisory Board of HCH. The Project Director of the HCH program shall serve as an ex-officio non-voting member of the HCH Commission.

Collectively, HCH Commission members shall possess expertise in health care, community affairs, finance, government, business, and legal affairs. Each member shall have a demonstrated commitment to people experiencing homelessness and the special needs of that population.

No member of the HCH Commission shall be an officer, employee or an immediate family member of an officer or employee of Alameda County, AHS, or a subcontracting agency of the HCH or HCO. No more than four (4) members may receive more than ten percent (10%) of their annual income from the health care industry. No members shall have a financial interest which would constitute a conflict of interest.

Currently, there is a HRSA waiver in place regarding consumer membership requirements. If anything should change or the waiver is withdrawn, these Bylaws shall be amended to reflect that change or withdrawal.

Section 2. Election and Term of Office. HCH Commission members shall be elected at a regular meeting or a meeting designated for such elections.

The term of office for HCH Commission members shall be four (4) years, unless otherwise designated in the enabling Ordinance. A member shall be limited to three (3) consecutive full terms of membership. The effective date of membership corresponds to the date of appointment.

A partial term of less than four (4) years shall not count as a term as outlined above.

- A. **Public Notice of Vacancies.** In addition, the Board shall ensure that public notice is provided regarding current and pending vacancies. Such notice must be given sufficiently in advance to permit members of the public at least three weeks after the posting of the notice to submit an application, as developed and approved by the HCH Commission, before the selection process outlined in this Article.
- B. **Nominations.** Nominations shall be given to the Chair in writing. Anyone may nominate a person for voting membership on the HCH Commission so long as the nominee meets the membership requirements of these Bylaws. A nominee may decline nomination.
- C. **Nominee Information.** A nominee must provide information sufficient to confirm that they meet the membership requirements of these Bylaws.
- D. **Presentation of Nominees to HCH Commission.** A list of nominees and other applicants shall be presented to the HCH Commission at a meeting between two and four months in advance of the expiration of terms for voting membership positions which are up for selection.
- E. **Voting.** Each proposed new or returning member who is nominated or who applies shall be separately selected by a majority vote of these members present and voting at the meeting designated for such selections.
- F. **New HCH Commission Member Term.** A nominee or applicant who is so selected for membership shall begin his or her new term immediately upon the end of the term of

the prior holder of the seat for which the selection was held.

Section 3. Quorum. A majority of Commissioners shall constitute a quorum.

Section 4. Conflict of Interest. A conflict of interest is a transaction within the Health Center in which a HCH Commission member has a direct or indirect economic or financial interest. Actual or potential conflicts of interest or the appearance of a conflict of interest by HCH Commission members, employees, consultants and those who furnish goods or services to the Health Center must be declared by completing a conflict of interest declaration form (see Appendix "A").

In situations in which a conflict of interest may exist for a member of the HCH Commission, the member shall declare and explain the conflict of interest. No member of the HCH Commission shall participate in discussion of or vote on a matter where a personal or potential conflict of interest exists for that member.

In addition to the requirements imposed by these Bylaws, HCH Commission members shall be subject to all applicable state and federal conflict of interest laws and the rules, reporting requirements, and conflict of interest code applicable to the Alameda County Board of Supervisors.

Section 5. Compensation. Members of the HCH Commission shall serve without compensation. Travel and meal expenses when traveling out on HCH Commission business shall be approved in advance by the HCH Commission.

Section 6. Procedures. The vote of a majority of the Commissioners present at a properly called meeting at which a quorum is present shall be the act of the HCH Commission, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Commissioner who is present at an HCH Commission meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Informal Action. Any action required to be taken at an HCH Commission meeting, or any action which may be taken at any committee of the HCH Commission, may be taken if a consent in writing setting forth the action is so taken, signed by all of the Commissioners or all of the members of the committee of the HCH Commission, as the case may be.

Section 8. Removal/Vacancies. Any member may be removed whenever the best interests of the Health Center or the HCH Commission will be served. The member whose removal is placed in issue shall be given prior notice of their proposed removal and a reasonable opportunity to appear and be heard at a meeting of the HCH Commission. 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 HCH Commission.

Continuous and frequent absences from HCH Commission meetings, without reasonable excuse, shall be among the causes for removal. In the event that any member is absent without acceptable excuse from three (3) consecutive HCH Commission meetings or from four (4) meetings within a period of six (6) months, the HCH Commission shall automatically give consideration to the removal of such person from the HCH Commission in accordance with the procedures outlined in this Article.

The HCH Commission will accept a verbal resignation of a HCH Commission member so long as it is properly documented. The HCH Commission will send an email or letter to the HCH Commission member confirming the resignation. Following seven days (7) of receipt of the letter by the HCH Commission, the resignation is accepted.

The HCH Commission shall have the ability to appoint members to fill vacancies to complete a term, following the procedures outlined in Article IV. Anyone selected to fill a vacancy shall fill the remainder of the term.

ARTICLE V

OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a Chair, Vice-Chair and Secretary. The Chair may not serve concurrently as a Vice Chair.

Chair. The Chair shall preside over meetings of the HCH Commission, shall serve as Chair of the Executive Committee and shall perform the other specific duties prescribed by these Bylaws or that may from time to time be prescribed by the HCH Commission.

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

Secretary. The Secretary shall review and sign off on official Commission meeting minutes and ensure that the Commission adheres to adopted Bylaws.

Section 2. Election and Term of Office. Nominees for officers shall be selected from the HCH Commission membership. A nominee may decline nomination.

Nominations for officers shall be made at the regular November meeting.

Officers shall be elected annually by a majority vote of these members present and voting, as the first order of business at the December meeting of the HCH Commission.

Initial selection of officers upon creation of the HCH Commission will transpire at the same HCH Commission board meeting following the adoption of these Bylaws.

Officers shall be elected for a term of two (2) years, or any portion of an unexpired term thereof. A term of office for an officer shall start January 1, and shall terminate December 31, of the following year, or shall serve until a successor is elected.

Section 3. Removal or Vacancy. Vacancies created during the term of an officer shall be filled for the remaining portion of the term by special election, outside the November and December meeting if necessary, by the HCH Commission at a regular or special meeting in accordance with this Article.

The removal of any officer from his or her office shall be governed by the provisions of Article IV regarding the removal of members.

ARTICLE VI

COMMITTEES

A committee may be so designated by adoption at a meeting of the HCH Commission at which a quorum is present. Each standing committee shall be subject to the requirements of the Ralph M. Brown Act.

Section 1. Executive Committee.

Meetings. The Executive Committee shall meet on an as-needed basis and at such time and place as it may designate and shall keep a record of all its proceedings and actions.

Membership. The Executive Committee shall consist of the Chair, Vice-Chair, and one (1) member of the HCH Commission elected as a Secretary.

Powers. The Executive Committee shall coordinate the activities of all committees and shall perform such other duties as prescribed by the HCH Commission. Any actions or recommendations of the Executive Committee must be approved by the HCH Commission.

Voting. The Executive Committee shall act by majority vote of those present at a meeting having a quorum. Two (2) members of the Executive Committee shall constitute a quorum.

Vacancies. Vacancies on the Executive Committee shall be filled by special election at a regular or special meeting of the HCH Commission, in accordance with Article V.

Section 2. Additional Committees. In addition to an Executive Committee pursuant to Article XIV, the HCH Commission may designate one or more committees as the HCH Commission sees fit to carry out its responsibilities. Each committee shall consist of two (2) or more HCH Commission members.

- A. Chair.** The Chair of the HCH Commission shall appoint the Committee Chair from the members of the committee.
- B. Members.** Committee members shall be appointed by the Chair of HCH Commission and are subject to the review of the HCH Commission.

- C. Term of Office. The Chair of a committee shall hold office until a successor is appointed and approved. All members of each committee shall hold office for two (2) years.
- D. Vacancies. The Chair, with the approval of the HCH Commission, shall have the power to fill any vacancies that occur on a committee.

The designation of such committees and the delegation thereto of authority shall not operate to relieve the HCH Commission of its responsibility to approve all actions or recommendations of a committee.

ARTICLE VII

AMENDMENT TO BYLAWS

The Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the HCH Commission at which a quorum is present, by two-thirds (2/3) of those present and voting. At least fourteen (14) days written notice must be given to each member of the intention to alter, amend, repeal, or to adopt new Bylaws at such meetings, as well as the written alteration, amendment or substitution proposed. Any revisions or amendments approved by the HCH Commission must conform to the County of Alameda ordinance codes, including this HCH Commission's enabling ordinance, as well as state and federal law. Any amendment that conflicts with the County of Alameda ordinance codes shall be null and void.

The HCH Commission shall submit to Alameda County's Clerk of the Board of Supervisors a copy of any amendment to these Bylaws within five (5) business days of making any amendment. If the HCH Commission repeals these Bylaws, it shall submit to Alameda County's Clerk of the Board of Supervisors a copy of the minutes of any meeting where the Bylaws are repealed within five (5) business days of the meeting. If the HCH Commission adopts new Bylaws, the HCH Commission shall submit to Alameda County's Clerk of the Board of Supervisors a copy of the new Bylaws within five (5) business days of adopting the new Bylaws.

ARTICLE VIII

LIMITATIONS OF AUTHORITY

The Alameda County Board of Supervisors shall maintain authority to set policy on fiscal and personnel matters pertaining to the public agency, including, but not limited to, appropriating and authorizing funding and staffing for programs and policies related to financial management practices, charging and rate setting, labor relations and conditions of employment.

The HCH Commission may not adopt any policy or practice, or take any action, which is inconsistent with its enabling ordinance, or which is inconsistent with or alters the scope of any decision or policy of the Alameda County Board of Supervisors regarding fiscal or personnel issues or which asserts control, directly or indirectly, over any non-HRSA Scope of Project fund or program. While the HCH Commission has the ability to approve the appointment, dismissal and evaluation of the Health Care for the Homeless Project Director, the HCH Commission does not have any authority to direct hiring, promotion, or firing decisions regarding any employee of the County of Alameda or Alameda Health System.

ARTICLE IX

DISSOLUTION

Dissolution of the HCH Commission shall only be by affirmative vote of the Alameda County Board of Supervisors. The causes for dissolution may include, but are not limited to, changes in laws, regulations, or external environments, circumstances that dictate dissolution such as the identification of an environment that would constitute a threat to patient, employee, or public safety, clinical care, or inappropriateness, or any other circumstance that would constitute a violation of the County law, or laws and regulations governing the Health Center, or threaten credentialing, accreditation, or certifications that permit the delivery of services to patients. In considering dissolution, the Board of Supervisors shall take into consideration the importance of Health Center services to the community, and only exercise such authority as a last resort or remedy.

Certification

These Bylaws were approved at a meeting of the HCH Commission by a two-thirds majority vote on _____.

Chair: _____ Date: _____

Vice Chair: _____ Date: _____

APPENDIX A: Conflict of Interest

Conflict of Interest. Conflict of Interest is defined as an actual or perceived interest by the member in an action which results or has the appearance of resulting in personal, organizational, or professional gain.

Duty of Loyalty. HCH Commission members must be faithful to the Health Center and may never use information obtained by virtue of their position as HCH Commission members for personal gain.

Responsibilities of HCH Commission Members

1. A HCH Commission member must declare and explain any potential conflicts of interest related to:
 - Using her/his HCH Commission appointment in any way to obtain financial gain for him/herself, anyone from the member's household or family, or for any business with which the HCH Commission member or a HCH Commission member's household or family is associated; and
 - Taking any action on behalf of the HCH Commission, the effect of which would be to the member's household or family's private financial gain or loss.
2. No member of the HCH Commission shall participate in discussion of, or vote in a situation where a personal conflict of interest exists for that member.
3. No member of the HCH Commission shall be an employee or an immediate family member of an employee of the Health Center.
4. Any member may challenge any other member(s) as having a conflict of interest by the procedures outlined in the HCH Commission's Bylaws, Article X.

As a HCH Commission member, my signature below acknowledges that I have received, read and had an opportunity to ask clarifying questions regarding these conflict of interest requirements. I understand that any violation of these requirements may be grounds for removal from HCH Commission membership. I further understand that I may be subject to all other applicable state and federal conflict of interest requirements in addition to the provisions set forth in these bylaws.

HCH Commission Member's name (please print):

HCH Commission Member's signature:

Date: _____