

## Governing Council Bylaws

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## **PREAMBLE**

The County of Lake is an Illinois unit of local government, and the Lake County Health Department is a department of the County of Lake, created by a voter approved referendum in November 1956. The Lake County Health Department provides public health services in Lake County, Illinois. In 1995, the Health Department implemented a new public health program as a designated Federally Qualified Health Center (FQHC) Look-Alike, then in May 1998 became a Bureau of Primary Health Care Section 330(e) funded Community Health Center. The Lake County Health Department and Community Health Center is a department within the County of Lake budgeting and financial legal processes and uses the County of Lake tax ID number for identification purposes. And, for purposes of operation, the name of the Lake County Health Department and Community Health Center is "County of Lake, d/b/a The Lake County Health Department and Community Health Center" as indicated on the Section 330(e) FQHC Notice of Grant Award.

Pursuant to statute, the Lake County Health Department is governed by the Lake County Board of Health and the FQHC is governed by the Lake County Community Health Center Governing Council. The two boards are bound by a cooperative operational agreement that assures the Governing Council possesses certain powers, privileges and functions to provide for the operation, administration and provision of the Community Health Center. The Board of Health and Governing Council have promulgated procedures and rules for avoidance of conflicts of interest, which are contained in the bylaws and policy manual.

## **ARTICLE I – NAME**

The name of this body shall be the Lake County Community Health Center Governing Council, hereinafter referred to as "Council".

## **ARTICLE II – PURPOSE**

The purpose of the Council is to oversee the provision of comprehensive health services provided by the County of Lake, d/b/a The Lake County Health Department and Community Health Center, hereinafter referred to as "LCHD", to medically underserved patients.

## **ARTICLE III – MISSION**

The mission of the LCHD: Promoting the health and well-being of all who live, work and play in Lake County.

## **ARTICLE IV – OBJECTIVES**

- A. To improve the health status of medically underserved populations.
- B. To provide services with a focus on low income, uninsured/underinsured patients by offering services on a sliding fee discount, seeing patients with Medicare and Medicaid and not turning away anyone regardless of ability to pay.
- C. To develop an integrated FQHC with other community health resources including ongoing public health services.

## **ARTICLE V – AUTHORITY**

The Lake County Board of Health, hereinafter referred to as “Board of Health”, is appointed and operates under provisions of "An Act in relation to the establishment and maintenance of county and multiple-county public health departments", (55 ILCS 5/5-25001 et seq.). By approval of these bylaws, the Board of Health acknowledges that the Council has certain powers, privileges and functions as a public entity, and as an extension of the Board of Health, for accomplishing the Purpose and Objectives of the Community Health Center, hereinafter referred to as “Health Center”. The Council shall establish policy and direct the affairs of the Health Center as set forth herein, and in accordance with applicable laws, regulations, ordinances and Cooperative Operational Agreement between the Council and the Board of Health.

## **ARTICLE VI – SIZE AND COMPOSITION**

- A. The Council shall consist of a minimum of nine and a maximum of thirteen persons.
- B. A majority of the Council members shall be individuals who are current registered patients of the Health Center. For the purposes of the Council, a current registered patient is defined as (1) someone who has accessed the Health Center in the past 24 months to receive at least one or more in-scope service(s) that generated a health center visit; 2) a legal guardian of a dependent child or adult who has accessed the Health Center in the past 24 months to receive at least one or more in-scope service(s) that generated a health center visit; OR 3) a legal sponsor of an immigrant who has accessed the Health Center in the past 24 months to receive at least one or more in-scope service(s) that generated a health center visit.
- C. Council members who are current registered patients shall represent the individuals being served or to be served at the Health Center in terms of demographic factors, such as race, ethnicity, and gender.
- D. The remaining Council members shall be representative of the community in which the catchment area is located and shall be selected for their expertise in areas that include but are not limited to finance, legal affairs, business, health, managed care, social services, labor relations and government.
- E. No more than one-half of the non-patient members of the Council may be individuals who derive more than 10% of their annual income from the healthcare industry.
- F. No Council member shall be an employee of the Health Center or of the LCHD, or the spouse, child, parent, brother or sister by blood, adoption or marriage of an employee. No Council member shall be a former employee for a period of two years after the end of service with the County of Lake, d/b/a The Lake County Health Department and Community Health Center.

## **ARTICLE VII – MEMBERSHIP AND TERMS OF OFFICE**

- A. Initial Members: The initial members of the Council were appointed by the Board of Health. One-half of the Council's members were appointed to serve for one year and one-half were appointed to serve for two years.

- B. Terms of Office: Members are appointed by the Council for a term of two years. Upon completion of a two-year term, members may be reappointed, if they so desire. Members may serve unlimited consecutive terms with the approval of the Council.
- C. Vacancies: Vacancies occurring in the Council shall be filled through appointment by the Council which shall follow Article VI, Size and Composition, to elect a new member. Any person appointed to fill a vacancy shall be appointed to the position that has been vacant the longest.

~~D. D.~~ Removal: A Governing Council member may be removed from their position for failure to fulfill the responsibilities of the role, including but not limited to excessive absences: failed to attend seventy-five percent (75%) of the previous twelve meetings, or conduct that is inconsistent with the expectations of a Governing Council member. Conduct that may warrant removal includes, but is not limited to, actions that are disruptive to Council operations, misuse of the member's role or authority, failure to maintain appropriate boundaries between governance and operations, or behavior that undermines the mission, integrity, or effective functioning of the Lake County Health Department and Community Health Center. Prior to removal, the member shall be provided with written notice of the concerns and, when appropriate, an opportunity to respond. Removal shall require a two thirds majority vote of the Governing Council, in accordance with quorum requirements outlined in these bylaws. The vote of the Council shall be final. A member of the Council who has failed to attend seventy-five percent (75%) of the previous twelve meetings is subject to removal. Such member shall be asked to show cause why they should not be removed and their willingness and ability to participate in future meetings. The vote of the Council shall be conclusive.

~~E.~~ Leave of Absence: A Governing Council Member may request a temporary leave of absence for a period not to exceed sixty (60) consecutive days within a calendar year. Requests for a leave of absence must be submitted in writing to the Executive Assistant of the Executive Director and shall be subject to review and approval by the Governing Council Chair. Approval of a leave of absence shall be granted at the discretion of the Governing Council Chair based on the circumstances presented and the operational needs of the Governing Council. A leave of absence shall not constitute a resignation or vacancy of the member's position on the Governing Council. Members approved for a leave of absence shall remain subject to all applicable bylaws, policies, and conflict of interest requirements during the approved leave period. Approved leave of absence periods shall not be counted toward attendance deficiencies under the Governing Council attendance policy. However, members on an approved leave of absence shall continue to be counted as seated members of the Governing Council for purposes of determining quorum and compliance with applicable federal, state, and organizational governance requirements.

## **ARTICLE VIII – MEETINGS AND VOTING**

- A. Annual Meeting: The annual meeting of the Council shall be held in December at the Health Department unless an alternative venue is decided upon by the Council.
- B. Regular and Special Meetings: Regular meetings of the Council shall be held monthly at a time and place to be decided by the Council in accordance with the Illinois Open Meetings Act (OMA). Special meetings may be called by the Chair or the Executive Director in accordance with OMA.

- C. Notice: The schedule of regular meetings of the Council shall be published at the beginning of the calendar year on the Health Department website and the Lake County website. Notice of the date, time, place, and agenda for each regular meeting shall be posted at the Health Department's main office (3010 Grand Avenue, Waukegan) and on the Lake County website at least 48 hours in advance of the meeting. Agendas and supporting information shall be delivered to each member five (5) days prior to the date of the meeting. Written notice of special meetings of the Council shall be delivered personally or e-mailed to each Council member at least 48 hours prior to the stated time of the meeting.
- D. Minutes: The Council shall record minutes of all meetings of the Council, the Executive Committee, and all other Council Committees. Meeting minutes shall be distributed and stored in accordance with the provisions of these bylaws or as required by statute or resolution and in accordance with OMA.
- E. Quorum: A majority of the currently seated Council members shall constitute a quorum for the transaction of business at any Council meeting. If attendance at a legally constituted meeting drops below the quorum, then a majority of the Council members present may adjourn the meeting. No business requiring approval will be completed in the absence of a quorum.

F. In accordance with the Illinois OMA (5 ILCS 120/7), a majority of the Governing Council may allow a Board member to attend a public meeting of the Council, excluding executive session, by video, if available, or audio conference if the individual Member is prevented from physically attending because of (i) personal illness or disability, (ii) business of the Governing Council, (iii) a family or other emergency, (iv) employment reasons (military service is considered employment), or (v) unexpected childcare obligation (PA 103-311). A quorum must be physically present in order for a Member to participate electronically. A Member attending electronically shall be considered electronically present at the meeting and entitled to vote on any matter before the public body, as if the Member were physically present at the meeting. To ensure a physical quorum, the Member shall notify the Executive Director Assistant in writing (email notice highly encouraged / preferred) in advance of the meeting as soon as practical of their request to attend electronically.

1. The Executive Director Assistant will notify the Chair of the public body, after establishing that a quorum is physically present at the meeting and shall state that a Member requested to participate in the meeting electronically.
2. The Member will be authorized to attend electronically unless the public body determines, by motion, that the notice does not comply with the requirements outlined herein. If no such motion is adopted, the President shall declare the requesting Member present.
3. When a physically present quorum is required to conduct a meeting, any Member who has submitted a request to participate electronically shall have their request considered to be granted in the order it was received to ensure the ability to achieve quorum.

If attending electronically and if able to share video, Members should ensure their camera is on, at a minimum, when speaking and when voting.

~~In accordance with OMA (5 ILCS 120/7), a majority of the Council may allow members to attend public meetings of the Council, excluding executive session, by video or audio conference if the member is prevented from physically attending because of (a) personal illness or disability; (b) business of the Council; or (c) a family or other emergency. A quorum must be physically present in order for a member to participate electronically. Council members attending a meeting electronically are permitted to participate in debate and discussion but are not permitted to vote.~~

- F. Voting: All action to be taken shall be decided by a majority vote of the Council members present except as may be provided by statute or these bylaws.
- G. Any individual or spokesperson for a group shall be permitted time to address the Council on matters before them at any given meeting. Public comment is limited to three (3) minutes per individual or spokesperson. For items on the agenda, comments may be made at the time the item is on the floor for consideration or at the discretion of the Chair. Comments regarding matters germane to the Council but not on the agenda may be made during the public comment section of the meeting subject to the following constraints:
  - 1. Members of the public wishing to address the Council must complete a public comment card indicating the topic on which they wish to comment.
  - 2. Time for such comments shall be assigned on a first-come, first-serve basis as determined by the Chair.
  - 3. The Chair, as parliamentarian, shall manage the public comment section of the agenda and review speaker requests, call upon speakers at the appropriate time and enforce the rules governing the public comment.
  - 4. The Chair may limit or preclude comment which is repetitive, redundant, cumulative, irrelevant to the business of the Council or promoting or supporting a candidate for public office or political in nature.
  - 5. Statements that are uncivil, rude, vulgar, or profane or concern the private activities, lifestyles, or beliefs of others are prohibited. Any person making such prohibited remarks shall be requested to leave the meeting.
- H. The Chair may be advised in parliamentary manners by the Executive Director.
- I. The public may record the proceedings only from the audience seating area or in areas designated by the Chair.

## **ARTICLE IX – OFFICERS**

- A. Officers: The officers of the Council shall be the Chair, Vice Chair and Secretary (and immediate Past Chair).
- B. Election and Terms of Office: The officers shall be elected by the Council during the annual meeting and shall take office at the first Council meeting following election. Term of office shall be for two years. An officer will be allowed to serve two consecutive terms or four consecutive years in the same position. If after two consecutive terms an officer wishes to continue in the same position, a one-year hiatus is required. Each officer shall hold office until their successor has been duly elected or until said officer resigns or has been removed in the manner hereinafter provided.

- C. Removal: Any officer elected by the Council may be removed from their office by the Council through a two-thirds majority vote.
- D. Vacancy: Vacancy of any office due to resignation, removal or other reason, may be filled for the unexpired portion of the term at any regular meeting of the Council.
- E. Chair: The Chair shall be elected from the Council and shall preside at all meetings of the Council. The Chair shall be kept advised of the affairs of the Health Center and ensure that all directives and policies are carried into effect. The Chair shall have the usual powers, duties, and authority commonly vested in the office of Chair, shall appoint standing Committees, Ad Hoc Committees and their Chairs, and shall perform other duties as may be assigned by the Council. The Chair shall be a voting, ex-officio member of all committees.
- F. Vice Chair: The Vice Chair shall perform the duties of the Chair in the absence of the Chair and shall perform such other duties as from time to time may be assigned by the Council.
- G. Secretary: ~~The Secretary shall ensure that accurate records of all meetings of the Council are maintained and, when clerical staff support is not available, shall be responsible for the preparation and signing of approved meeting minutes. The Secretary shall sign the approved minutes of all meetings of the Council and the Executive Committee if one is appointed. The Secretary shall give notice of all meetings of the Council in accordance with the provisions of these bylaws or as required by statute or resolution.~~ The Secretary may keep minutes of Executive Sessions, where staff is not present. The Secretary shall perform other duties as assigned by the Council. The Executive Director shall assure that adequate clerical support is provided to the Secretary.
- H. Nomination of Officers: Nomination of officers shall be submitted to the Council during the annual meeting, and additional nominations may be made by a member or members of the Council from the floor.

## **ARTICLE X – COMMITTEES**

The Council may establish whatever committee it deems necessary to carry out the Purpose and Objectives of the Health Center or to deliberate on the business and responsibilities of the Council. The Chair, with Council approval, may appoint members to these committees. Non-Council members, who may be Health Center employees, may serve on committees to assist the Council in carrying out its charge. The function of committees is advisory and fact-finding. Any action must be approved by the Council. No committee or individual member may decide any matter or act without specific Council approval. Members of the Council shall refrain from giving personal advice or directives to any personnel of the Health Center. The Chair shall be a voting, ex-officio member of all committees. All committee meetings shall be held in accordance with OMA.

- A. The Executive Committee shall consist of the Chair, Vice Chair, Secretary and immediate Past Chair. Executive Committee members shall serve until the next slate of officers is presented by the Nominating Committee and voted upon by the Council at the meeting immediately prior to the end of the operating fiscal year. The Executive Committee shall conduct the affairs of the Council between meetings, in accordance with the stated purposes, and annually review the Executive Director. The Executive Committee shall meet at the call of the Chair or the Executive Director, as requested by a majority of the

Council members. In cases of a tie vote in the election of new officers, the outgoing Executive Committee shall meet and determine a method to break the tie.

- B. Standing Committees: The Chair of the Council shall, from among Council members and with the concurrence of the Council, appoint the following standing committees and their Chair: Budget, Strategic Planning, Personnel, and Nominating. The maximum number of consecutive terms a member can serve as Chair of a single committee is two years. The member must take a one-year break in order to be eligible to serve as Chair of that committee again.
1. The Budget Committee shall consist of a minimum of three (3) to a maximum of five (5) members. It shall be the duty of the Budget Committee to meet annually to review and provide preliminary approval of the recommended FQHC budget.
  2. The Strategic Planning Committee shall consist of three (3) members. It shall be the duty of the Strategic Planning Committee to develop Community Health Center long-term goals and objectives and review the Council bylaws annually. The Strategic Planning Committee shall educate the community on LCHD history and services, review a library of collateral materials that create a brand image for the Health Center system, carry out special duties and perform other short-term tasks as directed by the Council.
  3. The Personnel Committee shall consist of three (3) members. It shall be the duty of the Personnel Committee to review provider credentialing, privileging, and reappointment application packets as recommended by the Board of Health Credentialing Committee.
  4. The Nominating Committee shall consist of three (3) members. It shall be the duty of the Nominating Committee to present a slate of officers to the Council and interview potential new Council members and recommend approval.
- C. The function of the standing committees described in sub-paragraphs B.1 through B.4 is advisory and fact finding. Any action must be approved by the Council. No standing committee or individual member may decide any matter or action without specific Council approval. The Chair shall be an ex-officio member of all standing committees and may participate in the discussion and deliberations of those committees but shall have the right to vote only in the case of a tie or to constitute a quorum.
- D. Term: Standing Committee members, including Chairs, shall be appointed at the January meeting of the Council and shall serve for one (1) year or until a successor is appointed.
- E. Meeting Procedure: Every meeting of a standing committee of the Council shall be called by its Chair, by a majority of its members, or by the Executive Director. Every Council member shall be given adequate notice of such meetings. A quorum for the conduct of committee business shall be a majority of its members.
- F. Membership: Only Council members may be appointed to standing committees of the Council. Non-Council members may serve only as non-voting consultants to a standing committee.

- G. Voting: When a standing committee meets and votes on an issue, only members of that committee may vote. Council members who are present but who are not members of the committee may not vote.
- H. Ad hoc committees may be established by the Chair of the Council with the concurrence of the Council for special, limited purposes and shall serve only until completion of assignment. At least one (1) Council member shall be appointed to each ad hoc committee of the Council.

## **ARTICLE XI – RESPONSIBILITIES OF GOVERNING COUNCIL**

- A. The Council shall approve applications related to the Health Center project including grants/designation applications and other Health Resources and Services Administration (HRSA) requests regarding scope of project.
- B. Personnel Policies and Procedures: The Council, through its Cooperative Operational Agreement, shall acknowledge the LCHD personnel policies and procedures, and therefore has an opportunity for recommendations and design. These policies contain selection and dismissal procedures, performance appraisal procedures, salary and benefit scales, employee grievance procedures and equal opportunity practices as established by the Board of Health.
- C. Financial Management: The Council and the Board of Health shall jointly approve an annual budget for the Center. The Council shall review management reports to ensure accountability for the Health Center's activities and determine eligibility for services including criteria for partial payment schedules and long-range financial planning.
- D. Evaluate Health Center Activities: The Council shall evaluate utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and shall develop a process for hearing and resolving patient grievances.
- E. Compliance with Laws: The Council shall assure that the Health Center and the Council are operated in compliance with applicable Federal, State and local laws and regulations and Conflict of Interest policy.
- F. Health Care Policies: The Council shall approve policies which include scope and availability of services, mode of delivery of services, location and hours of services, and quality of care audit procedures.
- G. Strategic-Plan: The Council shall take a leadership role and participate in developing goals and objectives to guide the Health Center's decisions and actions. The Council, together with the Board of Health, shall be responsible for approving the Health Center's strategic plan once every three years.
- H. Yearly Self-Evaluation: The Council will, on an annual basis, complete a written self-evaluation tool and act on results as needed.
- I. Administrative Assistance: The Executive Director shall provide administrative assistance necessary in fulfilling the Council's responsibilities.

## **ARTICLE XII – FISCAL YEAR**

The fiscal year of the Council shall be December 1 through November 30.

## **ARTICLE XIII – ORDER OF BUSINESS**

The order of business of the Council, unless changed by a majority vote of its members, shall be as follows:

### **Regular Meeting and Annual Meeting**

1. Call to Order
2. Roll Call of Members
3. Pledge of Allegiance
4. Approval of Minutes
5. Public Comment to the Council
6. Executive Director's Report
7. Action Items
  - 7.1 Licensed Independent Practitioner (LIP) Credentialing and Privileging (as needed)
  - 7.2 Licensed Independent Practitioner (LIP) Reappointments (as needed)
  - 7.3 Grants (as needed)
8. Presentations
9. Discussion Items
10. Director of Healthcare Operations Report
11. Director of Finance & Administrative Services Report
12. Added to Agenda Items
13. Old Business
14. New Business
15. Executive Session
16. Adjournment

### **Special Meeting**

1. Call to Order
2. Reading of Notice Calling Special Meeting
3. Transaction of Business Stated in Notice
4. Adjournment

## **ARTICLE XIV – AMENDMENTS**

These bylaws may be amended at a regular meeting of the Council by a two-thirds majority vote of the members present, only after the proposed change has been presented and discussed at a previous regular meeting.

## **ARTICLE XV – DISSOLUTION**

No member of the Council shall be entitled to share in the distribution of any assets upon the dissolution of the FQHC. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or conclusion of the affairs of the FQHC, whether voluntary or involuntary, the assets of the FQHC, after all debts have been satisfied, then remaining in the hands of the Council, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Council may determine, or as may be determined by a court of competent jurisdiction upon the application of the Council, exclusively to the County of Lake.

**ARTICLE XVI – PROXY**

An absent Council member shall not be allowed to vote by proxy.

**ARTICLE XVII – AUTHORITY**

The Parliamentary Authority of the Council shall be Roberts Rules of Order, Revised.

WITNESS THE SIGNATURE of the undersigned as of the date revised above written.

LAKE COUNTY COMMUNITY HEALTH CENTER GOVERNING COUNCIL

By: \_\_\_\_\_  
Chair Date  
Miriam Smith-Taylor

By: \_\_\_\_\_  
Secretary Date  
Miriam Argueta

Original Date: 05/27/92

**Revised Date**

- |          |          |
|----------|----------|
| 12/16/97 | 05/09/23 |
| 07/14/98 | 09/03/24 |
| 02/22/00 |          |
| 11/28/00 |          |
| 02/04/02 |          |
| 06/24/03 |          |
| 02/04/05 |          |
| 03/26/09 |          |
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