

**BYLAWS OF  
The North Central Accountable Community of Health (North Central ACH)  
DOING BUSINESS THROUGH  
The Chelan Douglas Health District (CDHD)  
A LOCAL PUBLIC HEALTH DISTRICT**

**Adopted November, 2015**

**ARTICLE I  
OFFICES**

**1.1 Registered Office and Registered Agent.** The registered office of the North Central ACH shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors known as the Governing Board upon filing of such notices as may be required by law. The North Central ACH shall be, pending action by the Governing Board, an unincorporated organization (also called Organization) doing business through a Backbone Organization that also serves as the Registered Agent or Agent. Until otherwise designated, that Registered Agent shall be the Chelan-Douglas Health District (CDHD). The Administrator and Director of Environmental Health of CDHD shall serve as Registered Agent and shall have a business office identical with such registered office

**ARTICLE II  
ORGANIZATION MISSION**

To continually improve the health of our communities and the people who live in them, improve health care access, quality, and the experience of care, and lower per capita health care costs in the North Central region which includes Chelan, Douglas, Grant and Okanogan counties.

**ARTICLE III  
NO MEMBERS**

The North Central ACH shall have no members but shall be governed by the Governing Board.

**ARTICLE IV  
GOVERNANCE**

**4.1 GOVERNANCE STRUCTURE**

NCACH's governance structure has three main components: A Governing Board, a Leadership Council and Coalitions for Health Improvement in each public health jurisdiction.

**The Governing Board** will be the primary decision making body of the North Central ACH.

**The Leadership Council** will consist of region-wide representatives from relevant sectors such as primary care, specialty medicine, dentistry, behavioral health, social services, long term care, the business community, consumers and others. The purpose of the Leadership Council is to provide to the Governing Board advice from a broad range of stakeholders on matter that affect the health of people in the region. The Governing Board is required to consult with the Leadership Council on significant decisions, and the Governing Board will also include two non-voting Leadership Council representatives to insure that the Leadership Council has a voice in all Governing Board discussions. Any interested partner will be able to join the Leadership Council by signing an agreement accepting basic member responsibilities.

**The Coalition for Health Improvement** in each Public Health jurisdiction (Okanogan, Grant, and Chelan-Douglas) is a broad-based local community coalition intended to assure the engagement of a wide variety of partners in the work of the North Central ACH. Its functions will include input

to the Governing Board on major ACH activities including needs assessment and the meaning of local health data; community health improvement plans and priorities; health improvement initiatives; delivery system transformation; and other aspects of the ACHs efforts to achieve the triple aim.

#### **4.2 GOVERNING BOARD MEMBERSHIP POWERS AND NUMBER**

Membership on the Governing Board will be drawn from organizations and communities and will include substantial representation from outside the medical care delivery sector. Members will be drawn from public health, education, social services, community based organizations, business, government, tribes and other community leaders, as well as from the long-term care, medical and behavioral health care delivery systems, including health plans and purchasers, hospitals, primary care and specialty providers.

**Power.** Management of all the affairs, property and interest of The North Central ACH shall be vested in the Governing Board. In addition to the powers and authorities expressly conferred upon it by these Bylaws and any future Articles of Incorporation, the Governing Board may exercise all such powers of the North Central ACH and do all such lawful acts and things as are authorized by HB 2572.

**Number.** The number of members shall be determined from time to time by a vote of the Governing Board but shall never be less than eleven (11) nor more than nineteen (19). The number of the Governing Board may, at any time, be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Governing Board member.

**Appointment of Governing Board Membership.** The Executive Committee or a nominating group appointed by the Executive Committee to the Governing Board shall nominate potential members to the Governing Board and shall forward the list of nominees to the Governing Board. The Governing Board approves membership to the Governing Board.

#### **4.3 GOVERNING BOARD: MEMBERSHIP COMPOSITION**

Governing Board shall consist of community leaders, representatives of key community institutions and others who are considered representative of the North Central region and interested in community healthcare access improvement issues. The Governing Board shall reflect the breadth and diversity of the community and will include representatives from a variety of sectors. The Governing Board composition includes representation from the sectors listed below, although, if appropriate, can be expanded to include additional sectors by a vote of the Governing Board.

The sectors represented on the Governing Board are:

- a) Behavioral Health (1 representative; two-year initial term)
- b) Confluence Health (2 representatives; one for Central Washington Hospital – three year initial term; and one for Primary Care – one year initial term).
- c) Public Hospitals (2 representatives; one seat with an initial term of three years and the other with an initial term of one year).
- d) Federally Qualified Health Clinics (1 representative; three year initial term)
- e) Business Community (1 representative; three year initial term)
- f) Elected Officials (1 Ex Officio voting member; no term limit)
- g) Education (1 representative; three year initial term)
- h) Public Health (1 representative; one year initial term)
- i) Area Agency on Aging (1 representative; two year initial term)
- j) Hispanic Community (1 representative; three year initial term)
- k) Medicaid Managed Care Organizations (1 representative; 1 year initial term)
- l) Tribal Representative (1 representative; two year initial term)

- m) At-large Seat (1 representative; 1 year initial term)
- n) Leadership Council Representative (2 representatives; non-voting, one seat for a three year initial term; the other for a one year initial term).

Governing Board members may be assigned to represent more than one sector.

**Vacancies.** All vacancies in the Governing Board, whether caused by resignation, change in employment, death or otherwise, may be filled by an affirmative vote of the majority of the remaining members, even though less than a quorum of the Governing Board. A member elected to fill any vacancy in the Governing Board shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

Registered Agent staff will maintain a list of Governing Board Membership by Sector, and notify the Nominating Committee in the event of vacancy or lack of appropriate sector representation, as directed by the North Central ACH Health Policy and Procedure Manual.

#### **4.4 GOVERNING BOARD: ROLES AND RESPONSIBILITIES**

Governing Board members are chosen in part because of the organizations or communities they represent. It is appropriate for them to assure that the views and interests of those they represent are included in North Central ACH discussions. When making decisions, Governing Board Members must consider issues from a regional perspective, rather than from the narrower perspective of their organization, affiliations or localities.

Sector representation is primary but Chelan, Douglas, Grant & Okanogan counties will each have at least one member on the Governing Board who lives and works in that county.

**Removal.** Governing Board members are expected to regularly attend Governing Board meetings. Members shall notify staff if they will not be able to attend scheduled meetings of the Governing Board. Absences from one-half of the regularly scheduled meetings in any given calendar year may be grounds for removal.

Registered Agent staff will maintain a list of Governing Board Member attendance, and report, as necessary to the Steering Committee, as directed by the North Central Accountable Community of Health Policy and Procedure Manual.

### **ARTICLE V GOVERNING BOARD: TERMS IN OFFICE**

**Term of Office.** Governing Board members other than Medicaid Managed Care Organization representatives shall be elected to serve for a term of three (3) years, provided however initial terms for members shall be for one (1), two (2) and three (3) years, as described in Section 4.2. With the exception of Medicaid Managed Care Organization sector, terms are renewable up to three consecutive terms, and members may serve no more than three consecutive terms unless they have been appointed by a Tribe. Medicaid Managed Care Organizations have agreed to rotate their sector representative on an annual basis.

Registered Agent staff will maintain a list of Governing Board Member Terms of Office, by sector, as directed by the North Central ACH Policy and Procedure Manual.

### **ARTICLE VI GOVERNING BOARD: VOTING & MEETINGS**

**Voting and Non-Voting Members.** To balance functional group size with the range of interests necessary, each sector will be limited to no more than two voting representatives to serve on the Governing Board. The Governing Board may also select 1 at large seat as a voting member.

Non-Voting Members have the same duties and rights as all other members of the Governing Board with the exception of voting. Non-Voting Members are bound by the same procedures and rules as all other members of the Governing Board.

**Medicaid Managed Care Organization Representation.** Medicaid MCOs, as a sector, are limited to one (1) vote. The Plans will assume responsibility for developing internal voting mechanisms to allow participation without impacting the dynamics of Governing Board meetings.

Registered Agent staff will maintain a list of Voting and Non-Voting Members by sector, as directed by the North Central Accountable Community of Health Policy and Procedure Manual.

Every effort will be made to achieve Governing Board decisions by consensus. Consensus is defined as the unanimous agreement of the members.

If a Governing Board Member cannot support an emerging agreement of the group, the member is obligated to make his or her concerns known, and the rest of the group is obligated to listen with an interest in resolving these concerns. Members are expected to work to address the concerns, including asking the concerned party to clarify any underlying interests or other dynamics that could be interfering with an agreement. All Governing Board Members are obligated to try to find an alternative that meets the interests of the concerned party as well as their own.

If the Governing Board makes a good faith effort to achieve consensus but finds that consensus is not possible, the decision will be submitted to a vote of the Governing Board and decided by a simple majority of Governing Board Members present, providing there is a quorum.

**Rules of Procedure.** The rules of procedure at meetings of the Governing Board and committees of the Governing Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**Regular Meeting.** Regular meetings of the Governing Board shall be held within the State of Washington at such place as may be designated by the Governing Board from time to time. The Governing Board shall be required to meet a minimum of four (4) times per year.

**Special Meeting.** Special meeting of the Governing Board may be called at any time by the Chair or upon written request by any five (5) Governing Board members. Such meeting shall be held at such place as the Governing Board may, from time to time, designate.

**Annual Meeting.** Do we want one for the election of officers?

**Notices.** Notices of all regular and special meetings of the Governing Board shall be given to each Governing Board member by three (3) days' prior notice of the same by e-mail, fax, letter or personally. Such notice need not specify the business to be transacted at, or nor the purpose of the meeting.

**Quorum.** A majority of the entire Governing Board membership shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**Proxy.** Voting can be executed by utilization of Limited Proxy in the event that a Governing Board member is unable to attend a meeting. In order to execute a limited proxy, Registered Agent staff will distribute the Limited Proxy form at least five (5) days prior to the meeting (regular or special), by e-mail or fax, at the request of the Governing Board member wishing to execute a Limited Proxy. In order to maintain continuity of recordkeeping in the event of a Limited Proxy, Registered Agent

staff will be notified at least three (3) days prior to the meeting that 1) a Limited Proxy has been executed and 2) the name of the Governing Board member in physical possession of the Limited Proxy. All Limited Proxies will be given to staff at the Governing Board meeting (or delivered electronically in the event of an electronic ballot or vote), for inclusion into the permanent records of the North Central ACH.

**Electronic Transmission of Votes.** In the event that Governing Board members are required to take action on behalf of the North Central ACH outside of the regularly scheduled meetings, it is agreed that an electronic transmission of votes shall be conducted. Notices requiring electronic transmission of votes shall be sent five (5) business days prior to the vote closing and votes being tallied. Documentation of Governing Board member electronic votes shall be maintained by Registered Agent staff, and be made available for review, upon request by any Governing Board member. Previously stated guidelines re. Quorum and Proxy are also applicable in the event of electronic transmission of votes. Responsibility for voting electronically rests with the Governing Board member, and failure to vote shall cause the Governing Board member to be not counted toward the Quorum necessary for the transaction of business. Failure to vote does not indicate a vote in favor or a vote against the issue in question.

**Action by Governing Board Members Without a Meeting.** Any action required or permitted to be taken at a meeting of the Governing Board or a Committee thereof may be taken without a meeting with written notification, setting forth the action so to be taken, signed by all of the Governing Board members or all the members of the Committee, as the case may be.

## **ADDITIONAL RESPONSIBILITIES**

**Additional Governing Board Responsibilities.** The Governing Board shall also have the responsibility and powers to accomplish the following in establishing policy and direction for the North Central ACH:

- A. Oversee and facilitate a community based process to improve healthcare access in Chelan, Douglas, Grant & Okanogan counties.
- B. Assess health care issues from a community-wide perspective, with the health of the region's people uppermost in mind, rather than narrowly representing a sector, employer, or geographic area.
- C. Be open with other members of the Governing Board when professional or personal commitments complicate or affect decisions faced by the Governing Board.
- D. Approve an annual budget and provide financial oversight
- E. Insure legal and ethical integrity and maintain accountability.
- F. Determine, evaluate and revise the North Central ACH's strategic priorities to fulfill the North Central ACH's mission and purpose.
- G. Attend and participate in Governing Board and workgroup or committee meetings as regularly as possible, sending appropriate non-voting alternate when unable to attend.
- H. Enhance the North Central ACH's public awareness

## **CONTRACTUAL RELATIONSHIP WITH THE BACKBONE ORGANIZATION**

### **Roles**

Responsibilities  
Recordkeeping  
Term  
Reference to contract and incorporated herein

## **APPOINTMENT OF COMMITTEES AND WORK GROUPS**

The Governing Board members are expected to serve on a standing committee or a workgroup. The Governing Board may appoint, from its own numbers, standing or temporary committees. No Committee or workgroup shall have the authority of the Governing Board in reference to amending, altering or appealing Bylaws, electing, appointing or removing any members of the Governing Board; amending the Articles of Incorporation; authorizing sale, lease or exchange of substantially all assets of the organization; or authorizing the involuntary dissolution of the organization.

The following Committees are authorized as standing Committees:

### **EXECUTIVE COMMITTEE**

The Governing Board will elect officers (Chair, Vice-Chair, treasurer and Secretary) who will form an Executive Committee which will make operational decisions for the North Central ACH on a week-by-week basis. Executive Committee membership shall consist of the officers of the Governing Board. A majority of the Executive Committee membership shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

### **ROLE & RESPONSIBILITIES**

The Executive Committee is responsible for

- a. working with the Chair and Registered Agent staff assigned to the North Central ACH on ongoing issues regarding the business of the organization and
- b. to hear and decide on pressing matters of business which may arise between regularly scheduled North Central ACH Governing Board meetings which require a decision before the next meeting.
- c. The North Central ACH's Governing Board can also delegate specific decision making authority to the Executive Committee on a case by case basis.

The Executive Committee shall meet on a regular basis and shall present all recommendations and actions for review and approval by the North Central ACH's Governing Board at their next meeting.

### **NOMINATING COMMITTEE ROLE & RESPONSIBILITIES**

. <Need to insert language defining nominating Committee>>

## **GENERAL COMMITTEES OR WORK GROUPS**

The Governing Board or the Executive Committee may charter additional committees or work groups as needed. Committee members can be appointed by the Governing Board, the Executive Committee or proxy. Committees are allowed to have non-Governing Board members and are encouraged to do so if that enhances completion of the committee charter. Committees are generally intended to be broadly representative of the membership of the Governing Board.

All Committees or workgroups so appointed shall be chaired by a member of the Governing Board. The Registered Agent will keep regular minutes of their meetings and shall insure that their records

are maintained in a central location and available to the North Central ACH. The designation of any such Committee and the delegation of authority shall not relieve the Governing Board, or any member thereof, of any responsibility imposed by law.

## **ARTICLE VII OFFICERS**

The officers of the North Central ACH shall be Chair, one (1) Vice-Chair, a Secretary, and a Treasurer. All officers shall be elected for a term of two (2) years by the majority vote of the Governing Board. Such officers shall hold office until their successors are elected and qualified.

All officers shall serve on the Executive Committee.

**Chair.** The Chair shall preside at all meetings of the Governing Board and shall have general supervision of the affairs of the North Central ACH, including working with the Staff assigned to the North Central ACH to plan Governing Board agendas and programs, chairing the Executive Committee meetings and acting as a spokesperson for the North Central ACH, and such other duties as are incident to the office or are properly required by the President of the Governing Board.

**Vice--Chair.** During the absence or disability of the Chair, the Vice-Chair shall exercise all of the functions of the Chair. The Vice-Chair shall have such powers and discharge such other duties as may be assigned to him or her, from time to time, by the Governing Board.

**Secretary.** Shall insure issuance notices for meetings, retain minutes of said meetings and shall make such reports and perform such duties as are incident to the office.

**Treasurer.** The Treasurer shall have oversight responsibilities of all monies and insure regular books of accounts. They shall help insure the fiscal integrity of the North Central ACH by overseeing financial activities and advising the Governing Board on its fiscal responsibilities.

**Delegation.** If any officer of the North Central ACH is absent or unable to act and no other person is authorized to act in such person's place by the provision of these Bylaws, the Governing Board may, from time to time, delegate the power or duties of such officer to any other Governing Board member or any other such person it may select.

**Vacancies.** Vacancy in any office arising from any cause may be nominated by the Nominating Committee, approved by the Executive Committee and then approved by a majority vote of the Governing Board.

**Term.** Term of office for officers is two (2) years. Officers may be reelected for one (1) additional consecutive two (2) year term **with no members serving in the same position for more than two consecutive terms.**

**Removal.** The officers of the North Central ACH shall hold office until their successors are chosen and qualified.

## **ARTICLE VIII FINANCIAL POLICY**

**Remuneration.** No stated salary shall be paid to Governing Board members or Committee members.

**Loans.** No loans shall be made on behalf of the North Central ACH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Governing Board. Such authority may be general or confined to specific instances.

**Loans or Extensions of Credit to Governing Board or Committee Members.** No loans shall be made and no credit shall be extended to any Governing Board or Committee member

### **CONFLICT OF INTEREST POLICY**

**Conflict of Interest.** The North Central ACH shall at all times have a conflict of interest policy which shall be adopted by the Governing Board. The Governing Board will review and sign this on an annual basis.

Registered Agent staff will maintain the documentation thereof, as directed by the North Central Accountable Community of Health Policy and Procedure Manual.

### **ARTICLE VIII AMENDMENTS**

The Governing Board shall have power to make, alter, amend and repeal the Bylaws of the North Central ACH, provided the Governing Board will not approve any such alteration, amendment or repeal on which such action shall first have received approval of two-thirds of the entire Governing Board. The Governing Board shall receive 10 business days notice of any proposed action to alter or amend the Bylaws of the North Central ACH.

Attest:

\_\_\_\_\_, Secretary