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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~~

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Adopted ~~November, XX~~, 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.~~ The North Central ACH is legally organized as a XXXXX. (TBD by the Board. Language regarding filing should also be included once a decision on form is made.)

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 and ultimate 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 matters 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 The Governing Board will also include two non-voting Leadership Council representatives to insure that the Leadership Council has a voice

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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.

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Designated Staff: The Board shall make provision for staff required to carry out the work of the North Central ACH.

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. Whenever applicable, the Governing Board will endeavor to create Bylaws, policies, procedures and strategies which are consistent with the Governance Charter and Guiding principles which, although not a part of the Bylaws, are attached for reference.

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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~~of the Governing Board, shall nominate potential members to the Governing Board and shall forward the list of nominees to the Governing Board ~~for consideration.~~ 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~~[North Central ACH](#) 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~~[North Central ACH 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~~– at the discretion of the Governing Board.~~

~~North Central ACH Registered Agent staff~~[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.

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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.

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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. The Governing Board reserves the right to change this arrangement if at any time it is deemed to not be in the best interest of effective governance of the North Central ACH.

North Central ACH Registered Agent staff~~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.

Governing Board Decision Making: 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. Provisions for electronic participation in Governing Board meetings shall be determined by the Governing Board.

Special Meeting. Special ~~meeting~~meetings 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

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be held at such place as the Governing Board may, from time to time, designate.

Annual Meeting. ~~De we want one for the election of officers?~~ The Governing Board will designate one of its meetings as the "Annual Meeting". Annual appointment of Governing Board members to fill expiring terms and the election of officers will occur at the Annual Meeting.

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Notices. Notices of all regular and special meetings of the Governing Board shall be given to each Governing Board member ~~by~~with no less than 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 ~~for~~ the purpose of the meeting. Whenever possible, notice at least 30 days prior to Governing Board meetings will be provided.

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. ~~North Central ACH 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. Staff will develop a procedure for procedure for voting by proxy to be approved by the Governing Board.~~

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~~may be conducted. ~~North Central ACH Notices requiring Staff shall develop a procedure for electronic transmission of votes shall be sent five (5) business days prior to the vote closing voting for review and votes being tallied. approval by the Governing Board.~~

Documentation of Governing Board member electronic votes shall be maintained by North Central ACH Registered Agent staffStaff, and be made available for review, upon request by any Governing Board member. ~~Previously stated guidelines re. P~~Governing Board approved policies with respect to 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~~through written notification, setting forth the action so to be taken, signed by all of the Governing Board members or all the members of the relevant Committee, as the case may be.

ADDITIONAL RESPONSIBILITIES

Additional Governing Board Responsibilities. The Governing Board shall also have the discretion, responsibility and powers to ~~accomplish~~address at least the following ~~when~~ establishing policy and direction for the North Central ACH:

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- A. Oversee and facilitate a community based process intended 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.C.~~ Approve an annual budget and provide financial oversight
- ~~E.D.~~ Insure legal and ethical integrity in all its dealings and maintain accountability with regard to its purposes.
- ~~F.E.~~ Determine carry out, 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.F.~~ Enhance the North Central ACH's public awareness

CONTRACTUAL RELATIONSHIP WITH THE BACKBONE ORGANIZATION

Roles

Responsibilities

Recordkeeping

Term

~~Reference Respond to contract requests from State Agencies, such as the Health Care Authority, and incorporated herein~~ elected officials in ways that

Appointment of Committees and Work Groups

~~The Governing Board members are expected to serve on a standing committee or a workgroup consistent with these. The Governing Board may appoint, from its own numbers, standing or temporary committees.~~

~~G. 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 the Mission of the Governing Board; amending North Central ACH and the Articles of Incorporation; authorizing sale, lease or exchange of substantially all assets best health interests of the organization; or authorizing the involuntary dissolution of the organization. people of Okanogan, Grant, Douglas and Chelan Counties.~~

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.~~

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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.

OFFICERS The officers of the North Central ACH shall be the Chair, Vice-Chair, Secretary, and 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 their terms begin.

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. The Chair shall plan Governing Board agendas and programs, chairing the. The Chair shall preside at all Governing Board and Executive Committee meetings and acting. The Chair shall act as a spokesperson for the North Central ACH, as required and shall carry out such other duties as are incident to the office or are properly required by the President of of an

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effective Chair or 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.

Executive Committee: The officers (Chair, Vice-Chair, Treasurer and Secretary) will constitute the Executive Committee which will make operational decisions for the North Central ACH on a week-by-week basis. A majority of the Executive Committee membership shall be sufficient to constitute a quorum for the transaction of business.

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[^]The Executive Committee is responsible for:

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a. working with the Chair and North Central ACH Staff to carry out the ongoing issues business of the organization, including follow-up on any matters as requested by the Governing Board, and

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d.b. ~~deciding~~ 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.

e.c. ~~additional duties as delegated by the~~ 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 inform the governing board of all decisions made, and shall present all decisions for review, and recommendations and actions for review and approval by the North Central ACH's Governing Board at their next meeting.

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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, temporarily delegate the power or duties of such officer to any other Governing Board member ~~or any other such person it may select.~~ If the officer is permanently unable to carry out the assigned duties, the Governing Board will appoint an individual to fill the remainder of the unexpired term ~~election for a replacement will be carried out by the Governing Board as soon as reasonably possible.~~

Vacancies. Vacancy in any office arising from any cause may be ~~nominated~~filled by the Nominating Committee, ~~approved putting forth a candidate to serve through the remainder of the unexpired term for temporary approval~~ by the Executive Committee ~~and then~~. Such appointments ~~must subsequently be~~ approved by a majority vote of the Governing Board ~~at its next scheduled meeting.~~

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. ~~In the event of a conflict between a Governing Board members remaining term and a two year term as an officer, the Governing Board shall have the option to adjust either the term of office of the term of the Governing Board member, either add or subtract years, so they expire in the same time period.~~

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Removal. The officers of the North Central ACH shall hold office until their successors are chosen and ~~qualified, their terms begin.~~

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APPOINTMENT OF COMMITTEES AND WORKGROUPS

~~Governing Board members are expected to serve on standing committees or workgroups as required to carry out the duties of the North Central ACH. 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 assets of the organization; or authorizing the involuntary dissolution of the organization.~~

Standing Committees: The following Committees are established as standing Committees: The Governing Board may create or eliminate Standing Committees at its discretion.

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NOMINATING COMMITTEE ROLE & RESPONSIBILITIES

~~Prior to the Annual Meeting, the Governing Board shall establish a Nominating Committee of not less than three Governing Board members for the purposes of identifying candidates to stand for Governing Board election at the next Annual Meeting.~~

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GENERAL COMMITTEES OR WORK GROUPS

~~The Governing Board or the Executive Committee may charter additional ad hoc 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. Ad hoc committees and workgroups are expected to have a limited duration, typically less than 12 months. Ad hoc committees and workgroups may be disbanded at any time by action of the Governing Board regardless of whether their intended work is completed.~~

~~All Committees or workgroups so appointed shall be chaired by a member of the Governing Board. North Central ACH Staff 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 VIII FINANCIAL POLICY

Remuneration. No ~~stated~~ salary or other compensation shall be paid to Governing Board members or Committee members. ~~However, with the prior approval of the Executive Committee, Governing Board members may be reimbursed for reasonable travel, food and lodging expenses when traveling on pre-authorized business of the North Central ACH. The Governing Board shall approve policies and procedures for the reimbursement of travel expenses.~~

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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 or member of any of the governance structures of the North Central ACH.

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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 and statement which shall be approved by the Governing Board. All Governing Board members will be required to sign the approved Conflict of Interest Statement on an annual basis. The Governing Board, at its discretion, may require signed Conflict of Interest Statements from other persons participating in governance or other work of the organization. Failure to provide a signed form may be considered by the Board as grounds for dismissal from the Governing Board or other North Central ACH sanctioned duties.~~

~~Registered Agent staff~~ North Central ACH Staff will maintain the ~~documentation thereof~~ signed Conflict of Interest Statements, as directed by the ~~Governing Board and the~~ North Central Accountable Community of Health ACH Policy and Procedure Manual.

ARTICLE ~~VIII~~ AMENDMENTS

The Governing Board shall have the exclusive power to make, alter, amend and/or repeal ~~any or all of the sections of~~ the Bylaws of the North Central ACH, ~~provided. However,~~ the Governing Board ~~will~~ may not approve any such alteration, amendment or repeal ~~on which such action shall first have received~~ without 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