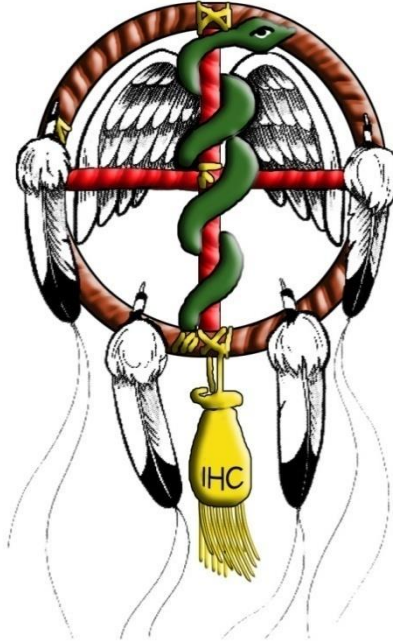


# INDIAN HEALTH CENTER OF SANTA CLARA VALLEY



## ByLaws

DocuSigned by:

*Sonya Tetnowski*

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Sonya M. Tetnowski  
Chief Executive Officer

3/24/2021

Date

DocuSigned by:

*Pablo Viramontes*

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Pablo Viramontes  
President, IHC Board of Directors

3/24/2021

Date

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Since the Indian Health Center of Santa Clara Valley (IHC) is a 501(c)3 non-profit corporation, its bylaws are the legal documents that describe how it is governed. The legal framework for the IHC, including its name and purpose, are identified in the bylaws. In addition to identifying the IHC's charitable mission, the bylaws explain the rules by which the IHC's Board of Directors is elected and how they are to govern. Any changes to the bylaws must be filed with California Attorney General's office. (All the pertinent forms are available at <http://caag.state.ca.us/charities/forms.htm>.)

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Since the Indian Health Center of Santa Clara Valley is a 501(c)3 non-profit Corporation, its By-Laws are the legal documents that describe how it is governed. The legal framework for the Indian Health Center of Santa Clara Valley, including its name and purpose, are identified in the By-Laws. In addition to identifying the Indian Health Center of Santa Clara Valley's charitable mission, the By-Laws explain the rules by which the Indian Health Center of Santa Clara Valley's Board of Directors governs. Any changes to the By-Laws must be filed with the California Attorney General's office.

**The Indian Health Center of Santa Clara Valley:  
A California Nonprofit Corporation**

**BY-LAWS**

**ARTICLE 1. NAME**

The name of the Corporation shall be The Indian Health Center of Santa Clara Valley, hereinafter referred to as the Corporation.

**ARTICLE 2. LOCATION**

The principal office of the Corporation, at which the general business of Corporation will be transacted and where the records of the Corporation will be kept, shall be located in the City of San Jose, California. Furthermore, the Corporation may establish at any time additional offices or program sites as Corporation affairs require.

**ARTICLE 3. PURPOSE**

The Corporation is chartered exclusively for charitable purposes within the meaning of Section 501© 3 of the Internal Revenue Code of 1954, in accordance with which, the Board of Directors adopted, on June 16, 1993, this mission statement:

"The mission of the Indian  
Health Center of Santa Clara  
Valley is  
to help ensure the survival and healing  
of American Indians/Alaskan Natives and  
our community by providing high quality,  
comprehensive  
health care and  
wellness services. "

## **ARTICLE 4. BOARD OF DIRECTORS**

### **Section A. Governing Board**

The affairs, property and business of the Corporation shall be governed by the Board of Directors ("the Board") which shall exercise all of the powers of the Corporation in strict compliance with the Articles of Incorporation, these By-Laws, and the laws of the State of California.

### **Section B. Board Membership**

Membership on the Board of Directors ("Directors") is open to all persons interested in improving the health needs of American Indians and Alaskan Natives. Candidates shall meet the following criteria:

1. Be at least eighteen (18) years of age. The age requirement is lowered to sixteen (16) years for a member filling the position of youth member, as defined in Article 4, Section D, subsection 3 item (b).
2. Have training, experience and/or interest in one of the following areas: management, healthcare delivery, law, finance, marketing/public relations, real property development, community organization, human resources, social service delivery, traditional healing practices, fundraising, education, or American Indian issues/affairs.
3. Be able to participate in deliberations regarding Board issues, and consistently attend Board and committee meetings.
4. If a previous employee of the Corporation, at least one (1) year has passed between the last date of employment and the date of being appointed to serve on the Board.
5. Have not been convicted by a court of competent jurisdiction of a felony crime in the 10 years prior to seeking membership on the Board and all terms of probation or parole have been completed.
6. Not be a registered sex offender under the laws of any competent jurisdiction.
7. Have not been found by final order or judgment of any court to have breached a fiduciary duty under the California Nonprofit Public Benefit Corporation Law dealing with standards of conduct for a director.
8. Reside in the geographic area representative of the patient community.

9. Have not, in the 5 years prior to the time of seeking membership on the Board, been validly removed from the Board by an action of the Board consisted with these By-Laws.

Section C. Verification of the qualification of individual Board candidates shall be conducted by the Board Secretary upon receipt of the candidate's application.

Section D. Board Composition

1. Fifty-one percent (51%) of the Members of the Board must be Urban Indians as defined under the Indian Health Care Improvement Act. The Corporation recognizes that Canadian Indians, Indians from Central and South America and Native Hawaiians may also be Indians, however, for purposes of these By-Laws, Indian shall be defined consistent with the Indian Health Care Improvement Act and related statutes.
  - i. A majority of the Members of the Board shall be current registered patients of the Corporation and have accessed the Corporation for a health center visits in the preceding 24 months.
  - ii. A majority of the Members of the Board shall be patients of the Corporation consistent with the relevant Federal Health Resources and Services Administration ("HRSA") definitions.
3. There shall be two positions reserved on the Board which shall be occupied by individuals that satisfy the following requirements:
  - (a) American Indian Elder. This member appointed as the American Indian Elder of the Board should meet all necessary qualifications as provided in Article 4, Section B and additionally be of documented Indian descent, and have attained the age of sixty-five (65) years.
  - (b) Youth Member. This member appointed as the American Indian Youth Member of the Board should meet all necessary qualifications as provided in, Section B of this Article, be of documented Indian descent, and be between the age of sixteen (16) and twenty-one (21) years of age.

Section E. Appointment of the Board of Directors

1. Directors shall be appointed by a motion of the Board made at a duly called meeting of the Board. The terms of the Directors shall be two (2) years with the single exception of the Elder Board seat which shall have no term limit.

2. The term of any Director appointed to fill a vacancy shall fulfill the vacating Director's remaining term.
3. The terms shall be staggered so that no more than six (6), nor less than four (4) Directors shall be appointed each year, unless the appointment of additional Directors is necessitated in order to fill vacancies. Five (5) Directors on the Board at the time these By-Laws become effective shall have an initial term of one (1) year in order to achieve staggered terms.
4. Each Director, including the Director appointed to fill a vacancy, shall hold office until the expiration of the term for which the Director was appointed. Vacancies on the Board, whether or not caused by removal, may be filled by majority vote of the Directors then in office, regardless of whether they constitute a quorum, or by a sole remaining Director.
5. The number of Board Members may be changed by amendment of these By-Laws provided that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of Board Members to less than eleven (11).
6. Directors shall have the authority to serve as many terms as they are appointed to by the Board to serve. There shall be no restrictions on the number of terms served by any Member of the Board subject to requirements of these By-Laws

Section F. Number

The Board shall have no less than eleven (11) Members. If at any time there are less than eleven (11) seated Board Members, all remaining Members will actively seek and recruit new Board Members. Board action, taken consistent with these By-Laws, during a time that the Board is comprised of less than eleven (11) seated Board Members are valid Board actions.

Section G. Fees and Compensation.

Directors and members of committees may not receive any compensation for their services as such, but may receive an honorarium and/or reasonable reimbursement of expenses as may be fixed or determined by motion of the Board for representing and/or conducting corporate business.

Section H. Continuing Education.

Board Members are required to participate in an orientation program and complete a minimum of twenty (20) hours annually of continuing education for directors is required. Documentation of continuing education activity is to be maintained by the Secretary of the Board and reviewed by the Chair of the Board annually.

Section I. Vacancies

1. A vacancy on the Board shall exist on the occurrence of any of the following:

- (a) Death or resignation of any Director. Any Board Member may voluntarily resign from their position at any time by any of the following methods:
    - (i) Verbal resignation to any two (2) Board officers individually or to a majority of the Board of Directors as a group at a regular or special meeting, to be acted upon at the next Board meeting; or
    - (ii) Written resignation submitted to the Board Chair. Resignation will be effective upon receipt of notice or at any time specified therein.
  - (b) Declaration by motion of the Board of a vacancy in the office of a Board Member who has been declared of unsound mind by a final order of a court of competent jurisdiction, convicted by a court of competent jurisdiction of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the California Nonprofit Public Benefit Corporation Law dealing with standards of conduct for a board director;
  - (c) Misrepresenting or discrediting the Corporation by conduct which is detrimental to the welfare or best interests of the Board, Corporation, or Indian people served;
  - (d) A Board Member has missed a total of four (4) regular meetings of the Board during any one calendar year.
  - (e) A motion of the Board passed by a vote of two-thirds of the Board to remove a Director at a Regularly scheduled or Special Meeting of the Board;
  - (f) An increase in the authorized number of Directors; or
  - (g) The failure of the Members or the Board, at any Board meeting at which the Directors are to be appointed, to appoint the number of Directors required to be appointed at such meeting.
2. Written notice will be given to the Board Member prior to the motion of the Board on such action. The notice shall state the cause(s) for removal. A Member noticed of removal shall have the opportunity to be present and heard at the meeting at which his/her removal is being considered.
- (a) Except as provided in this paragraph, any Board Member may resign effective immediately upon giving written notice to the Chair of the Board or the Board Secretary, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the Corporation would then be left without a duly elected Board member in charge of its affairs.



3. Vacancies on the Board may be filled by motion passed by the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by motion of a sole remaining Director. The Executive Committee shall make recommendations to the Board regarding candidates to fill vacancies.
4. When filling a vacancy due to a death, resignation or termination, the Board Member's term of office is for the period of the predecessor's unexpired term.
5. Vacancies on the Board of Directors may be filled on an individual basis by qualified candidates by motion of the Board at the regular monthly meeting. A candidate for a vacant position on the Board shall complete the Board application form summarizing his/her qualifications and reasons for wanting to serve on the Board. The Board application form must be submitted to the Board Secretary for inclusion in the Board meeting packets.

## **ARTICLE 5. MEETINGS**

### **Section A. Regular Meetings**

Meetings of the Board of Directors shall be held at a designated place on the fourth Wednesday of each month at 6:30 PM. The Board of Directors may provide by motion the time and place for holding alternative monthly meetings, if the regular meeting falls on a holiday or similar event. Notice of the meeting shall be sent to each Director pursuant to Article 5 Section E.

### **Section B. Special Meetings**

Special meetings of the Board of Directors may be called by the Chair or by any three (3) Members of the Board. The person(s) calling such special meeting shall fix the time and place of such meeting and agenda. Only Special Business may be transacted at the Special Meetings.

### **Section C. Electronic Participation in Meeting**

Any meeting may include Director Participation by conference telephone or other communications equipment permitted by the California Nonprofit Public Benefit Corporation Law, as long as all Members participating in the meeting can communicate with one another and all other requirements of the California Nonprofit Public Benefit Corporation Law are satisfied. Any Member participating in a meeting but not in person shall be deemed to be present in person at such meeting.

### **Section D. Annual Agency Review/Strategic Planning**

The Annual Agency Review and Strategic Planning meeting of Board of Directors shall be held in the first quarter of the fiscal year at which time the Corporation's Board of Directors shall review and approve the Corporation's Annual Report, review and approve the annual audit and conduct other business of the Corporation as required by these by-laws and as necessary. Directors shall

attend the Annual Agency Review and Strategic Planning meeting in-person.

Section E. Meeting Notices and Waiver of Meeting Notices

1. Notice of the time and place of any special meeting or change in regular meetings shall be conveyed to the Directors at least two (2) days in advance for special meetings and at least one (1) week in advance for regular meetings by written notice, conveyed personally, by mail or by electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully call pursuant to these By-Laws.
2. Notice of a meeting need not be given to any Director who signs a waiver of the meeting notice or provides a written a consent to holding the meeting.

Section F. Quorum

1. Presence of a majority of the Directors then in office at a meeting of the Board constitutes a quorum for the transaction of day-to-day business of the Corporation, except as otherwise provided in these By-Laws. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these By-Laws, or the California Nonprofit Public Benefit Corporation Law.
2. Directors may not vote by proxy.
3. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of the Directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these By-Laws, or the California Nonprofit Public Benefit Corporation Law.

Section G. Action Without a Meeting or Telephone Poll

Any action or motion required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action or actions taken by the Board must be included in the minutes of the Corporation and approved at the next regularly scheduled Board meeting. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of such Directors. For purposes of this section only, "all Directors" does not include any "interested Directors" as defined in the California Nonprofit Public Benefit Corporation Law.

Section H. Voting

1. Each Director shall be entitled to one (1) vote on all matters brought to a vote during a regular or special meeting. Directors must be present to cast their vote.
2. If a Director has a special or monetary interest in the subject voted upon, that Director is an interested member and shall not vote with regard to that transaction. However, a majority of disinterested Directors may vote on the transaction provided there is a full disclosure by the interested Director pursuant to Article 16 of these By-Laws.

**ARTICLE 6. CONDUCT OF MEETINGS**

Section A. Parliamentary Authority

All meetings specified by these By-Laws shall be governed by Robert's Rules of Order (Newly Revised), unless otherwise stated in these By-Laws, Articles of Incorporation, or the laws of the State of California.

Meetings of the Board shall be presided over by the Chair of the Board, or, in the Chair's absence, the Vice Chair of the Board. In the absence of the Chair, the succession of Interim Chair shall be Vice-Chair, Secretary, or Treasurer.

Section B. Procedures for Dissent or Abstention

A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action unless the Director's dissent or an abstention is entered in the minutes of the meeting, or unless the Member shall file his/her written dissent or abstention to such action with the person acting as Secretary of the meeting before adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

**ARTICLE 7. PURPOSE AND RESPONSIBILITIES OF THE BOARD**

Section A. Purpose of the Board

The Board of Directors is the governing body of the Corporation and its purpose shall be:

1. To determine the mission of the Corporation;
2. To establish the overall direction of the Corporation;
3. To monitor and evaluate the Corporations performance;
4. To set policy;

5. To ensure adequate resources are available and they are efficiently used to meet community needs;
6. To select, hire, supervise and evaluate the Chief Executive Officer;
7. To support development and training;
8. To assess its own performance.

Section B. Board Responsibilities

Each Director shall support the mission of the Corporation with as much time, energy, and financing as practicable. Each Member shall place the purpose of the Corporation (Article 3) above personal concerns, and will act in accordance with the purpose of the Board as set forth in these By-Laws. Each Director shall perform his/her duties in good faith, in a manner in which the Director believes to be in the best interests of the Corporation, and shall exercise reasonable skill and care in the management of Corporation affairs. Each Director shall be required to regularly attend Board meetings and to serve on at least one standing committee of the Board. Each Director is responsible for maintaining confidentiality.

Section C. Duties of the Directors

1. All Directors will perform all duties incident to Board membership and such other duties as are given to him/her by these By-Laws, the Chair, or Board of Directors.
2. Every Member of the Board shall have the following duties:
  - (a) To become knowledgeable about the Corporation and its programs, services, responsibilities, and resources.
  - (b) To be committed to the success and growth of the Corporation and its programs and to actively participate in community development on behalf of the Corporation's efforts.
  - (c) To develop and implement strategic and fundraising planning and to support all such efforts and activities of the Board of Directors, the Corporation, or its staff.
  - (d) To inform the rest of the Board whenever that Director may be in conflict of interest with the Corporation.
  - (e) To travel, when appropriate, to represent the Corporation.
  - (f) To assist/facilitate fundraising and/or make direct contributions in support of the Corporation.

Section D. Representation

It is understood that Directors may not represent the Corporation without prior approval and authorization by majority vote of the Board. Any Director making unilateral decisions affecting the Corporation or its programs or obligating the Corporation to financial considerations without prior approval of the Board of Directors will be held personally and monetarily responsible for their actions.

**ARTICLE 8. BOARD POWERS**

Section A. Subject to applicable law, the Articles of Incorporation, and these By-Laws, the Board may exercise the following Board powers:

1. Direct the activities and affairs of the Corporation;
2. Delegate the authority to carry out the day-to-day operation of the Corporation e.g. supervision, hiring and firing of staff, negotiation of contracts and independent contractual policies and directives to the Chief Executive Officer who shall be under the direct supervision of the Board.
3. Delegate day-to-day operation of the Corporation to any person, management company, or committee however composed, provided that the activities and affairs of the Corporation are managed and all Corporate powers are exercised under the ultimate direction of the Board consistent with these By-Laws, the Articles of Incorporation and California law;
4. Retain the services of a certified public accountant, who shall prepare an annual GAAP compliant audit of the books and accounts of the Corporation which audit report shall be submitted in writing to the Directors annually.
5. Expand, contract, modify, or delete, from time to time, the services offered by the Corporation;
6. Adopt rules and regulations for the transaction of the business of the Corporation, the Board, and any committee;
7. Borrow money and incur indebtedness for the purposes of the Corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust mortgages, pledges, hypothecations or other evidences of debt and securities therefore;
8. Appoint any committee it may deem necessary for the transaction of any business which may be referred to it by the Board or for any lawful purpose whereby the best interests of the Corporation will be promoted;

9. Accept and expend, on behalf of the Corporation, any contributions, gifts, grants, bequests, or advice for the general purposes of the Corporation, in compliance with Section 501(c)(3) of the Internal Revenue Code;
10. To maintain adequate and correct accounts, books, and records of the business and properties of the Corporation, such books, records, and accounts which shall be kept in the principal office of the Corporation;
11. To keep minutes of meetings of the Board, and of Committees having any of the authority of the Board, which shall be kept in the principal office of the Corporation;
12. To dissolve the Corporation in accordance with these By-Laws and State Law; and
13. Such other powers as may be necessary and proper to conduct, control and manage the business and affairs of the Corporation, unless prohibited or restricted by law or by these By-Laws or Articles of Incorporation.

Section B. The Board may delegate Board Powers to Board Committees consistent with these By-Laws.

#### **ARTICLE 9. NON-PARTISAN ACTIVITIES**

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE 10. DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

#### **ARTICLE 11. DELIVERY OF SERVICES**

##### **Section A. Administration**

The Corporation shall keep correct and complete books and records of accounts and also keep minutes of the proceedings of its Board of Directors meetings and may be inspected for any

proper purpose at any reasonable time.

Section B. Grants and Contracts

Any grants or contracts awarded by any entity, which will provide funds for services or programs outside the scope of the then current Corporation strategic plan shall only be authorized by the Chief Executive Officer and notification will be made to the Board of Directors.

Section C. Loans

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence or indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific written authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section D. Checks and Bank Drafts

All checks, drafts, or other promissory notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by at least one authorized Director. The Chief Executive Officer, Chief Operations Officer, Chief Medical Officer, Chief Financial Officer and Operations Director may sign as authorized by motion of the Board of Directors.

Section E. Contracts

Under the authority of the By-Laws, the Articles of Incorporation, and motion of the Board of Directors, the Chief Executive Officer, Chief Operations Officer, Chief Medical Officer, and Chief Financial Officer is authorized to enter into contracts (or execute and deliver any instruments) in the name of or on behalf of the Corporation.

Section F Indemnification

1. The Corporation shall indemnify and defend any person against expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonable incurred by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for in the laws of the State of California as then in effect.
2. The Corporation will have the power to purchase or procure insurance for any Director, officer, employee, or agent indemnification.

Section G. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or under the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 12. LIABILITY AND PROPERTY RIGHTS**

No current or former Directors of the Corporation shall be personally held liable to creditors for the debts, liabilities, or other obligations of the Corporation. All Directors and professional employees of the Corporation are required to be bonded.

**ARTICLE 13. RIGHTS OF INSPECTION**

Every Director shall have the right, at any reasonable time, to inspect any corporate records and/or documents and to inspect the physical properties of the Corporation. Any such Director must have a purpose for such inspection reasonable related to membership interests. Requests for copies of corporate records and/or documents shall be submitted in writing by the Director to the Chief Executive Officer of the Corporation.

**ARTICLE 14. SELF-EVALUATION OF THE BOARD**

The Board shall conduct a self-evaluation to assess its overall performances and its strengths and weaknesses, and determine the steps and actions necessary for improvement. This self-evaluation may be combined with the Annual Agency Review or other special meetings. The Board will determine the methods of such self-evaluation.

**ARTICLE 15. CONFLICT OF INTEREST**

Section A. All Board Members are required to provide written disclosures of potential conflicts of interest to the Chair of the Board within fifteen (15) days after being seated to the Board and thereafter annually by January 1<sup>st</sup>. The written disclosure shall be sworn as to its truth and accuracy for the preceding calendar year. This statement shall include the following information:

1. The names and addresses of each person or entity doing business with the Corporation with which the Board Member or a member of his/her immediate family has received compensation in any form of a total value of Two Thousand Five Hundred Dollars (\$2,500) or more;
2. The names and addresses of each entity doing business with the Corporation in which the Board Member or a member of his/her immediate family has a direct financial interest with a value of One Thousand Five Hundred Dollars (\$1,500) or more; provided that policies of insurance in amounts on deposit in accounts with banks,



savings and loan associations, or credit union shall not constitute a direct financial interest within the meaning of this section;

3. The names and addresses of each entity doing business with the Corporation in which the Board Member or a member of his/her immediate family holds a position as an employee, Director, or trustee, or the title of each position held;
4. The names and addresses of all health care organizations and Indian organizations in which any Director or a member of his/her immediate family holds a position as an employee, Director, or trustee, and the title of each position held.
5. The name and position of any person employed by the Corporation.
6. The written disclosure statements shall be retained at the Executive offices of the Corporation throughout the term of Board membership and for four years thereafter.

Section B. In addition, all Directors are prohibited from deliberation, voting, or attempting to influence other Directors on matters in which they have a financial or other private interest or gain, direct or indirect, personally or through a member of his/her immediate family.

For purposes of this article, immediate family shall be defined as:

1. A spouse;
2. A parent or sibling;
3. A child or grandchild;
4. A parent, sibling, child or grandchild or any individual residing in the same household as the Director; or
5. A trust or estate of which an individual specified herein is a substantial beneficiary.

Section C. Disclosure of the nature and extent of all potential conflicts of interest shall be made prior to the undertaking of any Board action.

If in doubt, all potential conflicts shall be disclosed. The Directors shall deliberate and vote whether to allow the Director that has disclosed a potential conflict to participate in the proposed Board action or related activities of the Corporation.

## **ARTICLE 16. OFFICERS OF THE BOARD**

### **Section A. Designation**

There shall be the following officers of the Board: Chair, Vice Chair, Secretary, and Treasurer; Each officer shall be elected by a motion of the Board. The Board may, by motion of the Board, create additional officers as it deems necessary to carry out the purposes of the Board.

### **Section B. Terms of Office**

The term of Office shall be two (2) years. An Officer may succeed him/herself if appointed by a motion of the Board for one additional term. No Officer can serve more than one office at a time.

Vacancies in any Officer positions shall be filled by a motion of the Board for the unexpired term at any regular or special meeting.

Any Officer may resign from office at any time by delivering a written resignation to the Board of Directors. Such resignation shall take effect upon delivery unless said resignation document sets a different time.

Any Officer may be removed from office by a motion of the Board whenever, in the judgment of the Board, the best interests of the Corporation shall be served thereby for good cause as outlined in Article 4, Section I.

### **Section C. Powers and Duties of the Chair**

The Chair shall, in general, supervise and oversee all of the business affairs of the Corporation. The Chair shall perform all duties incident to his/her office and such other duties as may be required by the Articles of the Incorporation, these By-Laws or the law, or be prescribed by the Board and shall:

1. Preside over all meetings of the Board of Directors and Executive Committee meetings and to vote only in cases of a tie or to decide points of order;
2. Execute any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board;
3. Serve as Board spokesperson at public occasions;
4. Be responsible for immediate supervision of the Chief Executive Officer;
5. Conduct all Board meetings in an orderly fashion;
6. Ensure that the orders and motions of the Board are carried out;

7. Serve as an ex-officio Director of all Board committees, other than the Executive Committee, without voting authority;
8. Call special meetings of the officers and/or full Board of the Corporation for the purpose of carrying on the work of the Corporation;
9. Be authorized to sign checks along with other officers, or delegated by board vote, of the Corporation pursuant to Article 11 Section D; and
10. Be proactive in determining what criteria will be used to evaluate the governance of the Corporation in all site reviews and insure that the Board is in compliance with all funding agency requirements.

Sections D. Powers and Duties of the Vice Chair

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all of the restrictions of the Chair.

The Vice Chair shall have the following powers and duties:

1. Assist the Chair in such matters pertaining to the activities of the Corporation as may be assigned to him/her and perform such other duties and exercise such other powers as may from time to time be proscribed by the Board and these By-Laws;
2. Serve as Chairperson of the Board of Directors Personnel Committee;
3. Serve as a member of the Executive Committee of the Board of Directors; and
4. Be authorized to sign checks along with other officers of the Corporation pursuant to Article 11, Section D.

Section E. Powers and Duties of the Secretary

The Secretary shall have the following powers and duties:

1. Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of these By-Laws as amended, revised, or otherwise altered to date;
2. Keep, or otherwise cause to be kept, minutes of all meetings of the Board of Directors and officers of the Corporation and Committees;
3. Give notice, or cause notice to be given, of meetings as directed by the Chair or the Board of Directors;

4. Maintain and provide, or cause to be provided, minutes of all meetings prior to the next regularly scheduled meeting;
5. Be the custodian of the Corporation's records and documents in partnership with the office of the CEO;
6. Serve as member of the Executive Committee of the Board of Directors;
7. Keep, or cause to be kept, a Board Membership Book containing the name, current address, and telephone number of each Director, a copy of which shall be furnished to each Director;
8. Chair the Board meetings in the absence of the Chair and the Vice Chair;
9. Call and document, or cause to call and document the roll at each Board meeting;
10. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; and
11. Be authorized to sign checks along with the Officers of the Corporation pursuant to Article 11, Section D, and generally perform all duties incident to the office of Secretary and other such duties as are given to him/her by these By-Laws, Chair, or Board of Directors.

Section F. Powers and Duties of the Treasurer

The Treasurer shall have the following duties and powers:

1. Have general charge of the financial records and accounts of the Corporation;
2. Shall keep and maintain, or cause to be kept and maintained, adequate and correct amounts of the properties and business transactions of the Corporation, including accounts of the assets, liabilities, receipts, disbursements, gains, and losses;
3. Disburse, or cause to be disbursed, funds of the Corporation to meet the financial obligations of the Corporation;
4. Cause monies of the Corporation to be deposited in the name and to the credit of the Corporation in such banks as shall be designated by motion of the Board;
5. Prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required report;
6. Ensure the preparation and filing of all information required by all applicable tax laws;

7. Act as Chairperson of the Finance Committee of the Board of Directors and provide reports on the committee's activities to the Board;
8. Serve as a member of the Executive Committee of the Board of Directors;
9. Render to the Board or a Director, upon request within a reasonable time period, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Corporation;
10. Be authorized to sign checks along with other officers of the Corporation pursuant to Article 11, Section D;
11. In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by the Articles of Incorporation, these By-Laws or the law, or be prescribed by the Board.

## **ARTICLE 17. COMMITTEES**

### **Section A. General Provisions**

1. The Board may appoint one or more committees and may delegate to such committees any of the Board Powers and authority except with respect to the following:
  - (a) The approval of any action which, under the provisions of the law or these By-Laws, requires the approval of Directors or the majority of Directors;
  - (b) The amendment or repeal of any motion of the Board, which by its express terms is not amendable or repealable;
  - (c) The amendment or alteration, or repeal of By-Laws or the adoption of new By-Laws;
  - (d) The appointment of committees of the Board or of the membership thereof;
  - (e) The appointment of committees of the Board or of the membership thereof, the election, appointment, or expulsion of any member officer, or committee member of the Board;
  - (f) The amendment of the Articles of Incorporation;
  - (g) The adoption of a plan of merger or a plan of consolidation with another corporation;
  - (h) The authorization of the sale, lease, exchange or mortgage of all or any part of the property and assets of the Corporation;

- (i) The authorization of the voluntary dissolution of the Corporation or revoking proceedings thereof;
  - (j) The adoption of a plan for the distribution of assets of the Corporation;
  - (k) The dissolution of any viable health center program.
2. The Board shall prescribe the manner in which the committees shall be conducted. Committees shall not take independent action without specific consent of the Board. The designation and appointment of any committee and delegation thereto of authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed upon it or him/her by law.
  3. Each committee shall keep minutes of its proceedings, cause them to be filed with the corporate records, and report to the Board periodically given the specific duties of the committee, needs of the Board and/or directives of the Board Chair. Every committee shall report to the Board at least once annually.

Section B. Standing Committees

Standing committees are permanent committees of the Board and shall include, but not be limited to:

1. Executive Committee
2. Nominating Committee
3. Finance Committee
4. Audit Committee

With the exception of the Executive Committee, and as otherwise indicated in the By-Laws, the Board shall appoint through a motion of the Board all members of the Standing Committees. The terms of committee members shall be two (2) years. A Director may succeed him/herself on a committee for one additional term.

Section C. Executive Committee

The Executive Committee if the Board of Directors shall be composed of the Chair, Vice Chair, Secretary and Treasurer. The Chair of the Board shall be the Chairperson of this committee.

The Executive Committee shall confer formally or informally as often as needed to accomplish Board administrative activities and critical corporate management activities. The actions of the

committee shall not conflict with the Board policies and directives and shall serve as equally as those of the full Board when approved by the Board at the next regular Board meeting.

The Executive Committee shall have, and may exercise between meetings of Board of Directors, all delegable powers of the Board to the extent not expressly prohibited by the California Revised Statutes, these By-Laws, the Articles of Incorporation or motion of the Board of Directors.

The Executive Committee shall insure adequate annual budget preparation and shall insure the use of adequate accounting methods for the conduct of the Corporations business. The recommendations of the Executive Committee must be reviewed and considered for approval by the full Board of Directors.

The Executive Committee shall establish a Quality Assurance/Quality Improvement (QA/QI) Plan. The Executive Committee shall review and approve the QA/QI plan each year to insure the plan is being implemented effectively.

The Executive Committee shall be responsible for overseeing Corporation personnel matters and providing advice and recommendations to the Board. This responsibility shall include:

1. Annual review and analysis of the Corporation's personnel policies and procedures;
2. Monitoring the implementation of the Corporation's personnel policies and procedures;
3. Hearing grievances, complaints, or suggestions by employees or agents of the Corporation. Prior to the Executive Committee hearing any grievances, complaints or suggestions by employees or agents of the Corporation, the Executive Committee Chairperson will confirm that the matter has been previously submitted for resolution to the CEO and/or that the matter is eligible for an Executive Committee Hearing.

#### Section D. Nominating Committee

The Board Nominating Committee shall consist of three (3) Members of the Board. The Chairperson of the committee shall be appointed by the Chair of the Board, the other two members shall be Directors that are appointed through a motion of the Board at any regular or special meeting. The Committee shall meet as often as deemed necessary by the Chairperson of the committee.

The recommendations of the Committee shall be subject to review and approval by the full Board of Directors.

The Committee shall be responsible for overseeing Corporation Board nominations and providing advice and recommendations to the Board regarding potential new Board members to be considered for the Board.

The Committee shall be responsible for overseeing and providing advice and recommendations

to the Board regarding Development and fundraising for the Corporation. This responsibility shall include:

1. Annual review and analysis of the Corporation's development and fundraising efforts;
2. Identifying and pursuing funding opportunities and sources to be considered by the Board;

The Nominating Committee shall also serve as the Community Relations Committee. In this capacity the Nominating Committee shall synthesize information and provide recommendations to the Board based on patient feedback regarding the needs of the Patient Community served by the Corporation ("Patient Community"), be a conduit from the Patient Community to the Board, and serve as public representatives of the Corporation to the Patient Community by and through being present at public and community based events. The Nominating Committee is responsible for overseeing community engagement activities of the Corporation, including, but not limited to, the execution of community and patient focus groups, surveys and other mechanism designed to ensure patient participation and input in the strategic planning, organizational development and on-going governance of the Corporation.

#### Section E. Finance Committee

The Finance Committee shall consist of four (4) Members of the Board as appointed through a motion of the Board at any regular or special meeting. The Treasurer of the Board shall be the Chairperson of the Finance Committee. The Finance Committee shall meet quarterly and provide advice and recommendations to the Board on all budgeting, fiscal planning, and fiscal policy matters.

In general, the Finance Committee shall be responsible for monitoring the financial performance of the Corporation. This responsibility shall include:

1. Annual review and analysis of the Corporation's fiscal policies and procedures;
2. Review and analysis of the Corporation's monthly financial statements;
3. Review and submittal of the Corporation's overall operating budget for the ensuring fiscal year to the Board for ratification at the end of the fiscal year;

#### Section F. Audit Committee

The Audit Committee shall consist of four (4) Members of the Board as appointed through a motion of the Board at any regular or special meeting. The Treasurer of the Board shall not be the Chairperson of the Audit Committee. The Audit Committee shall meet only as needed.

1. In general, the committee shall be responsible for scheduling and oversight of the annual independent financial audit of the Corporation;



- 2. Preparation of the Corporation's Annual Financial Report, based on the independent audit, to be presented at the Board's Annual Agency Review.

Section G. Special Committees

The Chair of the Board from time to time may appoint committees to study particular issues and address particular concerns of the Board. These committees are temporary and shall be created to accomplish a specific task. These committees need not be composed entirely of Directors. Thus, they shall be solely advisory and members shall serve at the pleasure of the Chair and the Board.

**ARTICLE 18. FISCAL YEAR**

The Fiscal Year of the Corporation shall begin on the first day of July, and end on the last day of June of the following year.

**ARTICLE 19. AMENDMENT OF BY-LAWS**

These By-Laws may be altered, amended or repealed by a two thirds majority vote of those Directors present at any regular or special meeting of the Board of Directors at which time a quorum is present.

**ARTICLE 20. ANNUAL REPORT**

There shall be an Annual Report, available to the public, on the financial condition and business affairs of the Corporation. The Patient Community will be notified of the availability of the Annual Report.

**CERTIFICATION**

We, the undersigned, being all members of the Board of Directors of the Corporation, do hereby assent to the foregoing By-Laws and adopt them as the revised By-Laws of the Indian Health Center of Santa Clara Valley.

IN WITNESS THEREOF, we have hereunto subscribed our name this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**SIGNATURE BLOCK TO BE ADDED FOR EXECUTION**