MARIPOSA COUNTY RESOLUTION NO. 78-89

WHEREAS, the work of the Central California Health Systems Agency is recognized since its formal inception of March 24, 1976; and,

WHEREAS, it is necessary to provide effective health planning within the fields of physical, mental, and environmental health, and to promote development of needed health resources.

BE IT RESOLVED that the amended By-Laws of the Central California Health Systems Agency, adopted March 24, 1976, are incorporated herein and by this reference made a part of this Resolution.

PASSED AND ADOPTED this 25th day of July, 1978, by the Board of Supervisors of the County of Mariposa, State of California by the following vote:

AYES: CLARK, DALTON, LONG, WEBER, OWINGS

NOES: None

NOT VOTING: None

ABSENT: None

CARROLL N. CLARK, Chairman
Board of Supervisors

ATTEST:

ELLEN BRONSON, County Clerk & Ex Officio Clerk of the Board
AMENDED BY-LAWS OF THE
(COMPREHENSIVE HEALTH PLANNING
ASSOCIATION OF CENTRAL CALIFORNIA) herein known as the
CENTRAL CALIFORNIA HEALTH
SYSTEMS AGENCY
ADOPTED 24 MARCH 1976

Comprehensive Health Planning Association of Central California does
hereby amend its' By-Laws in the following respects:
The By-Laws are hereby repealed in whole. In the place thereof said
By-Laws shall now read as follows:

ARTICLE 1 - OBJECTIVES AND PURPOSES:
Subject to the general and specific purposes stated in the Articles of
Incorporation and, as a supplement thereto, the objectives and purposes of
this corporation are:
(A) to provide effective health planning within the fields of
physical, mental and environmental health;
(B) to promote the development of needed health resources;
(C) to reduce documented inefficiencies through the implementation
of the approved agency plans in order to:
1. improve the health of area residents
2. increase access to services, including the removal of
geographical, architectural and transportation barriers
3. increase the acceptability, continuity, and quality of
health services provided
4. restrain increases in cost of providing health services
5. prevent unnecessary duplication of health resources
(D) To establish and maintain areawide Health Systems and Annual Implement-
tation Plans identifying health needs, goals and objectives to stimulate
coordinated action for the maximum use of existing and planned facil-
ities, services and manpower in the fields of physical, mental and
environmental health;
(E) Approve grants and contracts pursuant to the conditions of P.L. 95-641.
(F) Review and make recommendations of the need for new institutional health services proposed or developed in the area;

(G) Review at least every five (5) years, all institutional health services and make recommendations as to their appropriateness in the area;

(H) Review, recommend, and prioritize projects for modernization, conversion of medical facilities which will achieve planning requirements.

(I) Establish a system for gathering and analyzing data on characteristics of health problems in the area;

(J) Provide continuing liaison and informational services to insure communication of planning progress to the general public and the appropriate agencies and organizations involved in carrying out the intent of Congress as set forth in P.L. 93-641 relating to Health Systems Agency health planning and resource development activities.

(K) Coordinate and assist local County Health Systems Councils in implementing local planning within their area of responsibility and to insure that such planning efforts meet criteria of local and area needs;

(L) Review and make recommendations on all local planning project applications for federal and state funding to determine how such projects relate to area plans and priorities in order to prevent unnecessary duplication and overlapping of efforts to meet area needs.

ARTICLE II - CORPORATE MEMBERSHIP

Section 1. Membership in the Corporation shall be open to the local Health Systems Councils established by resolution of the Boards of Supervisors who shall create respective local Councils in Mariposa, Madera, Fresno, Tulare, Kings, Kern, and other interested counties.

ARTICLE III - LOCAL HEALTH SYSTEM COUNCIL

Section 1. LOCAL HEALTH SYSTEMS COUNCIL FORMATION: The Boards of Supervisors of the respective Counties, by Supervisorial Resolution, shall create the existence of the local Health Systems Councils (HSC), hereafter
referred to as the Council, in their respective Counties.

Section 2. APPOINTMENT OF LOCAL HEALTH SYSTEMS COUNCIL MEMBERS:

(A) The County Boards of Supervisors shall appoint or veto, members of the County Health Systems Council from nomination or nominations submitted through the Health Systems Council by local consumer and provider groups, organizations, or individuals.

(1) Procedures for Nominations:

(a) The local Council shall solicit through public notice and mass mailings, nominations from local consumer and provider groups, organizations and individuals. The local Council shall distribute all nominees pursuant to the composition requirements and submit their recommend list of nominees to the Board of Supervisors for appointment. The list may be composed of a maximum of two nominees, at the request of the Board of Supervisors, per Board vacancy with the exception of those nominations or nominations submitted to the local Council by the health professional organizations and the Hospital Council of Central California.

(b) The County Health Systems Council shall be utilized as the body through which all nominations will be submitted for appointment to the local Health Systems Council by the Board of Supervisors of the respective counties.

(c) The existing County Comprehensive Health Planning Board shall act pursuant to the above procedure for the initial appointments.

(B) The Board of Supervisors may appoint two members of the county health care team, (which shall include, but not be limited to Public Health, Mental Health and County Hospital representatives), as ex-officio members of the local Health Systems Council with full voting rights.

(C) Each member, including ex-officio members, shall serve for a three year term or until his or her successor is appointed, except that for the
initial appointments, one-third of the members shall be appointed for a
term of one year, one-third for a term of two years and the balance for
a term of three years as assigned by the appointing authority. That no
members of a county Health Systems Council may serve more than two full
three-year terms. He or she may be reappointed after being off the
county Health Systems Council for one full year.

(D) The membership of the Council shall at all times include a majority of
persons who represent consumer interests as defined in P.L. 93-641.
No person whose major occupation is administration or financing of
health activities or the performance of health services shall be con-
sidered a consumer. Any person whose major occupation is the delivery,
administration or financing of health services or possess a fiduciary
interest or indirect interest, as defined in P.L. 93-641, shall be
considered a provider.

Section 3. SIZE AND COMPOSITION:

(A) Each Health Systems Council shall consist of not more than forty-five
(45) members; the size shall be established by the Board of Supervisors.
The composition of each Health Systems Council shall conform with the
requirements prescribed in Section 1512 (b) (3) (C) of P.L. 93-641 and
one member of the Board of Supervisors shall be a member of the Health
Systems Council as a consumer member.

(B) Each Health Systems Council may be augmented with other persons as may
be necessary to fulfill its functions and responsibilities. In order
to involve the maximum number of residents, Standing Committees or
Commissions shall be established to assist in the health planning
functions. The Committee or Commission members need not be Council
members, however, there should be at least one to three Council members
on each standing committee or commission (see Article VIII Section 1,
2, and 3).

(C) Public Law 93-641 provides that the local County Health Systems Council
composition shall consist of the following:

1. a majority of consumers not to exceed 60 percent.
2. Consumers should be representative of the geographic area as well as the social, economic, and racial populations of the County. The remainder of the members shall be considered Providers of health care and not less than 1/3 of the provider members shall be direct providers of health care, i.e., physicians, dentists, nurses, health officers, health care institutions, health care insurers, health professional schools, and allied professions and the remaining may be indirect providers as defined in P.L. 83-641.

3. The members shall also be representative by direct proportion to percentage of urban versus rural population.

Section 4. RESPONSIBILITIES AND FUNCTIONS: The responsibilities and functions of each Local Health Systems Council shall be:

(A) Advise and assist the Area Board as to:

1. The appropriateness of data relating to the local area of jurisdiction;

2. The Health Systems Plan and Annual Implementation Plan to the extent that such plans affect the local area of jurisdiction;

3. The priority utilization of its area Health Services Development funds in the local area of jurisdiction;

4. The proposed use of Federal funds in the local area of jurisdiction that are subject to the Area Board's review and approval, disapproval or comment.

5. The need for new Institutional Health Services in the local area of jurisdiction;

6. The appropriateness of all Institutional Health Services offered in the local area of jurisdiction;

7. Priority of projects for modernization, construction and conversion of medical facilities in the local area of jurisdiction;

8. Membership to its advisory groups.

(B) The Council shall meet at least quarterly and 2 additional times during the year at a place designated by the Council. Special meetings may be called by the Chairperson or a majority of the Council.
1. Written notice of the time and place of special meetings shall be
mailed to each Council member at least seventy-two (72) hours prior
to such meetings, addressed to each Council member at his mailing
address as shown on the records of the Council.

2. Written notice of the time and place of regular and annual meetings
shall be mailed to each member at least fifteen (15) days prior to
such meetings, addressed to each member at his mailing address as
shown on the records of the Council.

3. Quorum. The presence of a majority of the Council Members shall
constitute a quorum for the transaction of business. However, in
the absence of a quorum, a majority of the Council may adjourn to
meet again at a stated day.

(C) Solicit and submit nominees to the Board of Supervisors for local
Health Systems Council membership in accordance with Article III
Section 2 et. seq.

(D) Elect delegates to Area Board.

Section 5. HEALTH SYSTEMS COUNCIL OFFICERS: The Officers of the local
Health Systems Council shall be a Chairman, a Vice Chairman and a Secretary,
and such other officers as the Council may deem necessary.

(A) All officers shall be elected by the Council from among their number
at the annual meeting to be held in June of each year, or if necessary,
at a subsequent regular meeting of the Council, except that the first
officers shall be elected by the Council at its first organizational
meeting.

(B) The terms of Officers of the Council shall commence on January 1, and
run for one year.

(C) Any vacancy in any office shall be filled for the unexpired portion of
the term by the Council at a regular meeting, or a special meeting.

(D) The Chairman shall preside at all meetings of the Council. When author-
ized by the Council, he or she shall have power to conduct the ordinary
business of the Council. Except as otherwise provided in the Articles
or in these By-laws, he or she shall appoint all committees, subject to
the approval of the Council. At the annual meeting he or she shall
present a report of the activities of the Council during the preceding
year and a statement of plans for the ensuing year. He or she shall
have such other powers and shall perform other duties as may be assigned
to him or her by the Council.

(E) The Vice Chairman shall, in the absence of the Chairman or his inability
to act or if his office is vacant, exercise all the duties of the
Chairman. He or she shall also have such powers and shall perform such
other duties as may be assigned to him or her by the Council.

(F) The Secretary shall keep the minutes of all meetings. He or she shall
perform such other duties as may be assigned to him or her by the
Council.

ARTICLE IV - AREA BOARD OF DIRECTORS, MEMBERSHIP, SIZE AND COMPOSITION

Section 1. The Area Board shall be limited to 20 members or less and
shall conform with the composition requirements prescribed in Section 1512
(b) (3) (c) of P.L. 93-641.

Section 2. County Health Systems Council representation on the Area-
wide Board is provided by the following formula:

(3) members from each County and (1) additional member
for each fractional part of each one hundred thousand
above the first one hundred thousand. Population for
each County shall be determined by the last Federal
Census and then subsequent population estimates made
and published by the State of California.

Section 3. Delegates shall be elected from the County Councils from
within Council membership by the members of the County Councils pursuant to
the composition categories enumerated by the Area Board pursuant to Section
1512 (b) (3) (c) of P.L. 93-641.

Section 4. There shall be (1) Supervisor represented from each County
Council included in the County delegation as a consumer member.

Section 5. There shall be (1) HMO representative if one exists in the
Area, and (1) VA Hospital representative, Chief Medical Director or his
designee, as an ex-officio member.

Section 6. Each member, including ex-officio members, shall serve for a three-year term or until his or her successor is elected, except that for the initial appointments, one-third of the members shall be appointed for a term of one year, one-third for a term of two years and the balance a term of three years as assigned by the electing authority. No member of the Board of Directors may serve more than two full three-year terms. He or she may be re-elected after being off the Area Board of Directors for one full year.

Section 7. The Area Board composition shall consist of the following:

(A) a majority of consumers not to exceed 60 percent.

(B) Consumers should be representative of the geographic area as well as the social, economic, and racial populations of the area.

(C) The remainder of the members shall be considered Providers of health care and not less than 1/3 of the provider members shall be direct providers of health care, i.e., physicians, dentists, nurses, health officers, health care institutions, health care insurers, health professional schools, and allied health professions and the remaining may be indirect providers as defined in P.L. 93-641.

(D) The members shall also be representative by direct proportion to percentage of urban versus rural population.

Section 8. Areawide Board Responsibilities:

(A) Agency internal affairs - employs Executive Director.

(B) Establishment of the Health Systems Plan and Annual Implementation Plan.

(C) Approval of grants and contracts.

(D) Review and make recommendations on the need for new Institutional Health Services proposed or developed in the area.

(E) Review at least every (5) years, all Institutional Health Services and make recommendations as to their appropriateness in the Area.

(F) Review, recommend, and prioritize projects for modernization conversion of medical facilities which will achieve planning requirements.

(G) Issue an Annual Report.
(I) Meet at least once in each calendar quarter and meet (2) additional times in a year.

(J) Public Education.

(J) Establish and approve Area Budget.

**ARTICLE V - VACANCIES**

Section 1. Vacancies occurring on the Local Health Systems Council shall be filled pursuant to the procedure authorized in Article III Section 2.

Section 2. Vacancies occurring on the Area Board shall be filled pursuant to Article IV Section 3.

**ARTICLE VI - MEETINGS**

Section 1. Regular meetings of the Board shall be held at least quarterly and two additional times during the year at a place designated by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 2. Special meetings of the Board shall be held when called by the President, or a majority of the Board.

Section 3. An annual meeting of the Board and members of the Corporation for the transaction of business shall be held in July of each year.

Section 4. Written notice of the time and place of special meetings shall be mailed to each director at least seventy-two (72) hours prior to such meetings, addressed to each director at his mailing address as shown on the records of the Corporation.

Section 5. Written notice of the time and place of regular and annual meetings shall be mailed to each member at least fifteen (15) days prior to such meetings, addressed to each member at his mailing address as shown on the records of the Corporation.

Section 6. Quorum. The presence of a majority of the Board Members and a majority of member counties shall constitute a quorum for the transition of business. However, in the absence of a quorum, a majority of the Board present at any meeting may adjourn to meet again at a stated day and hour or on call of the President.
ARTICLE VII - OFFICERS

Section 1. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may deem necessary.

Section 2. All officers shall be elected by the Board from among their number at the annual meeting, or if necessary, at a subsequent regular meeting of the Board, except that the first officers shall be elected by the Board at its first organizational meeting.

Section 3. The terms of Officers of the Board shall commence on January 1 of the following year they are elected and terms shall run for one year.

Section 4. Any vacancy in any office shall be filled for the unexpired portion of the term by the Board at a regular meeting, or a special meeting.

Section 5. The Board shall employ an Executive Director. The Executive Director shall recommend and enforce Board policy, prepare and recommend an annual budget, represent the Board in dealing with the public and other agencies, and be responsible for the administration and management of the Association. The Executive Director shall be employed by a majority of the Board and shall appoint such staff as may be budgeted by the Board and he or she shall have the power to remove members of the staff.

Section 6. The President shall be the Chief Executive Officer of this Corporation. It shall be his or her duty to preside at all meetings of the Board. He or she shall have power to make and execute contracts in the ordinary business of the Corporation, and to execute other legal instruments except as otherwise provided in the Articles or in these By-Laws, he or she shall appoint all committees, subject to the approval of the Board. At the annual meeting he shall present a report of the activities of the Corporation during the preceding year and a statement of plans for the ensuing year. He or she shall have such other powers and shall perform such other duties as may be assigned to him by the Board.

Section 7. The Vice President shall, in the absence of the President or his inability to act or if his office is vacant, exercise all the powers...
of the President. He or she shall also have such other powers and shall
perform such other duties as may be assigned by the Board.

Section 8. The Secretary shall keep the minutes of all the meetings.
He or she shall perform such other duties as may be assigned by the Board.

Section 9. The Treasurer or the Treasurer’s designee shall countersign
care and custody of the funds and securities of the Corporation. The
deposits in the name of the Corporation shall be in such banks, trust
companies, or safe deposit companies, as the Board may designate.

ARTICLE VIII - BOARD AND HEALTH SYSTEMS COUNCIL COMMITTEES

Section 1. The Board and Councils shall establish such standing
committees as may be necessary to fulfill the intent of P.L. 93-641. There
shall be at a minimum, committees for Plan Development, Plan Implementation,
and Public Education and Information. The Chairperson of each standing
committee shall be a member of the Board or Council. Committee members shall
be selected on an Ad-Hoc basis, pursuant to Section 1512 (b) (3) (C) of
P.L. 93-641, for projects that are in the work program and need not be Board
or Council members.

Section 2. The Board or Council may establish Ad-Hoc Technical
Committees advisory to the Board or Council as may be necessary to carry out
the objectives and purposes of this Corporation. The members of such
committees need not be members of the Board or Council.

Section 3. The Executive Director, or a member of his or her staff
shall attend and advise all committees which may be established in
accordance with this Article.

ARTICLE IX - GENERAL PROVISIONS

Section 1. The entire direction and management of the affairs of the
Corporation shall be exercised, conducted, and controlled by the Board.

Section 2. The principal office of the Corporation shall be located
within the County of Tulare, State of California.

Section 3. The fiscal year of the Corporation shall be from July 1
through June 30, or such other twelve month period as the Board of Directors.
may designate by resolution.

Section 4. The Board of Directors shall cause such system of books and accounts to be established as shall satisfy said Board of Directors that all receipts and expenditures have been made in accordance with P.L. 93-641.

Section 5. The Board of Directors may retain a legal counsel.

Section 6. All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the Corporation by the Executive Director who shall be bonded and the Treasurer or such Board member he or she may designate.

Section 7. Voting by proxy shall not be permitted. Each Director shall have one vote.

Section 8. Whenever a conflict of interest arises, the affected member shall abstain from both discussion and voting on such conflict.

Section 9. Parliamentary procedures for all meetings of the Corporation, Board of Directors, or Health System Councils, or committees thereof, shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 10. Members of the Board of Directors and Health Systems Council shall serve without compensation except that they shall be entitled actual and necessary expenses including mileage as determined by Board resolution.

Section 11. The seal of the Corporation shall be: Central California Health Systems Agency.

Section 12. The amount of each county's financial contribution to the Agency shall be as determined by action of the County's Board of Supervisors in its budget preparation activities for the County's fiscal year.

Section 13. In the event a Board or Council member who has been absent for three consecutive meetings of the Area Board or local Council, the President or Chairman shall inquire of the organization or individual whether such member intends to continue to serve on the Board or Council. A Board or Council member whom has been unexcusably absent three consecutive times
will be replaced by action of the Board or Council.

Section 14. All Board, Council, or Committee meetings shall be in accordance with and conforming to the provisions of the Ralph M. Brown Act, Sections 54950 and 54951 of the California Government Code.

Section 15. Local Health System Councils as created by the Boards of Supervisors shall be governed by these By-laws and any amendments thereto.

ARTICLE X - AMENDMENTS

Section 1. By-laws may be adopted, amended, or repealed by vote of a majority of a quorum of the Board of Directors, provided that fifteen (15) days prior to the meeting, the full membership of the Board shall be notified in writing of the language of such changes and the date of voting.