Will County
Health Department &
Community Health Center

WILL COUNTY COMMUNITY HEALTH CENTER GOVERNING COUNCIL

BYLAWS

ARTICLE I - NAME

The name of this body shall be the Will County Community Health Center Governing Council.

ARTICLE II - PURPOSE

The mission of the Will County Community Health Center ("Center") is to improve the health of the residents of Will County by providing access to quality integrated medical, behavioral health, and dental care through community collaboration, service and education.

ARTICLE III - OBJECTIVES

The objectives of the Center shall be:

- To provide quality primary health and supportive services to all residents of primarily Will County but also surrounding counties, especially the medically underserved, uninsured and underinsured.
- To increase the accessibility of primary and preventive health services to low-income, medically underserved, uninsured and underinsured, including minority groups.
- To integrate primary health services with other community health resources.
- To engage with health care providers, health insurers and local businesses to coordinate care and market services appropriate to our purpose as described in Article II.
- To work with the Health Center Leadership to achieve Health Center Goals by evaluating service utilization patterns, monitoring quality and patient satisfaction data and supporting effective and efficient practices.

ARTICLE IV - AUTHORITY

The Center is a private not for profit entity incorporated under the laws of the State of Illinois. The Governing Council of the Center has entered into a written Cooperative Operational Agreement with the Will County Board of Health to jointly accomplish the objectives stated above. The Will County Board of Health derives its authority to operate under 55 ILCS 5/5- 25001, *et seq.*

ARTICLE V - SIZE AND COMPOSITION

A. SIZE

The Council shall consist of between 9 and 15 voting members. Its members can be increased at the discretion of the Council.

B. COMPOSITION

1. A majority (51%) of the Council members shall be individuals who are served by the Center and who, as a group, represent the populations served in terms of demographic factors, such as race, ethnicity, and gender. Patient board members must be current registered patients of the health center and must have accessed the health center in the past 24 months to receive at least one or more in-scope service(s) that generated a health center visit.

2. No more than one-half of the remaining non-patient members of the Council may be individuals who derive more than 10 percent of their annual income from the health care industry (provide medical services, manufacture medical equipment, and/or develop pharmaceuticals). Income percentage shall be verified with a signed attestation by the non-patient board member who derives income from the health care industry.

3. The Will County Executive, with approval of the Will County Board, may appoint up to one-quarter of the members.

4. The remaining Council members shall be representatives of the community in which the catchment area is located and shall be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community.

5. A Governing Council member may not be an employee of the Center, or spouse or child, parent, brother or sister by blood, marriage, or adoption of such an employee.

6. The Chief Executive Officer (CEO) of the Center gives logistical, managerial and administrative assistance to the Council.

7. The CEO may be a non-voting, ex-officio member of the Council.

ARTICLE VI - MEMBERSHIP & TERMS OF OFFICE

A. MEMBERSHIP ELIGIBILITY

The Council shall select Council members throughout the year, whenever a vacancy occurs, and shall solicit nominations from the community serviced by the Center, community organizations, and health organizations. Such members shall be selected from a slate of one or more nominees, as long as they conform to HRSA regulations and requirements.

B. VACANCIES

- Any vacancies occurring in the Council shall be filled by appointment of the Council, which shall use its best efforts to maintain the Council's composition of patient members and members at large.

- Potential Governing Council members will be interviewed by 2 – 3 Governing Council members prior to the Governing Council Meeting. If they agree this candidate would be a good fit for the Governing Council, those members will introduce the candidate to the Governing Council and explain why the candidate would be a good addition.
- An appointment shall be made by an affirmative vote of the majority of members present and entitled to vote. Any Council member appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.

C. RESIGNATION / REMOVAL

A member of the Council may resign or may be removed as set forth below:

RESIGNATION:

- A Council member may resign his or her position as a member of the Council at any time by giving thirty (30) days' written notice to the Governing Council Chairperson.

REMOVAL

- Any member of the Council may be removed from the Council if, within any twelve- month period, they have accumulated five absences. The Chair shall notify the member by writing by mail or by email after four absences in any twelve- month period. An absence shall be defined as any meeting where notice of absence was not delivered to the Chair or designee prior to the scheduled start of the meeting. After such notice, if a fifth absence occurs, a vote shall be taken at the next meeting regarding removal. A majority vote of those present and voting shall cause that member to be removed.
- A Council member may be removed for just cause due to a conviction of a felony or misdemeanor involving moral turpitude, or for cause. In order to remove a member, Governing Council shall pass a resolution identifying the possible removal and general reason(s) therefore. The resolution shall schedule a hearing date, time, and place. The member whose removal is sought shall be notified in writing of the possible removal and may present evidence against removal. The Council shall deliberate and state their findings of facts on the record, and state whether such member is or is not removed from office.

D. TERMS OF OFFICE

Members shall be appointed for terms of two years, with half of the members beginning terms on even years, and the others beginning on odd years. Reappointments shall be reviewed annually, beginning one month prior to the annual meeting.

ARTICLE VII- MEETING AND VOTING

A. REGULAR AND SPECIAL MEETINGS

Regular meetings of the Council shall be held monthly at a time and place to be decided by the Council in accord with the Illinois Open Meetings Act. Special meetings may be called by the

Chair or the Chief Executive Officer of the Center or requested by two (2) members of the Governing Council and posted by the Administrative Assistant to the CEO in accord with the Illinois Open Meetings Act.

In order to hold a special meeting, advance notice of such meeting shall be given to each member of the Governing Council forty-eight (48) hours before the time of the meeting, stating the time,

place and the business to be transacted and no other business shall be considered at a special meeting.

B. ANNUAL MEETING

The regular meeting on the first Wednesday in April shall be known as the annual meeting, and shall be for the purpose of electing officers, reappointment of Council members, reviewing Council self-assessment report, receiving reports of officers and committees, and for any other business that may arise. The Council shall determine whether the meeting will be for the Council only or if the management staff is to be included.

Not less than fifty (50) days prior to each Annual Meeting, the Governance Committee shall meet to develop a slate of officers and members for the year. Nominations for membership and officers may be submitted by any Council member to the Governance Committee at any time prior to this meeting.

The Governance Committee, acting by unanimous vote, shall nominate a number of nominees for Council members equal to the number of current vacancies or vacancies which will occur at the Annual meeting. The Governance Committee shall take into account the requirements concerning the composition of the Governing Council as in Article V of these Bylaws.
Not less than thirty (30) days before each Annual Meeting, the Governance Committee shall submit to the Secretary its nominations for members and officers, and the Secretary shall immediately inform the Governing Council members of these nominations.

C. NOTICE

Notice of special meetings of the Council shall be given by written notice delivered personally, mailed or via email to each Council member at his/her designated address at least forty-eight (48) hours prior to said meeting.

D. QUORUM

A majority of the Council members shall constitute a quorum for the transaction of business at any Council meeting. If less than a majority of the Council members are present at the meeting, a majority of the Council members present may adjourn the meeting. If a majority of the Council are not present; the members in attendance can decide to adjourn the meeting or conduct a discussion meeting of which the minutes will be prepared and placed on file.

E. RECORDING OF MINUTES AND STORAGE

Minutes shall be taken at all Governing Council and committee meetings. Minutes shall be kept in both written and audio recording form and shall be taken in accordance with the Illinois Open Meetings Act.

All minutes shall be approved at the following regular meeting. Once approved, minutes shall be open for public inspection within 10 days. Additionally, minutes shall be posted on the Internet for public viewing.

Written minutes shall be kept at the main office of the Community Health Center. Audio recordings shall be stored electronically and backed up as frequently as other electronic files held by the Community Health Center. No minutes shall be disposed of until proper authorization is granted pursuant to applicable law.

F. VOTING

All motions before the Governing Council shall be decided by a majority vote of the Council members present, however, no meeting shall be counted as official unless a quorum of the members is present. Proxy voting shall not be permitted.

ARTICLE VIII - ELECTRONIC MEETING ATTENDANCE

All Governing Council meetings shall comply with the Illinois Open Meetings Act, as amended from time to time. With regard to electronic attendance at Governing Council meetings, such electronic attendance shall be allowed only as permitted by Section 7 of the Illinois Open Meetings Act, or as otherwise permitted by amendment to the Illinois Open Meetings Act.

ARTICLE IX -- OFFICERS

A. OFFICERS

The officers of the Council shall be the Chair, Vice-Chair, Secretary and Treasurer.

B. ELECTION AND TERMS OF OFFICE

The officers shall be elected by the Council during the April meeting and shall take office at the first Council meeting following election. Term of office shall be for one year. Each officer shall hold office until his/her successor has been duly elected or appointed by terms set forth in item D below or until said officer shall resign or shall have been removed in the manner hereinafter provided.

C. REMOVAL

Any officer elected by the Council may be removed by the Council with two-third majority vote present and voting.

D. VACANCY

A vacancy in the offices of Vice-Chair, Secretary and/or Treasurer of the Council, occurring within the first nine (9) months of the term, because of resignation, removal or other reason, may be filled for the unexpired portion of the term by a vote of the majority of a quorum at a regularly scheduled meeting of the Council. A vacancy in the offices of Vice Chair, Secretary and/or Treasurer of the Council, occurring within the last three (3) months of the term, because of resignation, removal or other reason, may be filled for the unexpired portion of the term by appointment of the Chair. A vacancy in the office of Chair may be filled for the unexpired portion of the term by a vote of the majority of a quorum at a regularly scheduled meeting of the Council.

E. CHAIR

The Chair shall be elected from a majority of the quorum of the Council at a regularly scheduled meeting and shall:

- Preside at all meetings of the Council
- Regularly confer with the Executive Staff of the Community Health Center and monitor the implementation of policies and procedures adopted by the Council.
- The Chair or other designated officer may sign any document or instrument requiring the signature of an officer of the Governing Council which is necessary and incident to the purposes of the Governing Council, except where the signing of such document or instrument is expressly delegated to some other officer or official by the Cooperative Agreement between the Will County Health Department and the Will County Community Health Center Governing Council or as otherwise required by law.

- In addition, the Chair shall have the usual powers, duties and authority commonly vested in the office of Chair and shall perform other duties as may be authorized by the Council.

F. VICE-CHAIR

- The Vice-Chair shall assist the Chair in the discharge of his/her duties as the Chair may direct and shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Council.
- In the absence of the Chair or in the event of his/her inability or refusal to act, 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 the restrictions upon the Chair.

G. SECRETARY

The Secretary shall be responsible for:

- The final approval of the minutes of the meetings of the Council as prepared by the Administrative Assistant to the CEO.
- Systematic tracking and filing of Governing Council reports.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- Be responsible for the maintenance of a register of the contact information of each member which shall be furnished to the secretary by such member.
- List of all committees with meeting schedule and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair of the Council.
- In the absence of the Chair and the Vice Chair or in the event of his/her/their inability or refusal to act, the Secretary shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Chief Executive Officer shall provide administrative assistance necessary in fulfilling these duties. In the absence of the Secretary, Secretary pro tern shall be appointed by the Chairperson.

H. TREASURER

- The Treasurer will serve as the Finance Committee Chairman and shall work with the Will County Board of Health and the Will County Health Department and Community Health Center staff to ensure that the affairs of the Will County Community Health Center are carried out in a proper fiduciary manner.
- The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Council. In the absence of the Chair, the Vice Chair and the Secretary or in the event of his/her/their inability or refusal to act, the Treasurer shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

I. NOMINATION OF OFFICERS

- Nomination of officers for the coming year shall be submitted upon the Chair calling for nominations from the floor during the March meeting.

ARTICLE X - COMMITTEES

The Chairperson shall appoint committee members and designate a Chair of said committee, with Council approval. The Chair, with the consent of the Council, may appoint members to these committees or ask for voluntary participation; non-Council members, who may be Center employees, may serve on committees to assist the Council in carrying out its charge. The Chair and all members of each committee shall hold office for one (1) year or until their successors are appointed and approved unless reelected to another term. The Chair of each committee shall have the power to fill any vacancies that occur on the committee for the remainder of the year, with approval of the Council. All committees of the Council shall meet at such time and place as designated by the Chair of the committee and as often as necessary to accomplish their duties, provided public notice is given at least 48 hours prior to the meeting. All meetings will be documented with minutes. The Council may appoint an advisory committee and members from a professional or community groups as deemed necessary to enhance committee effectiveness.

The following will be considered standing committees: Executive/Personnel; Finance; Governance and Quality Improvement.

A. EXECUTIVE/PERSONNEL COMMITTEE

Overall Roles and Responsibilities

The Executive Committee provides a mechanism for Governing Council leaders to engage, within the limits set by Council policy and the bylaws, in decision making, oversight, and communication on important organizational matters.

Responsibilities

The Executive Committee's specific responsibilities include:

- Overseeing the selection of the Chief Executive Officer (CEO) as defined in the Cooperative Agreement.
- Approving the position description of the CEO.
- Recommending a CEO evaluation process to the Governing Council, including annual goals for the CEO and an annual CEO performance evaluation. Governing Council members, along with the Executive Director of the Will County Health Department (WCHD), shall be involved in the review of the CEO. The WCHD Executive Performance Appraisal form will be utilized.
- Conducting the CEO evaluation process, and in a manner that promotes trust and candid communication between the Council and CEO, ensures that the CEO understands the Council's expectations, and provides constructive feedback to the CEO on his or her performance.
- Directing the CEO to prepare and annually update a CEO/management succession and management development plan to be reviewed with the committee.
- Reporting to the Governing Council in sufficient detail to assure the board that its responsibilities for executive evaluation are being fulfilled.
- Approving the dismissal of the CEO as defined in the Cooperative Agreement.
- Serving as a sounding board for management on emerging issues, problems, and initiatives.

Meetings

The committee shall meet at least once a year and additionally as needed at the call of the committee chair. Meeting dates and times should be specified a year in advance.

Members

The Executive Committee is composed of the board Chair, Vice Chair, Secretary, Treasurer, CEO, and the chairs of the Council's committees on finance, governance, and quality.

The CEO shall be excused for matters relating to the CEO evaluation.

B. GOVERNANCE COMMITTEE

Overall Roles and Responsibilities

The Governance Committee provides for the Council's effectiveness and continuing development.

Responsibilities

The specific responsibilities of the Governance Committee include:

- Recommending to the Council policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
    - Evaluation of the Council and the chairperson.
    - Election and re-election of Council members.
    - Council member orientation and education.
    - Succession planning for the Council chair and other Council leaders.
- Reviewing and recommending a position description detailing responsibilities of and expectations for Council members and the Council chairperson.
- Recommending nominees for election and reelection to the Council. To facilitate this responsibility, the committee will:
    - Develop and recommend to the Council a statement of the competencies and personal attributes currently needed on the Council, to be used as a guideline for recruitment and election of Council members.
    - Conduct a "gap analysis" to identify succession planning/recruitment needs.
    - Develop and regularly update a list of potential Council members regardless of whether a current vacancy exists.
    - Oversee a process for vetting the capability of prospective nominees.
    - Develop and oversee a plan for enhancing Council diversity.
    - Evaluate the performance of individual Council members eligible for reelection.
    - Conducting a succession planning process for the Chairperson and other Council leaders.
    - Nominating officers for election by the full board.

- Reviewing the corporate bylaws annually and recommending any needed changes to the full board.
- Advising management on plans for Council education, including new member orientation, ongoing education of present members, and a board retreat (if necessary).
- Overseeing the board's self-assessment and improvement process every year.

Meetings

The Governance Committee meets at least three (3) times a year or when necessary, at the call of the committee chair. Meeting dates and times should be specified a year in advance.

Members

The committee shall include at a minimum three members of the Council and the CEO.

C. FINANCE COMMITTEE

Overall Roles and Responsibilities

The committee is responsible for recommending financial policies, goals, and budgets that support the mission, values, and strategic goals of the organization. The committee also reviews the organization's financial performance against its goals and proposes major transactions and programs to the Council. In addition, the committee reviews the annual audit, ensuring any follow-up actions are taken, and reviews corporate compliance activities.

Responsibilities

The finance committee's specific responsibilities include:

- Recommending policies that maintain and improve the financial health and integrity of the organization.
- Reviewing and recommending a long-range financial plan for the organization.
- Reviewing and recommending an annual operating budget and annual capital budget consistent with the financial plan and financial policies.
- Reviewing and recommending capital expenditures and unbudgeted operating expenditures.
- Reviewing the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services, and making action recommendations to the Council.
- Monitoring the financial performance of the organization as a whole and its line items against approved budgets, long-term trends, and industry benchmarks.
- Requiring and monitoring corrective actions to bring the organization into compliance with its budget and other financial targets.
- Monitoring grant budgets and expenditures and recommend corrective actions to bring organization into compliance.
- *Audit responsibilities include* Recommending policies and processes to the Council related to:
    - The organization's financial statements and other financial information are provided to governmental bodies, financial institutions, and the public.
    - The organization's systems of internal controls for finance, accounting, legal compliance and ethics, according to policies that management and the Council have established.

- The organization's auditing, accounting, financial reporting, and compliance processes.
- Discussing the results of the annual audit and closely reviewing any significant changes to the financial statements or changes in accounting principles and disclosure practices.
- Reviewing the external auditor's annual management letter regarding internal control weaknesses, recommendations for improvements, and management's corrective action plans. Monitoring management's implementation of corrective action plans.
- Reviewing, with the organization's counsel, any legal matter that could have a significant impact on the organization's financial statements.
- Reporting to the Council at least annually and provide the Council with the annual external audit report.

***Corporate Compliance specific responsibilities* include:**

- Overseeing the corporate compliance program, including policies and practices designed to ensure the organization's compliance with all applicable legal, regulatory, and ethical requirements.
- Recommending approval of the annual corporate compliance plan and reviewing processes and procedures for reporting concerns by employees, physicians, vendors, and others.
- Recommending organizational integrity guidelines and a Code of Conduct.
- Reviewing and reassessing the guidelines and Code of Conduct at least annually.
- Reviewing resources for corporate compliance with the corporate compliance officer and CEO to ensure that sufficient resources are provided.
- Reviewing and evaluating findings and recommendations from completed compliance activities and audits, including management responses and action plans.
- Reporting to the Council at least annually on the corporate compliance program.

Meetings

The committee meets quarterly and when necessary, at the call of the committee chairperson. Meeting dates and times should be specified a year in advance.

Members

The committee consists of a minimum of three Council members, one which is the Treasurer and shall serve as the Chairperson; the remaining two with backgrounds in finance, accounting, business, investment management, executive leadership, and business ownership; the CEO, Chief Medical Officer, Chief Dental Officer, Director of Operations, Corporate Compliance Officer, and Billing Supervisor.

D. QUALITY IMPROVEMENT COMMITTEE

Overall Roles and Responsibilities

The Quality Committee assists the Governing Council in overseeing and ensuring the quality of clinical care, patient safety, and customer service provided throughout the organization. The committee also assists the Council in maintaining a constructive relationship with the medical staff and approving and overseeing medical policies and professional staff appointments, reappointments, and clinical privileges.

Responsibilities

The responsibilities of the Quality Committee include:

- Reviewing and recommending a multi-year Strategic Quality Plan with long-term and annual improvement targets.
- Reviewing and recommending quality/safety-related policies and standards.
- Reviewing and recommending risk management related policies and standards.
- Approving and monitoring a dashboard of key performance indicators compared to organizational goals and industry benchmarks. Report in summary fashion to the full Council.
- Reviewing sentinel events and root cause analyses; if appropriate, recommend corrective action.
- Monitoring summary reports of hospital and medical staff quality and patient safety activities.
- Reviewing management's corrective plans with regard to negative variances and serious errors.
- Overseeing compliance with quality- and safety-related accreditation standards.
- Making recommendations to the board on all matters related to the quality of care, patient safety, customer service, and organizational culture.
- Reviewing and making recommendations to the board for approval of medically related policies developed by the committee or by a medical staff committee.

Medically related policy matters may include criteria for medical staff membership and privileges, exclusive contracting for professional medical services, on call coverage, board certification, and matters related to professional conduct.

- Overseeing the effectiveness of the medical staff credentialing process.
- Reviewing and acting on medical staff recommendations to apply for medical staff appointments, reappointments, and clinical privileges.
- Making a recommendation to Governing Council to approve appointments, reappointments, and clinical privileges that fully meet the Center and hospital's criteria, with no issues or major questions.
- Making recommendations to the Council with regard to all other credentialing applications.
- Returning a recommendation to the medical staff for further documentation or reconsideration in accordance with policies.
- Reviewing medical staff recommendations and recommending to the Council disciplinary or corrective actions involving medical staff members, as provided in the policies.
- Overseeing and supporting education and development for providers.
- Monitoring physician perceptions and satisfaction and overseeing provider relations activities.

- Serving as a forum for education and discussion of health center/hospital-medical staff relationships and concerns.

Meetings

The committee meets, at a minimum, quarterly or when necessary, at the call of the committee chair. Meeting dates and times should be specified a year in advance.

Members

The committee consists of three Council members: Chief Executive Officer, Chief Medical Officer, Chief Dental Officer, Director of Operations, Quality/Risk Management Program Coordinator, and, optionally, other management team members.

E. Additional Committees

The Council may establish whatever additional committees it deems necessary to carry out the purpose and objectives of the Center or to deliberate on the business and responsibilities of the Council.

1. Any member may suggest the creation of a committee or task force when it appears necessary and such committee or task force may be established upon majority approval of the board.

2. Standing committees shall be defined as on-going committees and task forces shall be defined as time-limited committees with designated purposes.

ARTICLE XI- RESPONSIBILITIES OF THE GOVERNING COUNCIL

A. PERSONNEL POLICIES AND PROCEDURES

The Governing Council provides leadership and guidance in support of the health center's mission. However, day-to-day direction and management responsibility for the health center must rest with staff under the direction of the Chief Executive Officer (CEO), in alignment with the Will County Health Department's personnel policies and procedures as established by the Board of Health.

B. SELECTION OF CHIEF EXECUTIVE OFFICER

In conformance with Health Department Personnel Policies, the Council shall approve the selection and dismissal of the Chief Executive Officer of the Health Center.

C. DISMISSAL AND DISCIPLINE OF CHIEF EXECUTIVE OFFICER

In the event that either the Will County Health Department Board of Health or the Governing Council receives information that could result in the discipline and/or dismissal of the CEO, the Coordinating Committee (with representatives of both Boards) shall be called to review and, if necessary and appropriate, investigate or cause to be investigated any allegations of misfeasance, impropriety, incompetence, criminality, or other misconduct that might warrant discipline or

dismissal. The Coordinating Committee shall turn their findings and offer recommendations over to the Executive Director of the Will County Health Department. The Executive Director shall bring the information forward to the Governing Council with a recommendation on appropriate disciplinary action if necessary. The Governing Council shall consider the matter and either accept or reject the Executive Director's recommendation or return it for further findings. However, any credible evidence of criminal behavior shall be turned over to the Will County State's Attorney.

The CEO shall be subject to discipline for any action which is incompatible with his/her duties as described by the bylaws or cause damage or violates any duties or responsibilities to the Community Health Center, Will County Health Department, or the County of Will including those obligations and prohibitions found in the Employee Handbook & Work Rules Manual and all other rules developed by the Health Department and County of Will.

D. EVALUATE CENTER PROJECT ACTIVITIES

The Council shall evaluate service utilization patterns, productivity (efficiency and effectiveness), patient satisfaction, and achievement of project objectives, and shall develop a process for hearing and resolving patient grievances.

E. COMPLIANCE WITH LAWS

The Council shall ensure that the Center is operated in compliance with applicable Federal, State and local laws and regulations.

F. HEALTH CARE POLICIES

The Council shall at a minimum approve policies which include scope and availability of services, service site locations and hours of services, and quality of care audit procedures.

The Council shall adopt, evaluate at least once every three years, and as needed, approve updates to policies in the following areas: Sliding Fee Discount Program, Quality Improvement/ Assurance, and Billing and Collections. (Policies related to billing and collections that require board approval include those that address the waiving or reducing of amounts owed by patients due to inability to pay, and if applicable those that limit or deny services due to refusal to pay.)

The co-applicant Board of Health shall have the authority for adopting policies for financial management practices and a system to ensure accountability for center resources, including

periodically reviewing the financial status of the health center and the results of the annual audit to ensure appropriate follow-up actions are taken.

As described in the Co-Applicant Agreement, the Board of Health shall establish and maintain general personnel policies for the health center, including those addressing selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices.

G. APPROVAL OF APPLICATIONS. BUDGET, AND OTHER ITEMS

In addition to the duties listed herein, the Governing Council shall be responsible for considering

the following items:

- Applications for Health Center Program projects, including decisions to subaward or contract for a substantial portion of the services.
- Grants and grant designations and applications.
- All health center services the location of services, and hours of operation at health center sites.
- The annual budget and audit for the Health Center. (The Board of Health shall ensure appropriate follow-up actions are taken).
- Adoption of policies for eligibility for services including criteria for partial payment schedules.
- Approval of all Health Center agreements and contracts.

H. **LONG-TERM AND STRATEGIC PLANNING**

The Governing Council shall be responsible for the long term and strategic planning of the Community Health Center. As such, the Governing Council shall set benchmarks and specific goals, including those prescribed by law and regulations, for the Community Health Center. These goals shall be updated as needed to reflect the current situation of the Community Health Center. The long-range planning shall include but not be limited to identifying health center priorities and adopting a three-year plan for financial management and capital expenditures.

Additionally, the Governing Council shall be responsible for monitoring the Community Health Center's progress in meeting its annual and long-term goals.

ARTICLE XII - AMENDMENTS/REVISIONS

These Bylaws may be amended or revised at a regular meeting of the Council by a two-thirds vote, and any such changes shall be reported to the Will County Board of Health.

ARTICLE XIII - AUTHORITY

The Parliamentary Authority of the Council shall be the current edition of Robert's Rules of Order, Newly Revised.

ARTICLE XIV - CONFLICT OF INTEREST

Conflict of interest or the appearance of conflict of interest by Council members, employees, consultants and those who provide services or furnish goods to the Center is prohibited. No Council member may be an employee of the Center or spouse or child, parent, brother or sister by blood or marriage of such an employee. The Chief Executive Officer may be a non-voting, ex-officio member of the Council, and as such shall be bound by this article.

A. Conflict of Interest: A conflict of interest shall be considered to arise when any matter under consideration by the Governing Council involves the potential for a significant or material benefit; or a compensation arrangement exists to a Council Member or any member of his or her immediate family to any business, financial, or professional organization of which the

Council Member or any member of his or her immediate family is an officer, director, member, owner, or employee. No member of the Council shall use his or her position to influence any decision or action in any matter in which he or she has any economic interest distinguishable from that of the public generally.

B. Gifts: No member of the Council shall accept any gift based upon any understanding, either explicit or implicit, that a judgment or decision will be influenced.

C. Advice or Assistance: No member of the Council shall solicit or accept any gift in return for advice or assistance on any matter concerning the operation or business of the Center.

D. Use of County Owned Property: No member of the Council shall engage in or permit unauthorized use of County owned property.

E. Use or Disclosure of Confidential Information: No member of the Council shall disclose confidential information or use confidential information gained in the course of his or her position for financial gain.

F. Interest in Center Business: Council members will refrain from recommending products or services supplied by any vendor which is owned or operated by a family member, or in which they have an economic interest. Should such vendors be considered by the Council, members should disclose any familial or economic interest, and refrain from voting on related subjects.

G. Nepotism: No member of the Council shall hire or advocate for hire in any county agency, any person who is a relative as defined as spouse, partner, parent, child, brother, sister, aunt uncle, niece, nephew, grandparent, grandchild, solely because of that relationship.

H. Compensation: Members shall serve without compensation, except those expenses actually incurred by reason of participation in Governing Council activities, e.g. travel expenses, meals, and incidentals as outlined in the Will County Business/Travel Reimbursement Regulations and within limits of available funds.

The Health Center will not compensate members of the Governing Council for services rendered in the ordinary course of service as members of the Governing Council.

I. Resolution of alleged conflicts of interest: Whenever any matter comes before the Governing Council, which any Council member recognizes may give rise to a conflict of interest, the Governing Council shall not approve any action or transaction bearing upon the conflict unless the following are observed:

- **a.** The affected Council Member shall have a duty to disclose, or other member shall make known the conflict. Should the matter be brought to a vote of the Members, the affected Member shall not cast a vote.
- **b.** The Governing Council shall not go forward with a transaction or arrangement, in which an affected Council member acknowledges that a conflict of interest exists, or other Members determine that a conflict of interest exists, unless it is determined that no other alternative transaction or arrangement is available and not going forward with the transaction or arrangement would impede the Center's ability to carry out its mission.

c. If the Governing Council determines that the Member has in fact failed to disclose an

d. actual or possible conflict of interest, it may take disciplinary and corrective action, up to and including termination of Governing Council membership.

ARTICLE XV-DISSOLUTION

If at some point it is determined that the purposes of the Will County Community Health Center are no longer needed, are not being provided for, or for any other reason the entity may be voluntarily dissolved.

A. Voluntary dissolution may not occur until:
- **a.** All debts of the Will County Community Health Center have been paid; and
- **b.** Written notice has been delivered to all members, indicating that a vote will be taken on the matter. Said notice must be delivered no less than 3 business days before the taking of any vote.

B. Upon the satisfaction of the conditions found in subsection A., a vote may be taken on the subject of voluntary dissolution. Upon an affirmative vote of the majority of all members, the Will County Community Health Center will enter the process of dissolution.

C. If a vote for dissolution passes, the Will County Community Health Center shall cause the distribution of all assets of the corporation as provided in 805 ILCS 105/112.16, or any successor statute.

Plan of Distribution: Upon completing the requisite distributions as found in 805 ILCS 105/112.16, a plan of distribution shall be adopted to distribute the remaining assets of the corporation, if any exist. Such plan shall be adopted by a vote of the majority of all members. Such plan shall provide that distribution shall only be to a registered 501(c)(3) under the Internal Revenue Code, whose primary function is the provision of medical services, or another unit of State, federal, or local government.

D. Articles of Dissolution: Upon completion of the foregoing, the Secretary shall cause the Articles of Dissolution to be filled with the Secretary of State, in the same manner as other filings are made pursuant to applicable law. The Articles shall contain all information required by State law and shall be signed by all necessary parties. Additionally, the Secretary shall cause all other documents regarding dissolution and transfer of assets required by State or federal law to be filed.

ADOPTED:

Dr. Matthew Glowiak, Governing Council Chairperson
Will County Community Health Center

10/13/2025
Date

Ms. Vernice Warren, Governing Council, Vice Chairperson
Will County Community Health Center

10/3/2025
Date

ATTEST:

Mr. Frank Sandoval, Governing Council Secretary
Will County Community Health Center

Date 10/9/2025

RECEIVED:

Paul Hertzmann, Board of Health President
Will County Health Department

10-15-25
Date

Adopted by the Community Health Center Governing Council, March 1, 2006: Approved by the Will County Board of Health, March 15, 2006 Adopted by the Community Health Center Governing Council, April 4, 2012: Approved by the Will County Board of Health, April 18, 2012 Adopted by the Community Health Center Governing Council, May 2, 2012: Approved by the Will County Board of Health, May 16, 2012 Adopted by the Community Health Center Governing Council, June 6, 2012: Approved by the Will County Board of Health, June 20, 2012 Adopted by the Community Health Center Governing Council, May 1, 2013: Approved by the Will County Board of Health, May 15, 2013 Adopted by the Community Health Center Governing Council, May 6, 2015; Approved by the Will County Board of Health, May 20, 2015 Adopted by the Community Health Center Governing Council, August 5, 2015; Approved by the Will County Board of Health, August 19, 2015 Adopted by the Community Health Center Governing Council, May 4, 2016, Approved by the Will County Board of Health, June 15, 2016 Adopted by the Community Health Center Governing Council, July 5, 2017, Approved by the Will County Board of Health, August 16, 2017 Adopted by the Community Health Center Governing Council July 5, 2018, Approved by the Will County Board of Health, August 15, 2018 Adopted by the Community Health Center Governing Council January 9, 2019, Approved by the Will County Boa.-d of Health, February 29, 2019 Adopted by the Community Health Center Governing Council October 2, 2019, Approved by the Will County Board of Health, October 16, 2019 Adopted by the Community Health Center Governing Council January 6, 2021, Approved by the Will County Board of Health, January 20, 2021 Adopted by the Community Health Center Governing Council April 7, 2021, Approved by the Will County Board of Health, April 21, 2021 Adopted by the Community Health Center Governing Council February 2, 2022, Approved by the Will County Board of Health, February 16, 2022
Adopted by the Community Health Center Governing Council April 3, 2024,
Adopted by the Community Health Center Governing Council May 1, 2024, Received by the Will County Board
Adopted by the Community Health Center Governing Council October 3, 2025, Received by the Will County Board