

# **SAN DIEGO AMERICAN INDIAN HEALTH CENTER, INC.**

## **MISSION STATEMENT**

*The mission of the San Diego American Indian Health Center is to promote excellence in health care with respect for custom and tradition. Our goal is to reduce significant health disparities among San Diego's urban American Indian/ Alaskan Natives and other underserved populations by increasing access to care and improving the quality of that care, resulting in increased wellness and life expectancy.*

## **CORPORATION BYLAWS**

### **ARTICLE I: NAME**

The name of this corporation shall be the San Diego American Indian Health Center, Inc. hereinafter sometimes referred to as the "Corporation, Center, or SDAIHC."

### **ARTICLE II: LOCATION**

The principal office for the transaction of the business of the Corporation is located in the City of San Diego, County of San Diego, and State of California. The Board of Directors, hereinafter sometimes referred to as the "Board" may, at any time, change the location of the principal office from one location to another within the City of San Diego. The Board of Directors may establish branch or satellite offices at any time at place(s) so designated within the County of San Diego.

### **ARTICLE III: PURPOSE OF THE CORPORATION**

The Corporation is chartered exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 [or the corresponding provisions of any future United States Internal Revenue Law(s) pertaining to non-profit corporations].

It is the mission of SDAIHC to promote a whole and healthy American Indian/ Alaskan Native and underserved populations through health promotion and disease prevention activities by providing quality primary medical, dental, behavioral health, youth and community wellness care with respect for custom and tradition.

In order to accomplish our mission and goals, the Corporation works toward the fulfillment of the following:

1. Providing direct health care consisting of primary medical, dental, behavioral health, youth and supportive services with a special emphasis on the urban American Indian/Alaskan Natives and other underserved populations

2. Establishing and maintaining a comprehensive network of community resources for American Indian/Alaskan Natives living in the urban area of San Diego County in need of assistance beyond the scope of the Corporation.
3. Promoting a whole and healthy community through health promotion, disease prevention and other wellness activities.
4. Promoting cross-cultural opportunities in the development of enriching American Indian/Alaskan Native communities. Understanding, identifying and addressing the needs of our patient population by utilizing all available tools and resources.
5. Advocating for the identified needs of our patient population with a focus on American Indians/Alaskan Native populations in urban areas at local, state and federal levels;
6. Producing and disseminating information and materials that benefit our patient population with a focus on urban American Indian/Alaskan Native communities.
7. Participating in cultural events that contribute to the advancement of our patient population with a focus on American Indian and Alaskan Natives.

## **ARTICLE IV: MEETINGS**

### **SECTION 1: General Meetings**

There shall be at least twelve (12) regular meetings of the Board of Directors per year to be held on the last Monday of each month with and adjustment to accommodate Federal holidays. Meetings shall be at the principal location of the organization and through conference call and/or virtual platforms, unless changed in writing by a majority of the Board. All committees and the Chief Executive Officer must present their respective committee meeting results at the general meetings.

### **SECTION 2: Notice of Regular Meetings**

A schedule of the regular meetings of the Board of Directors for the next calendar year will be established at the yearly November meeting. The schedule shall be published on the SDAIHC website, social media and posted at the corporate office.

Changes in the established regular meeting schedule may be made by a majority of the Board and shall be noticed at least seven (7) days in advance of the regularly scheduled meeting as stated above.

### **SECTION 3: Special Meetings**

Special meetings may be called by the Chairperson or one third (1/3) of the board members at any time with a notice to all members of at least seven (7) days except in cases of urgency. In the event such a meeting is convened, a quorum call shall be initiated (the definition of a quorum shall be used as it is defined in Article VI, Section 9). Special meetings of the board may not be convened without a member of the Executive Committee in attendance.

The board must receive in writing the issues to be discussed within a special meeting, if possible. Issues pertaining to the community shall not be dealt with in special meetings but shall be reserved for regular meetings to ensure opportunity for community comment and input.

#### **SECTION 4: Annual Meeting**

An Annual Meeting shall be incorporated into a Regularly Scheduled Meeting of BOD within 60 days after the completion of the annual fiscal audit. Notice of the meeting in which the findings of the annual fiscal audit will be presented shall be posted fifteen (15) days prior to the meeting on all digital platforms and in the lobbies of the Center.

#### **SECTION 5: Planning Meetings and Retreats**

The Board of Directors may schedule meetings for planning or to study issues related to the operation of the Corporation at any time without notice to the community. No policy decisions regarding the community are permitted during such planning meetings or retreats.

### **ARTICLE V: ELIGIBILITY FOR BOARD MEMBERSHIP**

The Board of Directors shall actively seek candidates for Board membership and shall be responsible for recruiting, screening and interviewing prospective new Board members.

#### **Prospective candidates must meet the following criteria:**

- Have interest in improving the health status of SDAIHC's patient population with a focus on American Indians/Alaskan Natives and underserved populations residing in the SDAIHC service area of San Diego County.
- Be able to participate in monthly Board meetings and attend committee meetings at least once a month.
- Seventy-five percent (75%) of board Members must have resided in San Diego County by legal address for a minimum of six (6) months prior to the date of application for membership to the board.
- Must be at least eighteen (18) years of age.
- Fifty-one percent (51%) of member of the board must be users of at least one of SDAIHC's services or the immediate family of a patient/user.  
Immediate family would include parent, grandparent, guardian, aunt or uncle.
- Have specific skills or expertise necessary to enhance the effectiveness, goals and mission of the organization.
- Former employees and/or agents of the Corporation may not apply for board membership until a period of two (2) years from the date of termination have passed.

- Board members may petition for employment with the Corporation under the following terms and conditions:
  - A. The application must be submitted to and endorsed by the CEO in writing.
  - B. The request must be approved by no less two-thirds ( 2/3rds) of the board members at a regularly scheduled meeting.
  - C. The applicant can have no relative(s) that are employees of the Corporation.
  - D. Upon employment, the member must resign their position on the board of directors relinquishing all privileges and authority of the position prior to the first day of employment.

For purposes of this article, relative(s) shall be defined as: a spouse or other conjugal relationship; parent or sibling; child or grandchild; aunt or uncle; niece or nephew; brother/sister-in-law, mother/father-in-law, or any individual residing in the same household as the individual specified herein.

The board shall consist of User Directors and Non-User Directors. A majority of the Directors shall consist of User Directors. The Board of Directors shall be and is divided into two classes:

- (a) *User Directors.* User directors shall be persons of good character and standing who are patients of the corporation (or parents or legal guardians of children who are patients of the corporation) and who demonstrate a desire and ability to work for the good of the SDAIHC community. User directors shall consist of individuals who, as a group, represent (I) the patient population of the catchment area served by the corporation and (II) the individuals who are served by the corporation in terms of demographic factors, such as the age, sex, income, geographic distribution race, and ethnicity.
- (b) *Non-User Directors.* Non-User Directors shall be persons of good character and standing who are representative of the community in which the corporation's catchment area is located, and shall be selected for their expertise in Native American/Alaskan Native and underserved populations and service area community affairs, local government, finance and banking, legal affairs, medicine, public health, trade unions, and other commercial and industrial concerns or social service agencies within the community. No more than one-half (50%) of the Non-User Directors may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.

Individuals interested in serving on the Board must:

1. Attend three regularly scheduled board meetings as a guest prior to submission for board membership.
2. Submit a letter of intent, resume and five (5) personal and/or professional references.
3. Additionally, American Indian/Alaskan Native applicants must provide proof of Tribal enrollment.
4. The application package should be delivered to a location designated by the board.
5. Meet with at least two (2) current board members for an interview.

## **PROVISIONS:**

The Corporation shall strive for the following composition of the board, provided that these provisions for board membership do not conflict with Federally Qualified Health Center and Indian Health Service governance requirements: Fifty-one percent (51%) of the board shall be members of federally recognized Tribes of American Indians/Alaska Natives.

## **ARTICLE VI: BOARD OF DIRECTORS**

### **SECTION 1: Purpose**

The Board of Directors is the governing body of the Corporation. The Board is responsible for:

- Determining the Corporation's mission and purpose and setting long term strategic plans and policies.
- Overall planning, policy direction, leadership, and control of the organization.
- Selecting, and if necessary, terminating the Chief Executive Officer.
- Supporting the Chief Executive Officer and annually reviewing his/her performance.
- Adopting policies for financial management practices, including a system to assure accountability for the Corporation's resources.
- Approve the Corporation's annual budget.
- Approve grant proposal submissions to those agencies requiring board approval.
- Supervise the Corporation's long-range financial and strategic planning.
- Monitoring the goals and objectives of the organization's programs and services and evaluating the success of the organization.
- Serving as appeal officer(s) for the disposition of grievances and other workplace issues.
- Assessing its own performance.
- Ratification of the hiring and/or termination of program directors and senior staff positions.
- Ensuring fiscal viability of the Corporation.
- Adopting eligibility criteria for services provided by the Corporation, including criteria for partial payment schedules.
- Adopting health care policies, including policies addressing the scope and availability of services, location and hours of services, and quality-of-care audit procedures.
- Approve any other policies as needed for the efficient and continued operation of the Corporation.

### **SECTION 2: Responsibilities of Board Members**

Each member of the Board shall support the mission and purpose of the Corporation with as much time and energy as possible. Each Director shall place the mission of the Corporation (Article III) above personal and fractional concerns and will act in accordance with the purpose of the Board as set forth by these by-laws.

**Nepotism:**

There shall be no favoritism or patronage granted to a relative of the Board of Directors or Supervisory staff of SDAIHC. All supervisors and Directors of SDAIHC shall be prohibited from appointing, employing, promoting, advancing, advocating for, or directly supervising a relative of the Corporation staff and/or Board of Directors. The term “relative” is defined in Article V.

All Board members and *Supervisory staff* are required to file written declarations of potential conflicts of interest.

**SECTION 3: Appointment to the Board of Directors**

The Board of Directors shall solicit individuals for board membership and shall be responsible for recruiting, screening and interviewing prospective new Board members. American Indian/Alaskan Native community organizations may be invited to recommend individuals for Board vacancies as well as other community organizations with similar goals and endeavors.

Upon a majority vote of the Board of Directors the new member shall be seated.

**SECTION 4: Notice of Board Membership Appointment**

Prior to the appointment of a Board member notice shall be posted no less than seven (7) calendar days prior to the scheduled vote. Notice will be posted on the SDAIHC website and other electronic platforms and at the Corporate office.

**SECTION 5: Term of Office**

The term of office of each Board member shall be 4 years. Each BOD Member can serve for a maximum of 6 Terms of office even if the first term was less than 4 years. Terms of office shall be staggered to allow for continuity of governance. All terms will expire on June 30<sup>th</sup> of even numbered years with half the member terms expiring every two years. (New board members will initially be assigned to a term expiration of June 30<sup>th</sup> in an even numbered year closest to but not to exceed 4 years).

\*Term limits will be determined by the date of the approval of the revision of this section.

**SECTION 6: Vacancies**

A vacancy or vacancies on the Board shall be deemed to exist in the case of death, resignation, or termination of any Board member or if the authorized number of Board members is increased.

Vacancies occurring on the Board of Directors shall be filled by appointment.

## **SECTION 7: Representation**

It is understood that each member of the Board of Directors represents him/herself individually and not the Corporation. Authority to represent the Corporation on specific matters may be delegated, by a majority vote of the Board, during a duly noticed meeting.

## **SECTION 8: Composition of the Board**

The board shall have a minimum of a minimum of nine (9) members and no more than fifteen (15) members. A minimum of fifty-one percent (51%) shall be members of federally recognized Tribes, provided that no less than one-half of board members are also User directors.

The number of board members may be changed by amendments 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 nine (9). In order to avoid conflict of interest, the board may never have more than 50 percent of its membership sitting on another board in the health care industry.

## **SECTION 9: Quorum of the Board**

- A simple majority of the board shall constitute a quorum.
- Members must be physically present or be able to participate in a meeting via telephone conference, live video conference, or interactive on-line network conference by which all persons participating in the meeting may be cognizant of each other's comments. Names of the participants in the conference must be divulged to all participants.
- All official business transacted by the board, where a quorum is present, shall be by motion or resolution, and shall be an act of the Corporation.

## **SECTION 10: Self-Evaluation of the Board**

Periodically, but not less than yearly, the Board of Directors shall perform a self-evaluation to assess its strengths and weaknesses, and to determine those steps and actions deemed important for improvement. This self-evaluation can be combined with annual retreats or other planning meetings. The Board will determine the method of such self-evaluation. Recommended evaluations are workshops, direct interviewing of Board members, personal surveys or having members anonymously note their thoughts on the Board.

## **SECTION 11: Manner of Action**

The act of a majority of the Board present at a meeting at which a quorum is present shall be the "act of the Board." Any action required, or permitted to be taken by the Board, may be taken without a meeting if all members of the Board collectively consent, to such an action. Such consent shall have the same effect as a unanimous vote of the Board. The results of the vote shall be

recorded and filed with the Secretary of the Board at the next regularly scheduled meeting. The reported action shall then become part of the official records of the Corporation.

### **SECTION 12: Rights of Inspection**

Every Board member with a need to review documents pertaining to Center business shall have access to such documents provided they arrange a convenient time with the Chief Executive Officer at least twenty-four (24) hours in advance. The Chief Executive Officer will maintain a record of the date, time, document(s) reviewed, reason for review, and the disposition of said document(s). The record shall be available for the random review of the Board of Directors. In accordance with the Health Insurance Portability and Accountability Act (HIPAA), members of the board are prohibited from access to patient records.

### **SECTION 13: Compensation**

No director shall receive monetary compensation for his or her services on the Board of Directors. By resolution, the Board may fix a sum for the reimbursement of expenses *incurred* while attending pertinent meetings or other activities so authorized by the Board. The Board must pre-approve reimbursements of any amount over one thousand dollars (\$1000).

### **SECTION 14: Liability and Property Rights**

No members of the Corporation, now or hereafter, shall be personally liable to creditors for any indebtedness or liability of the Corporation. All creditors shall look only to the assets of the Corporation for all sums due from the Corporation.

### **SECTION 15: Indemnification**

The indemnification of board members, officers, employees and agents of the Corporation shall be in accordance with applicable state and federal laws.

To the extent that a board member is successful on the merits of defense of a civil, criminal, administrative, or investigative proceeding brought to procure a judgment on a person by reason of the fact that he/she is, or was, a board member, or has been successful in the defense of any claim, issue, or matter therein, such a person shall be indemnified against expenses, actual or reasonably incurred by the person in connection with such proceedings.

If such person either settles any claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, and settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the Board but only to the extent allowed by, and in accordance with the requirements of the laws of the State of California.

The board shall have the power to purchase insurance for indemnification purposes.



## **Termination of Board Membership:**

**Voluntary Termination:** Any member of the Board of Directors may voluntarily resign from their position at any time by submitting a written notice to the chairperson of the board. The notice shall be signed and dated by the requesting member. Resignation will be effective upon receipt of a written notice or at any time specified therein.

**Involuntary Termination:** Any member of the Board of Directors *may* be removed by a two-thirds vote of the membership for any of the following reasons:

- Three (3) unexcused absences, recorded by the secretary or the executive committee, from regular meetings of the Board of Directors.
- Dishonesty or offensiveness to the general public.
- Conviction of a felony while serving as a member of the Board of Directors.
- Embezzlement, fraud, or misuse of Corporation funds.
- Falsely accepting gratuities.
- Misrepresenting the Corporation.
- Conduct which is determined to be detrimental to the welfare, standing, or best interest of the Corporation.

## **SECTION 17: Notice of Termination**

In the event of involuntary termination, a member shall be notified in writing, prior to the vote of the Board, and shall have the opportunity to be heard. The notice shall state the cause(s) for removal and the member will be allowed thirty (30) days to appeal.

## **SECTION 18: Voting**

Each member of the Board shall be entitled to one (1) vote on any motion coming before the Board. No Board member may vote on any business of SDAIHC by proxy. The Chief Executive Officer does not have the power to vote on any issues brought up in the Board meetings. The Chairperson may vote only in the case of a tied vote between the other members of the Board.

## **ARTICLE VII: OFFICERS OF THE CORPORATION**

### **SECTION 1: Designation**

There shall be the following officers of the Corporation: Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board of Directors shall elect the officers. A term of office shall be four (4) years.

## **SECTION 2: Chairperson**

The Chairperson shall be the President of the Corporation, and shall, in general oversee all the business affairs and property of the Corporation and supervise its officers and agents. He/she shall preside over all meetings of the Board of Directors and other established meetings of the Corporation. He/she may sign, with the Treasurer or other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors may authorize to be executed, except in cases expressly delegated by the Board of Directors, these by-laws or by statute, to some other officer or agent of the Corporation. The Chairperson shall perform all duties incident to his/her office and such other duties as may be required by the Articles of Incorporation. These by laws are prescribed by the Board and shall include:

- Chair and preside over all Board meetings and Executive Committee meetings to vote in cases where his/her vote would change the result.
- Appoint all committee members other than the Executive Committee.
- Serve as board spokesperson at public occasions.
- Be responsible for immediate supervision of the Chief Executive Officer.
- Conduct all meetings in an orderly and effective manner.
- Call special meetings of the officers of the Corporation for the purposes of carrying on the work of the Corporation.
- Ensure that the orders and resolutions of the Board are carried out.
- Execute any deeds, bonds, contracts or other instruments authorized by the Board.
- Serve as an *ex-officio* member of all Board committees, other than the Executive Committee, without voting authority.
- Keep the BOD members informed of pertinent activities and actions of the Corporation.

## **SECTION 3 Vice-Chairperson**

In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions of the Chair. The Vice-Chair shall perform other such duties assigned by the Chair or by the Board of Directors. The Vice-Chair shall:

- Serve as a member of the Executive Committee of the board.
- Serve on and as chair of the Personnel Committee.
- Assist the Chair in such matters pertaining to the activities of the Corporation as may be assigned to him/her and perform such duties and exercise such powers as prescribed by the bylaws of the corporation.
- Report to the board as necessary.

#### **SECTION 4: Secretary**

The Secretary shall be responsible for the following:

- Serve as a member of the Executive Committee.
- Keeping, or causing to be kept, all approved Board meeting minutes in electronic records held by the Corporation. Copies of minutes for the most recent two (2) year period shall be kept in binders in the corporate office for easy access by the community upon request.
- Maintain back-up electronic copies of Board meetings minutes.
- Ensuring that all notices are duly given in accordance with the provisions of these by-laws or as required by law.
- Serving as custodian of the Corporation's records which will be kept at the corporate office at all times.
- Keeping or causing to be kept, a current roster of the board members including their mailing address, telephone number(s) and E-Mail address and birthday. A copy of the current roster should be furnished to the board members annually or when a change has occurred.
- Performing such duties incident to the office of Secretary and such others as from time-to-time may be assigned by the Chair or the Board of Directors.
- Nothing in this section shall preclude the Secretary from delegating these functions to corporation staff provided the Secretary maintains responsibility for such functions.

#### **SECTION 5: Treasurer**

The Treasurer shall be responsible for the following:

- Serve as a member of the Executive Committee.
- Having general charge of the financial records and accounts of the Corporation.
- Keeping and maintaining, or causing to be kept and maintained, adequate books regarding the financial transactions of the Corporation.
- Issuing, or causing to be issued, monthly statements of the financial position of the Corporation.
- depositing, or causing to be deposited, all funds of the Corporation with such depositories as are designated by the Board of Directors.
- Disbursing, or causing to be disbursed, funds of the Corporation to meet the financial obligations of the Corporation.
- Chairing the Corporation's Financial and Audit Committee and providing reports to the Board at appropriate times and places.
- Discharging, or causing to be discharged, other duties as specified by the Chair or Board of Directors.
- Nothing in this section precludes the Treasurer from delegating these functions to other persons or agencies provided the Treasurer maintains responsibility for such functions.

## **ARTICLE VIII: BOOKS, RECORDS, CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

### **SECTION 1: Books and Records**

The Corporation shall keep correct and complete books, records and accounts.

### **SECTION 2: Contracts**

The Board may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

In the absence of other designation, all deeds, mortgages, and instruments or assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the chairperson or vice-chairperson. This function may be delegated to the Chief Executive Officer. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authorization may be general or confined to specific instances or as specified and authorized by the Delegation of Authority

### **SECTION 3: Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such office or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

### **SECTION 4: Deposits**

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation.

### **SECTION 5: Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

### **SECTION 6: Loans**

No loans shall be made by the SDAIHC to its board members or any person associated with SDAIHC. or to any entity or individual.

## **ARTICLE IX: ANNUAL REPORT**

### **SECTION 1: Annual Written Report**

There shall be an Annual Written Report to the community from the Board of Directors of the San Diego American Indian Health Center and should include the following:

- Mission statement.
- Summary of the past year's programs.
- Roster of current board members.
- Status of the financial condition of the Corporation.
- Description of current and future programs and projects.

The community will be notified of the availability of the Annual Report. The Annual Report will be available at the corporate office(s) upon request. Notice of availability of the Report shall be posted on all official media platforms.

## **ARTICLE X: COMMITTEES**

### **SECTION 1: General Provisions**

The Board of Directors may appoint one or more committees, in addition to those listed below, and may delegate to such committees any of the Board's powers and authority except with respect to the following:

- The approval of any action for which the law requires the approval of board members or an approval of the majority of the board members.
- The amendment or repeal of bylaws or the adoption of new bylaws.
- The appointment of other committees of the board or the membership thereof; and
- The amendment or repeal of any resolution of the Board which, by its express terms, cannot be amended or repealed.

The Chair of the board shall appoint all members to committees. Committees shall be composed of two or more members of the Board of Directors and can include members from outside the organization who share an interest in helping the Corporation and can provide additional expertise, resources and other support to the committee. Non-agency members of committees will serve in an advisory capacity only and will not have any say in the running of the board nor will they have any voting rights. The board shall prescribe the manner in which committees shall be conducted and will delegate functions to the committees. No committees shall take independent action without specific consent of the Board of Directors. Committee Chair shall be appointed by the board chairperson. The chairperson shall be required to report periodically, but not less than three (3) times a year on the actions of the committees. The duties of the committees will be reviewed on an annual basis for the term of the committee. All activities/minutes of the standing and special committees will be recorded and filed with the Secretary.

## **SECTION 2: Standing Committees**

There shall be four (4) standing committees of the Board of Directors. These are:

- 1) Executive
- 2) Personnel
- 3) Finance and Audit
- 4) Quality Assurance/Improvement (Core Patient Care),

*Executive Committee* shall be comprised of the officers of the board and act on behalf of the board between regular meetings and in emergency situations. The committee shall meet as needed to accomplish board administrative activities and critical corporate management activities. The actions of the committee shall not conflict with board policies and directives and shall serve equally as those of the full board when ratified by the board at the next regular board meeting. The Executive Committee shall serve to act for the full board in approving routine requests for non-policy concerns.

*Personnel Committee* shall be responsible for overseeing the Corporation's personnel matters and providing advice and recommendations to the board and the Chief Executive Officer. This responsibility shall include:

- The annual review and analysis of the Corporation's personnel policies and procedures.
- Annual review of the Corporation's Code of Conduct manual.
- Monitoring of personnel policies and procedures once adopted.
- Serving as appeal officer(s) for employee grievances including complaints in regards to disciplinary actions, performance appraisals, discrimination, outside employment disapproval appeals and sexual harassment.
- Assisting the chairperson in the annual performance review of the CEO as requested.

*Finance and Audit Committee* shall be responsible for reviewing and reporting on the financial solvency of the agency. This includes:

- Oversight of the annually review the Corporation's fiscal policies and procedures.
- Periodic review of monthly financial statements reports.
- Oversight of the preparation of the Corporation Annual Financial Report, based on the independent financial audit, to be presented at the Annual Meeting of the board.
- The Treasurer of the Board of Directors shall be Chairperson of this committee.

**Quality Assurance/Improvement Committee** shall be responsible for overseeing the Corporation's quality assurance/improvement program:

- The Committee shall meet at least quarterly with key direct care staff to conduct internal quality assurance assessments as prescribed by Title XXII of the California Health and Safety Code.
- Results of the Quality Assurance Committee meetings shall be reported to the full Board at least quarterly.
- The Chairperson of the Board shall appoint the Chairperson of the committee.

### **SECTION 3: Special Committees**

At his/her discretion, the Chairperson may appoint special committees to study particular issues or to address particular concerns. The composition, size and length of this committee shall be determined by the Chairperson after consideration of the issue or concern to be addressed. These committees shall be created to accomplish a specific task. These committees may or may not necessarily have direct members of the Board as members of the committee. Therefore, special committees shall only be advisory to the Board.

### **ARTICLE XI: WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of the State of California, or under the Articles of Incorporation, or the bylaws of the Corporation, a waiver in writing signed by the person or persons entitled to such a notice, before or after the time stated, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XII: FISCAL YEAR**

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

### **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, 12<sup>th</sup> Edition Newly Revised, shall govern all meetings specified in these bylaws unless otherwise stated or Articles of Incorporation, pursuant to the laws of the State of California.

## **ARTICLE XIV: AMENDMENTS TO THE BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority vote of the Board of Directors at any regular meeting or special meeting. Thirty (30) days written notice must be given by the Board of Directors of its intention to alter, amend, repeal or adopt new bylaws. Such notice shall be posted on the SDAIHC website and at the corporate office.

## **ARTICLE XV: CONFLICT OF INTEREST**

All Board members are required to file written declarations of potential conflicts of interest with the Chairperson of the Board upon election to the Board and thereafter within thirty (30) days of being seated on the Board. This statement shall be sworn as to its truth and accuracy for the preceding calendar year. The statements will be retained with the Secretary for at least the term of the member and four (4) years thereafter. The statement shall include the following information in accordance with state, federal, and county law.

- 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.
- 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 unions shall not constitute a direct financial interest within meaning of this section.
- 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, Board member or trustee and the title of each position held.
- The names and addresses of all health care organizations and Indian organizations in which the board member or a member of his/her immediate family holds a position as an employee, board member or trustee and the title of each position held.
- These statements shall be retained at the Executive Offices of the Corporation throughout the term of board membership and for four years thereafter.
- In addition, all board members are prohibited from deliberation, voting or attempting to influence other board members 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. 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. Following disclosure, the other board members shall deliberate and vote whether to allow the member in question to participate in the proposed board action or activities of the Corporation and if his/her participation would further the corporate interest notwithstanding the personal interest disclosed.



- For purposes of this article, immediate family shall be defined as: spouse or other conjugal relation; parent or sibling; child or grandchild; aunt or uncle; niece or nephew, any individual residing in the same household as the Board member; grandparent, mother/father-in-law, brother/sister-in-law, or a trust or estate of which an individual specified herein is a known substantial beneficiary.
- Board members are required to submit a signed statement of Conflict of Interest yearly during the month of January.

These By-Laws were Approved and Adopted at the General Meeting of the Board of Directors held on August 30, 2021, as Motion # 8, by a unanimous vote.

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Attested to by the Secretary, SDAIHC  
Board of Directors



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Paula Brim, Board Chair, SDAIHC  
Board of Directors

\_\_\_\_\_  
Date

\_\_\_\_\_  
9/21/2021  
Date