

BYLAWS

CITY OF CINCINNATI PRIMARY CARE GOVERNING BOARD

Adopted: March 14, 2008

Last Modified: January 2022

ARTICLE I – NAME

The name of this Board shall be the City of Cincinnati Primary Care (“CCPC”) Governing Board (hereinafter, “Governing Board”).

ARTICLE II – PURPOSE

The Governing Board is an unincorporated public entity governing board that will serve as the co-applicant with the City of Cincinnati, Ohio (“City”) acting through the Cincinnati Board of Health (“Board of Health”), in connection with Federally Qualified Health Center (“FQHC”) designation for certain health centers located in the City. As such, it is intended that the Board, and its relationship with the City, be established and implemented consistent with federal statutes, regulations, rules, guidelines and other FQHC requirements, including without limitation Policy Information Notices issued by the Health Resources and Services Administration, Public Health Service, U.S. Department of Health and Human Services (“HRSA”), all as may be amended from time to time (collectively, the “FQHC Requirements”).

The Governing Board will assist the City of Cincinnati City Council (hereinafter “City Council”), the Cincinnati Board of Health, an independent board of the City of Cincinnati pursuant to Article VII, Section 11 of the Charter of the City of Cincinnati, and the Cincinnati Health Department, a department of the City of Cincinnati, to implement health services for City residents through a network of FQHCs known as City of Cincinnati Primary Care (“CCPC”). These services represent a significant effort by the City to ensure that low-income City residents have access to an organized and coordinated system of health care, and to ensure that City residents have adequate access to primary care and preventive health programs and services. The Governing Board, the City Council, and the Board of Health shall support and guide the Health Center¹ in its mission: to provide comprehensive, culturally competent, and quality healthcare for all.

ARTICLE III – BOARD OBJECTIVES

The Governing Board shall have the following objectives, all to be implemented through CCPC:

¹ References in these Bylaws to “Health Center” or “Health Center Program” mean all operations and activity under the federally approved scope of project, including the CCPC and its governing board as well as the cooperating/ participating public entity, the City of Cincinnati and the Board of Health.

- A. To arrange for the provision of comprehensive preventive and primary care services to residents of the medically underserved areas of the City.
- B. To increase the accessibility of preventive and primary care services to uninsured and underinsured population groups, which experience a shortage of primary care.
- C. To ensure that CCPC provides high quality preventive and primary care services.
- D. To develop an integrated preventive and primary care program to provide a safety net along with other community health resources, including ongoing public health services.
- E. To support the Board of Health’s objective of ensuring that all City residents have access to an organized and coordinated system of health care.
- F. To support the Board of Health in its efforts to make organized and coordinated primary and preventive health programs and services (such as well child, family planning, HIV and sexually transmitted disease prevention, diagnosis and treatment, cancer screening, and immunizations) available to the general population and especially to at-risk subgroups, including women in childbearing years, children, and racial and ethnic minorities.

ARTICLE IV – GENERAL BOARD POWERS AND DUTIES

The business and affairs of CCPC shall be managed under the direction and control of the Governing Board, and the Governing Board shall have full power and authority to oversee and provide policy direction regarding the affairs of CCPC in those areas delineated in any written agreement in effect between the CCPC and the Board of Health. In exercising this power, the Board may take any action that is consistent with the following: any such agreements with the Board of Health; these Bylaws; and federal, state, and local law, including without limitation, the FQHC Requirements. Subject to the provisions of Articles V, IX, and XI of these Bylaws, the Governing Board shall be responsible for:

- A. Attending to any matter that it determines is in the best interest of CCPC and ensures achievement of the purposes and objectives of CCPC;
- B. Hiring, annually evaluating, and if necessary dismissing the Executive Director in accordance with Articles V, IX, and XI of these Bylaws;
- C. Approving, within appropriations available for such purposes, the budget for operations of the FQHCs, and developing financial priorities and strategies for major resource utilization, in accordance with Articles V and XI of these Bylaws;
- D. Periodically reporting to the Board of Health regarding the CCPC utilization, productivity, and patient satisfaction;
- E. Evaluating CCPC activities, including, without limitation, service utilization patterns, productivity, patient satisfaction, achievement of project objectives and developing a process for hearing and resolving patient grievances;

- F. Conducting long-term strategic planning, including regularly updating the CCPC mission, goals, and plans, as appropriate;
- G. Ensuring that CCPC activities are conducted in compliance with applicable federal, state, and local laws and regulations, including without limitation the FQHC Requirements;
- H. Reviewing and adopting CCPC health care policies, including scope and availability of services, location and hours of services, and quality of care audit policies, including but not limited to identifying the services (including services beyond those required in law to be provided by the Health Center) to be delivered at each FQHC location and the hours during which such services are to be provided, in order to ensure responsiveness to the community's needs;
- I. Establishing general policies and procedures for the health centers that are consistent with Health Center Program and applicable grants management requirements, and adopting such other policies as are necessary and proper for the efficient and effective operations of the FQHCs;
- J. Evaluating CCPC achievements at least annually, and using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary, and evaluating itself periodically for efficiency, effectiveness, and compliance with all the FQHC Requirements;
- K. Ensuring the new Board members are oriented and trained regarding the duties and responsibilities of being a Board member of an organization subject to FQHC Requirements and satisfying the educational and training needs of existing Board members;
- K. Officially accepting the annual audit report and management letter performed by the State of Ohio Office of the Auditor or, if authorized by the State of Ohio Office of the Auditor, an independent auditor selected by the City in accordance with applicable state and federal audit requirements;
- L. Approving applications related to the Health Center Program, including any application for a Section 330 or other grant, FQHC recertification, and other HRSA requests regarding scope of project.

ARTICLE V – AUTHORITY OF CITY

The City, acting through the City Council, shall maintain the authority to set general policy on fiscal and personnel matters pertaining to CCPC, policies related to financial management practices, charges and rate setting, labor relations, and conditions of employment. The CCPC may not adopt any policy or practice, or take any action, which is inconsistent with or which alters the scope of any policy set by the City Council on fiscal or personnel issues.

The City Council is elected and operates under the provisions of Art. II, Sec. 4 of the Charter of the City of Cincinnati (the "Charter"). The City Council has the responsibility to represent the City, and for the care and management of the business of the City, under the Charter, Art. II, Sec. 1. The City Council has the authority to establish rules and regulations in reference

to the management of the interests and business concerns of the City as the Council considers necessary and proper in all matters not especially provided for by law, under Ohio Revised Code (“O.R.C.”) §701.05. Pursuant to O.R.C. §3709.05 and Art. VII, Sec. 11 of the Charter, the City Council is required to provide for a City Board of Health to serve the needs of the Community. The Cincinnati Board of Health is created by the Charter, and operates under the authority of the City of Cincinnati, according to the Charter, Art. VII, Sec. 11. The Cincinnati Board of Health, acting on behalf of the City, shall serve as the public entity applicant, together with the Governing Board as co-applicant, for FQHC Designation under Section 330 of the Public Health Service Act.

ARTICLE VI – BOARD SIZE AND COMPOSITION

A. Number of Board Members

The total number of voting board members of CCPC (“Board Members”) shall be not less than 9 and not more than 15.

B. Qualifications of Board Members

The Governing Board shall ensure that the Board is comprised of individuals who reasonably represent the people served by CCPC. To ensure the Governing Board is responsive to the needs of the communities CCPC serves, and that its composition is and will remain consistent with the FQHC Requirements, Board Members shall be selected for their dedication, special skills and expertise, and desire to assist the communities served by CCPC and improve the health service programs offered by CCPC. Board Members must be at least 18 years of age at the time of election. Employees of the City of Cincinnati and members of their immediate families, including spouses, children, parents, brothers or sisters, whether by blood, marriage, **or adoption**, shall not be eligible to serve as Board Members.

C. Composition of the Governing Board

(i) User Members. A majority of the voting Board Members shall be individuals who are served by CCPC and who, as a group, reasonably represent the individuals served by CCPC in terms of demographic factors such as race, ethnicity, and gender (“Users”). Users are persons who have, within the past two years, (a) used CCPC as their principal source of primary health care and (b) received health care services from CCPC. Under the FQHC Requirements, a legal guardian of a User who is a dependent child or adult, or a legal sponsor of an immigrant, is considered to be a User. User Board Members should live in the communities served by CCPC.

(ii) Non-User Members. Non-User Board Members shall be individuals who do not use CCPC as their principal source of primary health care. The Non-User Board Members shall be reasonably representative of the community served by CCPC and shall be selected for their expertise in and experience with health care delivery, community affairs, local government, finance and banking, legal affairs, trade unions and other commercial and industrial concerns, or working with social services agencies within the community. Non-User Board Members should live or work in the communities served by CCPC. In no event shall more than one-half of the

Non-User Board Members be individuals who derive more than ten percent (10%) of their annual income from the health care industry.

(iii) Ex-Officio Members. The CCPC Executive Director will serve as an ex-officio Board Member. Two additional ex-officio Non-User Board Members may be appointed by the Board of Health. In no event shall Board Members appointed by the Board of Health constitute a majority of the entire board or a majority of the Non-User Board Members. The Ex-officio Board Member will have no vote, and his or her presence at meetings will not count towards establishing a quorum as required in these Bylaws.

ARTICLE VII – GOVERNING BOARD MEMBERSHIP AND TERMS OF OFFICE

A. Board Appointments

Except for those Non-User Board Members appointed by the Board of Health, Board Members shall be elected by a majority vote of the Board Members present at a meeting of the Governing Board. At any time, should the number of Board Members fall below the minimum nine (9) members, new Board Members shall be elected at the earliest regularly scheduled meeting of the Governing Board at which there is a quorum. In accordance with any policies adopted by the Governing Board, the Personnel Committee shall be responsible for identifying and screening qualified candidates to serve as Board Members and for recommending to the Governing Board such persons to be considered for election.

B. Terms of Office

Except for the initial Governing Board, each Board Member shall serve a term of three years starting on the date he or she is elected or appointed and ending on the date of the third annual Governing Board's meeting following his or her election. The terms of the initial Board Members shall be staggered as follows: (i) the initial slate of user Board Members shall be divided at random into two classes, which classes shall be as nearly equal in number as possible; and where the first class shall serve a two year term and the second class shall serve a three year term, (ii) the initial slate of non-user Board Members shall be divided at random into two classes, which classes shall be as nearly equal in number as possible; and where the first class shall serve a two year term and the second class shall serve a three year term. Board Members shall hold office until their resignation, removal, death or incapacity, or until the election of a qualified successor. Board Members may be reelected or reappointed at the end of their term, but in no instance shall a Board Member serve more than two (2) consecutive terms unless at least one year has elapsed since the end of a Board Member's second term, after which time the Board Member may be reappointed to a new term.

C. Removal

Any Board Member may be removed by a majority vote of the Board Members present at a meeting of the Governing Board at which a quorum exists, if 20 days' prior written notice of such proposed removal has been delivered to all Board Members then in office; provided, however, that if the Governing Board seeks removal of a Board Member who was appointed by the Board of Health, the Governing Board shall consult with the Board of Health prior to the meeting at

which the removal vote will take place. The Board of Health may remove any Board Member it has appointed upon 20 days' prior written notice to the Governing Board.

D. Vacancies and Resignations

Any vacancies occurring on the Governing Board shall be filled in the same manner as subsequent appointments are made, following the guidance in this Article VII, Section A. In the process of filling vacancies, the Governing Board shall extend its best efforts to maintain the Governing Board's composition of User and Non-User members, and shall ensure that Governing Board composition continues to meet FQHC Requirements. Any Board Member appointed to fill a vacancy shall be appointed for the unexpired term of her/his predecessor in office. All resignations must be in writing and submitted to the Governing Board Chairperson at least thirty (30) days prior to effective date.

E. Compensation

Members of the Governing Board shall serve without compensation. However, Governing Board members may be reimbursed for reasonable expenses that are actually incurred because of their service on the Governing Board and are directly related to the CCPC mission, when such expenses are funded in the budget and authorized by the Governing Board. Authorization is required before expenses are incurred.

ARTICLE VIII – MEETINGS AND VOTING

A. Annual Meeting

The annual meeting of the Governing Board shall be held in April at a location to be decided by the Governing Board.

B. Regular and Special Meetings

(i) Regular meetings of the Governing Board shall be held monthly at a time and place to be decided by the Governing Board. All regular meetings of the Governing Board shall be conducted according to the Ohio Open Meetings Act, O.R.C. §121.22. The agenda of each meeting, as well as minutes from the previous Governing Board meeting, will be distributed to the Board Members not later than two (2) business days prior to each meeting. The agenda may be modified by a majority vote of the Board Members present at the meeting.

(ii) Special meetings may be called by the Chairperson or by a majority of the members of the Governing Board, at such time and place as may be deemed necessary. All special meetings shall be conducted in accordance with the Ohio Open Meetings Act.

C. Notice of Special Meetings

Governing Board members shall be notified of the time, place, and purpose of all special meetings of the Governing Board at least two (2) days in advance by email, facsimile, U.S. mail, or hand delivery in person. Notices of special meetings of the Governing Board shall specify the

business to be transacted at the special meeting, and no other business except that specified shall be considered at the special meeting.

D. Quorum

A majority of the total Governing Board members who are appointed and serving shall constitute a quorum for the transaction of business.

E. Voting

All questions shall be decided by majority vote of the Governing Board members present and voting at a meeting at which a quorum is present, except as may be provided by statute or these bylaws.

F. No Proxy Voting

An absent Governing Board member shall not be allowed to vote by proxy.

G. Books and Records

The Governing Board shall keep correct and complete minutes of its proceedings and its committees and a list of the names and addresses of its members and officers. Minutes shall be maintained by the CCPC c/o the Cincinnati Health Department at 3101 Burnet Avenue, Suite 125, Cincinnati Ohio 45229. Minutes shall be distributed to all Governing Board members by the Secretary of the Governing Board.

ARTICLE IX – OFFICERS, EXECUTIVE DIRECTOR, AND STAFF ASSISTANCE

A. Officers of Governing Board

(i) Governing Board. The officers of the Governing Board shall be the Chairperson, Vice-Chairperson and Secretary.

(ii) Election and Terms of Office. The officers shall be elected by the Governing Board during the annual meeting and shall take office immediately thereafter. A majority vote of the total Governing Board membership shall be necessary to elect an officer. Terms of office shall be for one (1) year or until their successors are elected. Officers shall be elected at the first meeting of the Governing Board and shall serve until the first annual meeting thereafter.

(iii.) Experience Required. Any Board Member seeking election as an officer of the Governing Board shall have served at least one (1) year as a non-office holding Board Member.

(iv) Removal. Any officer elected by the Governing Board may be removed from their officer position by the Governing Board with two-thirds majority vote after twenty (20) days' notice and an opportunity to be heard.

(v) Vacancy. A replacement Board Member shall be selected to fulfill the unexpired term of an officer not completing his or her term by a majority vote of the Governing Board at the next regular meeting after the vacancy or at a special meeting called for that purpose.

(vi) Chairperson. The Chairperson shall preside at all meetings of the governing Board. The Chairperson shall make appointments to committees, with approval of a majority of Governing Board members. The Chairperson shall be kept advised of the affairs of the FQHCs and ensure that all directives and policies are carried into effect. The Chairperson shall perform such other duties as from time to time may be assigned by the Governing Board. Non-User Board Members appointed by the Board of Health are ineligible to serve as Chairperson.

(vii) Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson and shall perform such other duties as from time to time may be assigned by the Governing Board.

(viii) Secretary. The Secretary shall keep the minutes of all meetings of the Governing Board. The Secretary shall give notices of all meetings of the Board in accordance with the provisions of these bylaws or as required by statute or resolution. The Secretary shall perform other duties as assigned from time to time by the Governing Board.

B. CCPC Executive Director

(i) CCPC Officer. The officer of CCPC shall be an Executive Director.

(ii) Appointment and Term of Office. The Governing Board shall select the Executive Director from a list of two or more candidates presented to the Governing Board by the Board of Health. This selection process will in all respects be implemented consistent with City Personnel Policies and Procedures and any written agreement between CCPC and the Board of Health. The Executive Director shall serve until resignation or removal.

(iii) Resignation and Removal. The Executive Director may resign at any time upon written notice to the Governing Board. The Governing Board may remove the Executive Director, with or without cause, by a two-thirds (2/3) vote of the Governing Board; provided, however, that: (1) prior to the meeting at which the removal vote will take place, the Governing Board must consult with the Board of Health regarding such removal; and (2) this removal process will in all respects be implemented consistent with City Personnel Policies and Procedures. If the Executive Director violates City Personnel Policies and Procedures, the Board of Health may remove the Executive Director so long as it provides the Governing Board: (a) 14 days' prior written notice of any proposed removal action, which notice shall describe the reasons for removal; and (b) an opportunity to consult with the Board of Health regarding the proposed removal action prior to taking such action.

(iv) Vacancies. A vacancy due to death, resignation, removal, disqualification or otherwise, shall be filled in the same manner as provided in the case of the original appointment.

(v) Responsibilities and Powers of Officer. The Executive Director shall be the principal executive officer of CCPC and in general shall supervise and control the business and

affairs of CCPC in accordance with any agreements between CCPC and the Board of Health. The Executive Director is responsible for the implementation of CCPC's mission and strategic plan; for the leadership, development, and quality of its programs; for its financial support and fiscal integrity; and for the creation and implementation of policies and initiatives that enable CCPC to effectively meet public health challenges of the communities served by CCPC. The Executive Director reports directly to the Governing Board.

C. Staff Assistance

The CCPC Executive Director shall ensure that administrative assistance, which may be supported by the Cincinnati Health Department if appropriate, is provided to the Governing Board and committee meetings and to the Chairperson in the performance of his/her Governing Board authorized duties.

ARTICLE X – COMMITTEES

A. Ad-hoc Committees

The Governing Board may establish ad hoc committees as it deems necessary to carry out the purpose and objectives of the CCPC. The Chairperson, with the consent of a majority of Governing Board members, may appoint Governing Board members to these committees. Non-Governing Board members may also serve on ad hoc committees. Ad hoc committees shall be advisory in nature.

B. Standing Committees. The Chairperson of the Governing Board shall appoint the standing committee members from among Governing Board members with the concurrence of a majority of Governing Board members. The function of the standing committees are advisory in nature. Any action or decision must be approved by the Governing Board. No committee or individual Board Member may decide any matter or action without specific Governing Board approval. The CCPC Executive Director shall be a non-voting member of all committees. All committee meeting must be held in compliance with the requirements of the Ohio Open Meetings Act, O.R.C. §121.22, the same as meetings of the full Governing Board must do. The following are the standing committees:

(i) Executive Committee. The Executive Committee will be comprised of the Chairperson, the Vice Chairperson, the Secretary, and the Immediate Past Chairperson. The Health Center Executive Director shall be an ex-officio, non-voting member of the committee. The Executive Committee shall convene as necessary and, consistent with Board policies and under the direction of the full Board, shall act for the Board during the interim periods between meetings of the Governing Board. The Executive Committee shall be the only committee authorized to act on behalf of the Board. In no event shall Board Members appointed by a third party (including, but not limited to, the Board of Health) serve as a majority of the members of the Executive Committee.

(ii) Finance Committee. A Finance Committee comprised of not more than four (4) Governing Board members shall meet annually to develop the recommended CCPC budget.

The budget must be jointly approved by the Governing Board and the Board of Health. The Governing Board and the Board of Health must also approve any major change in the budget.

(iii) Planning and Development Committee. A Planning and Development Committee comprised of not more than four (4) Governing Board members shall be responsible for developing the goals and objectives of the CCPC, monitoring and evaluating implementation of these goals and objectives, and periodically reviewing the Governing Board's Bylaws. Additionally, this Committee will monitor local, state, and federal issues and regularly inform the Governing Board of these issues.

(iv) Personnel Committee. A Personnel Committee comprised of not more than four (4) Governing Board members shall meet **at least biannually** to provide recommendations to the Governing Board regarding the performance evaluation of the CCPC Executive Director. The Personnel Committee will also be responsible for recommending candidates to fill Governing Board member and officer positions **as needed due to vacancies due to resignation, removal, death, or incapacity. Recommendations may be made by any member of the Governing Board to the Personnel Committee who may meet as needed to review recommendations. The Personnel Committee shall submit recommendations that are approved by a majority vote of the Personnel Committee to the Governing Board during the next Governing Board meeting for approval.**

(v) Clinical and Quality Assurance Committee. A Clinical and Quality Assurance Committee comprised of not more than four (4) Governing Board members shall be responsible for monitoring Health Center quality, for reviewing and recommending the approval of the annual quality assurance/quality improvement plan to the Board, and for monitoring the plan's implementation and results. This Committee will meet at least quarterly. In addition to the Governing Board committee members, the Clinical and Quality Assurance Committee shall include the Health Center's Medical Director as an ex-officio, non-voting member.

C. General Committee Procedures

(i) Term. Each standing committee shall be appointed at the annual meeting of the Governing Board and shall serve for one year. Committee chairpersons shall also serve for one year.

(ii) Meeting Procedure. Every meeting of a standing committee of the Governing Board shall be called by its chairperson or by a majority of committee members. At the first annual meeting of a standing committee, a meeting schedule shall be determined. In the event that a special meeting is necessary, committee members shall be notified of the time, place, and purpose of the special committee meeting at least two (2) business days prior by facsimile, email, U.S. mail, or hand delivery in person. A quorum for the conduct of committee business shall require the presence of a majority of the committee members. Committee meetings of the Governing Board shall be conducted according to the Ohio Open Meetings Act, O.R.C. §121.22, so public notice of committee meetings must be provided and committee meetings must be open for members of the public to attend.

(iii) Membership. Only Governing Board members may be appointed to standing committees of the Governing Board. The Governing Board may request that non-Governing Board members attend Governing Board meetings to provide assistance or information.

(iv) Committee Voting. When a committee meets and votes on an issue, only members of that committee may vote. Committees are advisory in nature and all actions shall be forwarded for review and action to the full Governing Board.

ARTICLE XI – SPECIFIC RESPONSIBILITIES OF THE GOVERNING BOARD

A. Personnel Policies and Procedures

The Governing Board, through these Bylaws and its Co-Applicant Agreement with the Board of Health, shall be bound by City of Cincinnati Personnel Policies and Procedures, including complying with any collective bargaining agreements negotiated between the City and the legal representatives of City employees that apply to employees of the CCPC FQHCs. These agreements and policies include selection and dismissal procedures, performance appraisal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity and non-discrimination practices as established by the City Council and/or the Cincinnati Civil Service Commission.

B. CCPC Executive Director

Subject to Articles V and IX of these Bylaws, the Governing Board shall be responsible for appointment and removal of the CCPC Executive Director.

C. Financial Management

(i) The Governing Board, through these Bylaws and the Co-Applicant Agreement with the Board of Health, shall be bound by City of Cincinnati Fiscal Policies and Procedures, including policies relating to budgeting and fiscal management practices, charges, or rate-setting.

(ii) The proposed annual operating budget for CCPC shall be developed by CCPC administrative and clinical staff under the direction of the CCPC Finance Committee. The budget approval and development process shall follow the Board of Health budget development and approval process and the terms of any written agreement between CCPC and the Board of Health; however, the Governing Board shall have direct input into the prioritization of CCPC budget items at each stage of the budget process. The budget shall be subject to approval by the Board of Health prior to being submitted to the Governing Board for final approval. The approved annual budget shall be attached to the agreement as an exhibit. If no agreement is reached between CCPC and Board of Health on an annual budget by the start of the fiscal year, the previous year's budget shall remain in force until such time as a new budget can be agreed upon.

(iii) The Governing Board shall review management reports to support the Board of Health and the City Council in the operation of CCPC. The Governing Board shall provide assurance to HRSA that CCPC shall operate within the adopted budget. The Governing Board shall recommend to the Board of Health a fee schedule for the services provided through

CCPC and shall recommend to the Board of Health policies for discounting fees (i.e. sliding fee scale) based on patient/family income, provided that CCPC fee schedules and sliding fee scales shall comply with FQHC Requirements.

(iv) Audits, as required by law for any 330 Grant Agreement and for FQHC Entities, shall be performed by the Auditor of the State of Ohio or, if authorized by the Auditor of the State of Ohio, by an independent auditor selected by the City. The audits may be performed in conjunction with City audits.

D. Evaluate Health Center Activities

The Governing Board shall evaluate, at least quarterly, utilization patterns, productivity, patient satisfaction, and achievement of project objectives of CCPC, and shall develop and implement a process for hearing and resolving client grievances.

E. Compliance With Laws

The Governing Board shall assure that CCPC is operated in compliance with applicable federal, State of Ohio, and local laws and regulations, including but not limited to FQHC Requirements.

F. Grants

The Governing Board shall work with the Board of Health and the City Council to identify and apply for grant opportunities.

G. Administrative Assistance

The CCPC Executive Director shall arrange for the administrative assistance necessary to fulfill the Governing Board's responsibilities.

H. Conflict of Interest

No Governing Board member shall derive any personal profit or gain, directly or indirectly, by reason of his or her position as a Board member. Each Board member shall disclose in writing to the Governing Board any personal interest which he or she may have, or appear to have, in any matter pending before the Governing Board as soon as practicable after the conflict or appearance of conflict becomes known to the Board member. Any Governing Board member who knows or who perceives that another Governing Board member has a conflict of interest, and the Governing Board member has not declared that a conflict of interest exists, may bring the matter to the Governing Board, which will make the final determination of whether a conflict of interest exists. A Governing Board member who has, or appears to have, a conflict of interest shall refrain from participating in voting on any decision affecting such matter; however, such individual may be counted in determining whether a quorum is present at a meeting of the Governing Board. The Governing Board, acting without the vote of any member who may have a conflict of interest with respect to the matter at hand, shall determine an appropriate course of action to address any conflict of interest. Governing Board members shall read the CCPC Conflict of Interest Policy and shall

utilize the CCPC Conflict of Interest Disclosure Form attached to that Policy to disclose any potential conflict of interest.

I. Dissolution.

In the event of dissolution, the Governing Board Chairperson shall give the Board of Health and the City Council written notice that the Health Center intends to dissolve. The Board shall terminate immediately upon the non-renewal or termination of the Section 330 grant, or upon the loss of any license, permit, or other authorization required for operation of the Health Center. The Board may be terminated upon the mutual approval of HRSA, the Governing Board, the City Council, and the Board of Health.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Governing Board shall be January 1 through December 31.

ARTICLE XIII – AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by vote of two-thirds (2/3) of the Governing Board Members, if at least **two** days' written notice is given prior to any approval vote of the intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws. **The Governing Board will forward any approved Bylaws revisions to the Board of Health for awareness within 30 days of the change.**

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the Modern Edition of Robert's Rules of Order shall govern the proceedings of meetings of the Governing Board and its committees in all cases except when such rules are in conflict with these Bylaws or the laws of Ohio. In the event of conflict, the Bylaws shall control unless the laws of Ohio otherwise specifically provide.

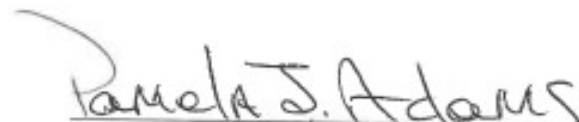
ARTICLE XV – LEGAL EFFECT

To the extent that any of these Bylaws are contrary to statutory or other legal requirements, the provisions of the Bylaws that are in conflict with law shall be of no force or effect. **Current Version Adopted on:** **January 12, 2022**

ATTEST:



Robert Brown
CCPC Governing Board President



Pamela J. Adams
CCPC Governing Board Secretary