



AT THE SOUTHERN NEVADA HEALTH DISTRICT

AMENDED BYLAWS OF THE
SOUTHERN NEVADA
COMMUNITY HEALTH CENTER
GOVERNING BOARD
(COAPPLICANT BOARD)

SOUTHERN NEVADA COMMUNITY HEALTH CENTER GOVERNING BOARD
280 S. Decatur Blvd, Las Vegas, NV 89107

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Bylaws of the Southern Nevada Community Health Center Governing Board

ARTICLE I: NAME

This body shall be known as the Southern Nevada Health Community Center Governing Board (CHC Board or Board). The Board shall serve as the independent local co-applicant governing board pursuant to the Public Health Services Act and its implementing regulations. The Board is organized as designated by the Health Resources and Services Administration's (HRSA) Federally Qualified Health Center (FQHC) guidelines. The Southern Nevada District Board of Health (District Board) a public entity and political subdivision of the State of Nevada, is the Southern Nevada Health District's (Health District) governing board and shall act as co-applicant with the Board.

ARTICLE II: MISSION

The Board's mission is to serve Clark County residents in underserved areas with appropriate and comprehensive outpatient health and wellness, emphasizing prevention and education in a culturally respectful environment.

ARTICLE III: PURPOSE

The Board is a patient/community-based governing board mandated by HRSA to set health center policy and provide oversight of the FQHC Southern Nevada Community Health Center (CHC). The CHC designated sites will:

- a) Provide outpatient primary care, behavioral health, and dental services in underserved areas for medically underserved populations.
- b) Deliver high quality primary care, behavioral health, and dental services under conditions meeting the proper standards for the delivery of such care, rendered by competent, credentialed professionals subject to established quality controls.
- c) Provide health care and related services and operate its facilities without regard to age, race, creed, color, national origin, sexual orientation or identity, military status, sex, disability, genetics, or marital status.
- d) Educate the public in the principles of health prevention and promote other projects in the interest of the public's health.
- e) Cooperate with other organizations or governmental agencies engaged in similar or like activities provided that such collaboration neither restricts nor infringes upon the Board's authority or function.
- f) Engage in such other activities as directed by the Board.

ARTICLE IV: BOARD COMPOSITION AND TERMS

Section 1: Composition

The Board shall be comprised of not less than nine (9) and not more than twenty-five (25) voting members who shall stand for regular elections (Members). The Chief Executive Officer shall be an ex-officio non-voting member. The Members shall serve staggered terms.

Section 2: Member Categories

- a) Consumer Members: Consumer members are Members who, as a group, represent the individuals being served in terms of demographic factors, such as race, ethnic background, and sex. A majority of the Board (at least 51%) shall be Consumer Members.
- b) Community Members: Community Members are representatives of the community and shall be selected for their expertise in relevant subject areas, such as community affairs, local government, legal affairs, trade unions, finance and banking, and other commercial and industrial concerns or social services within the community. No more than one-half of the Community Members may derive more than 10% of their income from the healthcare industry.

Section 3: Member Qualifications

All Board members shall meet the following additional minimal qualifications:

- a) Members shall be residents of Clark County, Nevada and at least eighteen (18) years old.
- ~~b) No Member shall be a CHC or Heath District employee, or an immediate family member (i.e., spouse, child, parent, brother, or sister by blood, adoption, or marriage) of such employee.~~
- e)b) Members shall participate in appropriate training and educational programs necessary to properly fulfill their responsibilities as Board Members.
- d)c) Consumer Members must be a current registered CHC patient and must have accessed the health center in the past 24 months to receive at least one or more in-scope service(s) that generate a health center visit.

A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant consumer may also be considered a patient for purposes of Board representation.

Section 4: Prohibited Board Members

No Member shall be a CHC or Heath District employee, or an immediate family member (i.e., spouse, child, parent, brother, or sister by blood, adoption, or marriage) of such employee.

Section 5: Term of Office

The Governing Board Members will be elected to terms as follows:

- a) Members shall each serve three (3) year terms;
- b) Unless otherwise provided in these Bylaws, a Member shall be limited to three (3) consecutive terms of membership.

Section ~~5~~6: Term Extensions

A current or former Member may serve additional terms if the Board determines after careful deliberation and as reflected in the minutes, it is in the best interest of the organization and in furtherance of best practices.

Section ~~7~~6: Selection

~~A nominating committee comprised of CHC officers, the Chief Executive Officer, and such other members as the selected by the Board shall meet and present nominees for membership at the annual meeting or as needed to fill Board vacancies. Where appropriate and practical, the committee may interview prospects to ensure compliance with membership requirements. Nominations may be made from the floor.~~ New Board members shall be elected by the full CHC Board during the annual meeting or as needed to fill Board vacancies.

ARTICLE V: REMOVAL OF MEMBERS

Section 1: Removal

Any Member may be removed whenever it's in the best interests of the CHC or the Board. The Member whose removal is placed in issue shall be given prior notice of his/her proposed removal. At any meeting where a vote is to be taken to remove a Member, the Member in question may attend and shall be given a reasonable opportunity to be heard. A Member may be removed by a vote of two-thirds (2/3) of the Board at any official meeting provided there is a quorum for the meeting at which the action is taken.

Section 2: Attendance Requirements

A Member who has been absent from three (3) consecutive meetings or more than fifty percent (50%) of regularly scheduled meetings in a twelve (12) month rolling period, without reasonable excuse, duly noted in the minutes of the meeting, shall be subject to removal from the Board.

Section 3: Resignations

Any Member may resign at any time by giving written notice to the Chair or Board. Such resignation shall take effect at the time specified therein, and if no time is specified in the written resignation, it shall take effect upon receipt by the Chair. Acceptance is not a prerequisite to the effectiveness of any resignation and such resignation shall be irrevocable upon delivery of such notice.

ARTICLE VI: BOARD AUTHORITY AND RESPONSIBILITIES

The CHC Board's responsibilities include providing advice, leadership, and guidance in support of the CHC's mission. No individual Board Member or group of Members has the authority to bind the Board or speak on its behalf without express authorization from it setting forth the limited purpose and duration.

Section 1: Responsibilities

The Board shall be responsible for:

a) Attend monthly meetings.

~~a)b)~~ Evaluate, at least annually, the CHC's achievements, the performance of its ~~principal officers~~ CEO, and its compliance with FQHC requirements.

~~b)c)~~ Identify and ensure that it meets its educational and training needs including orientation and training new Board members.

~~e)d)~~ Approve the annual CHC budget, quality of care protocols, and audits.

~~d)e)~~ Adopt, and as needed amend, Bylaws.

f) Provide financial oversight requiring control of major resource decisions and monitoring financial viability.

~~e)g)~~ Review and accept the annual financial audit report.

~~f)h)~~ Prohibit conflict of interest or appearance of the same by Members, employees, consultants, and those who provide services or goods to the CHC.

~~g)i)~~ Ensure the CHC is operated in compliance with applicable Federal, State, and local laws and regulations; and

~~h)j)~~ Adopt and approve policies necessary for the efficient and effective operation of the CHC, including but not limited to, scope and availability of services, location and hours of services, and quality-of-care audit procedures.

~~i)k)~~ Approve the selection and dismissal of the Chief Executive Officer of the CHC who has direct administrative and operational responsibility for the CHC designated sites.

- ~~j) Approve policies identifying the services to be delivered at CHC designated sites and the hours during which services are to be provided.~~
- ~~k)l)~~ Approve CHC budget for designated site operations. Such approval shall be completed no later than the June Board meeting. The budget shall be within appropriations available for such purposes and shall be initially prepared by the person or persons having direct administrative responsibility for the operation of the CHC designated sites or their delegates.
- ~~h)m)~~ Develop CHC designated site's financial priorities and strategies for major resource utilization.
- ~~m)n)~~ Conduct an annual evaluation of the effectiveness of CHC designated sites. Such evaluation shall include but not be limited to utilization patterns, provider resources, productivity, patient satisfaction, and achievement of program objectives including performance to budget.
- ~~n)o)~~ Approve and implement a procedure for hearing and resolving patient grievances consistent with applicable federal, state, and local laws and regulations.
- ~~o)p)~~ Approve CHC designated site quality of care assessment procedures and metrics.
- ~~p)q)~~ Ensure CHC designated site is in compliance with federal, state and local laws and regulations.
- ~~q)r)~~ Approve such other policies as are necessary for the efficient and effective operation of CHC designated sites.
- ~~r)s)~~ Provide, at least bi-annually, an informational report to the District Board regarding the CHC designated site utilization, productivity, patient satisfaction, achievement of project objectives and financial performance.
- ~~s)t)~~ Renew and approve the CHC renewal of designation application.

Section 2: Limitations of Authority

The District Board shall maintain the authority to set general policy of fiscal and personnel matters pertaining to the CHC, including financial management practices, charges and rate setting, and labor relations and conditions of employment. The CHC Board may not adopt any policy or practice or take any action which is inconsistent with these Bylaws or Co-Applicant Agreement, or which alters the scope of any Health District policy regarding fiscal or personnel issues.

ARTICLE VII: MEMBER ~~RESPONSILTIES~~RESPONSIBILITIES

All Members must:

- a) Attend ~~a minimum of nine (9) out of the twelve (12) monthly Board meetings within any twelve-month period calculated on a rolling basis, subject to extenuating circumstances.~~
- b) Sit on a minimum of one Committee.
- c) Attend ~~three-fourths (3/4) of the committee meetings in a twelve-month (12) period.~~
- d) Serve without compensation. However, travel and mileage expenses shall be allowable in accordance with any CHC approved reimbursement policies.
- e) Be subject to applicable state and federal Conflict of Interest laws and CHC policies.

ARTICLE VIII: VACANCIES

Member vacancies on the Board or any Committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of the original appointment.

ARTICLE IX: MEETINGS

Section 1: Location

Meetings of the Members may be held at the main office of the CHC or at such other place as may be designated for that purpose in the notice of the meeting.

Section 2: Open and Public

All meetings will be conducted consistent with Nevada's Open Meeting Law and generally follow Parliamentary Procedures for the timely and orderly progression of the meeting. A closed session may be placed on an agenda, when applicable.

Section 3: Regular and Annual Meetings

Regular meetings shall take place monthly and may occur more frequently. The first meeting of the new year shall constitute the Annual Meeting at which time elections shall be held for Officers and Directors.

Section 4: Special Meetings

Special meetings may be held whenever called by the Chair, or any four (4) Members. Notice of the meeting shall state the date, time, place, and purpose of the meeting.

Section 5: Quorum

Unless otherwise required by law or these Bylaws, a quorum is necessary to conduct business and make recommendations. A quorum constitutes a majority of Board Members. Each Member shall be entitled to one (1) vote. Voting must be in person, via videoconference, or telephonically; no proxy votes will be accepted.

Section 6: Meetings by Telephone or Teleconference

Members may participate in a meeting by electronic and teleconference means so long as all persons participating in the meeting can hear each other at the same time and have an opportunity speak. Such participation shall constitute presence in person at the meeting.

ARTICLE X: OFFICERS, DUTIES, ELECTION, AND TERM OF OFFICE

Section 1: Officers

A Chair, a First Vice Chair, and Second Vice Chair and such other officers the Board deems necessary shall be chosen from among the Board membership.

Section 2: Chair

The Chair shall preside over, plan, and carry out the agenda for each Board ~~and Executive Committee~~ meeting, and:

- a) May delegate a reasonable portion of his/her duties to the First Vice Chair, in the event of the Chair's absence, resignation, or inability to perform.
- b) Shall appoint, with the approval of the Board, all standing and special committees of the Board, serve as an ex-officio member of all standing committees, and report annually to the Board on the current state of the CHC and plans for the future.
- c) Shall discharge all other duties as may be required by these Bylaws and from time to time may be assigned by the Board.

Section 3: Vice-Chairs

- a) First Vice Chair:
 - 1) Shall assist the Chair in his or her duties as needed.
 - 2) Shall perform the duties of Chair in the latter's absence and shall discharge additional duties that may from time to time be prescribed by the Chair or the Board.
- b) Second Vice-Chair
 - 1) Shall assist the Chair and the First Vice Chair in their respective duties as needed.
 - 2) Shall perform the duties of the Chair in the absence of the Chair and First Vice Chair and shall discharge additional duties that may from time to time be prescribed by the Chair, the First Vice Chair, or the Board.

Section 4: Nomination, Election, and Term of Office.

Officers shall be elected annually by the Board.

- a) At each Annual Meeting, and at other times when vacancies occur, the Nominations Committee shall present nominations for the offices of Chair, First Vice Chair, and Second Vice Chair. Additional nominations may be made from the floor. The term of each office shall be two (2) year, or any portion of an unexpired term thereof. Members may serve in any officer role for a maximum of 4 (four) consecutive terms. Vacancies may be filled, or new offices created and filled, at any Board meeting. A term of office for an officer shall start October 1, and shall terminate September 30, or until a successor is elected.

Section 5: Board Member Elections

- a) The Nominations Committee shall determine the number of vacancies for the following year, review all nominations received, and nominate the number of nominees equal to the number of vacancies. In so doing, the Nominations Committee shall take into account the requirements concerning the composition of the Board as set forth in Article IV herein.
- b) At the Annual Meeting, each vacancy shall be filled by majority vote of the directors voting, except that no nominee may be elected if the effect of such election would be to cause the composition of the Board to be in violation of the requirements contained in Article IV.

ARTICLE XI: COMMITTEES

Section 1: Committees Generally

~~All~~ Board Committees shall provide assistance and advice to the Board and may exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board. ~~Such All~~ committees shall be advisory only and subject to the control of the Board. ~~At each Annual Meeting and as otherwise needed, t~~The Board may appoint ~~other~~ committees as circumstances warrant as provided herein. There shall be no limitation on the length of time individuals may serve as members of a committee. All actions taken by any ~~Committee-committee~~ shall be reported at the next meeting of the Board and shall be binding ~~upon the Board~~ only when approved by formal Board vote. Delegation of authority to a committee shall not operate to relieve the Board or any individual Member of any responsibility imposed on it or him/her by law, by the CHC, or these Bylaws.

Section 2: Standing Committees

Standing committees shall consist of the Executive Committee, Finance and Audit Committee, Quality, Credentialing & Risk Management Committee, ~~and~~ Nominations Committee, Strategic Planning Committee, and Chief Executive Officer Annual Review Committee. The Board may create additional standing committees and dissolve such additional committees.

Section 3: Special Committees

Special committees may be appointed by the Chair with the approval of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the Board Members. Upon completion of the task for which appointed, such special committee shall stand ~~discharged~~dissolved.

Section 4: ~~Executive Committee~~

~~Committee membership consists of the CHC's Chair, the Chief Executive Officer, the Health-District's District Health Officer, at least one (1) Member who is also a consumer member, and such other persons appointed by the Board. The designation of such Executive Committee and the delegation of authority to it shall not operate to relieve the Board or any individual Member of any responsibility imposed on it or him/her by law, by the CHC, or these Bylaws. The Executive Committee shall coordinate the activities of all Board committees, may take action on behalf of the Board in emergencies on which the full Board will subsequently vote, and perform such other duties as prescribed by the Board.~~

Section 5: ~~Finance and Audit Committee~~

~~The Finance Committee shall be composed of the Chief Financial Officer and at least three (3) Board Members appointed by the Board. All members shall have the right to vote. The duties and responsibilities of the Finance Committee shall be:~~

- ~~a) To develop and recommend financial policy to the Board;~~
- ~~b) To review the CHC's annual budgets and to make recommendations thereon to the Board;~~
- ~~c) To review the CHC's monthly financial statements appraise the CHC's operating performance, and make recommendations to the Board on both current and long-term fiscal affairs;~~
- ~~d) To advise the Board on methods and procedures which will ensure the financial policies and budgets adopted by the Board Members are carried out;~~
- ~~e) To review and advise the Board on financial feasibility of projects, acts and undertakings referred to it by the Board;~~
- ~~f) To review and report to the Board on all internal and external audits; and~~
- ~~g) To perform other functions as requested by the Board.~~
- ~~h) To approve selection of and compensation paid to the CHC's independent auditors.~~
- ~~i) To review the results of the CHC's independent audit, including significant reporting issues and findings, and, if necessary, recommend corrective action to the Board.~~
- ~~j) To oversee the CHC's compliance program.~~
- ~~k) To review the results of internal audits and compliance monitoring activities and to recommend corrective action to the Board when necessary.~~

Section 6: ~~Nominations Committee~~

~~The Nominations Committee shall present nominations for Board vacancies and for the offices of Chair, First Vice Chair, and Second Vice Chair at each Annual Meeting and at other times when vacancies occur in the offices. The Nominations Committee shall also provide a recommendation to the Board regarding the number of Board members.~~

Section 7: ~~Quality, Credentialing & Risk Management Committee~~

~~Section 8: Chief Executive Officer Annual Review Committee~~

ARTICLE XII: INDEMNIFICATION

- a) The CHC, to the extent legally permissible, indemnify each person who may serve or who has served as a CHC Chief Executive Officer against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be a party by reason of his or her being or having been a Chief Executive Officer, except: 1) in connection with an action, suit or proceeding by or in the right of the CHC in which the Chief Executive Officer was adjudged liable to the CHC, 2) in any action, suit or proceeding charging improper personal benefit to the Chief Executive Officer, whether or not involving an action in his or her official capacity, in which the Chief Executive Officer was adjudged liable on the basis that personal benefit was improperly received, or 3) in relation to any other such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as Chief Executive Officer.
- b) Costs and expenses of actions for which this Article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement. The duty to indemnify is conditioned upon full cooperation by the Chief Executive Officer in the defense of the action and any action against the CHC based upon the same act or omission and in the prosecution of any appeal.

ARTICLE XIII: CONFLICT OF INTEREST AND ETHICS

Section 1: Determination of Conflict of Interest

A conflict of interest is a transaction with the CHC in which a Member has a direct or indirect economic or financial interest. Conflict of interest or the appearance of conflict of interest by Members, employees, consultants, agents, and those who furnish goods or services to the CHC must be declared. Members, including all Committee Members, shall:

- a) Declare any potential conflicts of interest by completing a conflict of interest declaration form (see Appendix "A").
- b) Comply with all federal and state conflict of interest laws.
- c) Decline to participate in a discussion of or vote on a matter where a conflict of interest exists for that Member.
- d) In addition to the requirements imposed by these Bylaws, be subject to all applicable state and federal conflict of interest laws and the rule and reporting requirements.

Section 2: Gifts & Inducements

Members shall not offer, solicit, pay, or accept anything of value in exchange for healthcare referrals or for actions that may be perceived as creating an advantage for the individual or entity that conducts business with the CHC. This applies to offering or receiving money, gifts, free or discounted items or services, meals, professional courtesies, or other arrangements with the intent to induct referrals or preferential treatment in their capacity as CHC Board Members.

- a) Accepting, offering, or paying anything of value in return for recommending products or services (including referrals) in violation of the Anti-Kickback Statute is a conflict of

interest.

ARTICLE XIV: GENERAL PROVISIONS

Section 1: Patient Rights

The Board shall respect patient confidentiality, patient rights, and will comply with CHC policies.

Section 2: Fiscal Year

The fiscal year of this CHC shall end on June 30 of each year.

Section 3: Medical Care and Its Evaluation

The Board, in conjunction with the CHC's Chief Executive Officer, shall provide for a continuing review and appraisal of the quality of professional care rendered in the CHC whether by contracting for evaluation or otherwise.

Section 4: Adoption and Amendments

These Bylaws may be amended by a majority vote of a quorum of the Board at any regular or special meeting; provided that, in the case of any amendment, written notice of the amendment shall have been submitted to each Member at least seven (7) days prior to the meeting.

Section 5: Preservation of Confidential Information.

The Board has adopted policies and will comply with all federal and state laws and regulations regarding the protection of confidential, privileged or proprietary information and all such provisions shall apply to all Members both during committee service and thereafter.

ARTICLE XV: WINDING UP AND DISSOLUTION

These Bylaws are conditional upon the granting of the application for classification of this CHC as a Federal Qualified Health Center and the maintenance of such classification. In the event such classification does not occur within a reasonable time or is revoked, these Bylaws shall become ineffective and the CHC shall wind up and dissolve.

Signature Redacted

~~March 19, 2024~~

~~Jose Melendrez~~, Chair
Southern Nevada Health Community Health Center

Date

APPENDIX “A” CONFLICT OF INTEREST

Conflict of Interest. Defined as an actual or perceived interest by the Southern Nevada Community Health Center Member which results or has the appearance of resulting in person, organizational, or professional gain.

Duty of Loyalty. The Southern Nevada Community Health Center Board Members must be faithful to the organization and can never use information obtained in his/her position as a Board Member for personal gain.

Responsibility of Board Members:

1. A Board member must declare and explain any potential conflicts of interest related to:
 - a. Using his/her Board appointment in any way to obtain financial gain for the Member's household or family; or, for any business with which either the Member or the Member's household or family is associated; and
 - b. Taking any action on behalf of the Board, the effect of which would be to the Member's household or family's private financial gain or loss.
2. No Member shall vote in a situation where a personal conflict of interest exists for that Member.
3. No Member shall be a CHC or Heath District employee, or an immediate family member (i.e., spouse, child, parent, brother, or sister by blood, adoption, or marriage) of such employee.
4. Any Member may challenge any other Member(s) as having a conflict of interest by the procedures outlined in the Board's Bylaws, Article XIII, Conflict of Interest.

As a Member of the Southern Nevada Community Health Center's Governing Board, my signature below acknowledges that I have received, read, and had an opportunity to ask clarifying questions regarding these conflict of interest requirements. I understand that any violation of these requirements may be grounds for my removal from the Board. I further understand that I may be subject to all other applicable state and federal conflict of interest requirements in addition to the provisions set forth in these Bylaws.

Should my circumstances change, I will provide an updated disclosure to the Chief Executive Officer.

Jose L. Melendrez

Print Name

Signature Redacted

Board Member's Signature

March 19, 2024

Date