

## Notice of Proposed Amendments to Bylaws

In accordance with the Bylaws, notice is hereby given that the following Bylaw amendments will be considered at the regular membership meeting on January 23, 2020.

### Proposed Amendments to the Bylaws

#### Amendment 1: Article IV, BOARD COMPOSITION AND TERMS

Current Bylaw	Proposed Amendment	Rationale
	Words inserted or added are in blue. Words removed are stricken in red.	
<b>Section 3(b).</b> No Member shall be a CHC employee, or spouse, child, parent, brother, or sister by blood or marriage of such an employee;	No Member shall be a CHC or Health District employee, or an immediate family member (i.e., spouse, child, parent, brother, or sister by blood, adoption, or marriage) of such employee.	Clarification

#### Amendment 2: Article IX, MEETINGS

Current Bylaw	Proposed Amendment	Rationale
	Words inserted or added are in blue. Words removed are stricken in red.	
<b>Section 4.</b> Special meetings may be held whenever called by the Chair, or any four (4) Members.	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.	Clarification

#### Amendment 3 Article IX, MEETINGS

Current Bylaw	Proposed Amendment	Rationale
	Words inserted or added are in blue. Words removed are stricken in red.	
<b>Section 5.</b> Unless otherwise required by law or these Bylaws, a quorum is necessary to conduct business and make recommendations. A quorum constitutes a majority of the Members present and authorized to vote. Each Member shall be entitled to one (1) vote. Voting must be in person or telephonically; no proxy votes will be accepted.	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 or telephonically; no proxy votes will be accepted.	Clarification

#### Amendment 4 Article X, OFFICERS AND DUTIES

Current Bylaw	Proposed Amendment	Rationale
	Words inserted or added are in blue. Words removed are stricken in red.	
<b>Title.</b> Officers and Duties of Officers	OFFICERS, DUTIES, ELECTION, and TERM OF OFFICE	Clarification

#### Amendment 5 Article X, Officers and Duties

Current Bylaw	Proposed Amendment	Rationale
	Words inserted or added are in blue. Words removed are stricken in red.	
<b>Section 4.</b> Election, and Term of Office	<b>Nomination, Election, and Term of Office</b>	Clarification

**Amendment 6 Article XI, OFFICERS and DUTIES OF OFFICERS**

<b>Current Bylaw</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<b>New Section</b>	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>Section 5: Board Member Elections</p> <p>a) Not less than sixty (60) days prior to each Annual Meeting, the Board shall elect a Nominating Committee of at least three (3) directors to receive recommendations for new board members from management, current CHC Board Members, the Board of Health, and/or the public.</p> <p>b) The Nominating 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 Nominating Committee shall take into account the requirements concerning the composition of the Board as set forth in Article IV herein.</p> <p>c) At least thirty (30) days, but not less than fourteen (14) days before each Annual Meeting, the Nominating Committee shall submit their list of nominees to the Chair and the Board. Additional nominations may be made from the floor.</p> <p>d) 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.</p>	To include and clarify process

**Amendment 7 Article XI, COMMITTEES**

<b>Current Bylaw</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p><b>Section 1:</b> All Board Committees shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board. Such committees shall be advisory only and subject to the control of the Board.</p>	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>All Board Committees shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board. Such committees shall be advisory only and subject to the control of the Board. At each Annual Meeting and as otherwise needed, the Board may appoint other committees as circumstances warrant. There shall be no limitation on the length of time individuals may serve as members of a committee. All actions taken by any 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.</p>	Clarification

**Amendment 8 Article XI, COMMITTEES**

<b>Current Bylaw</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p><b>Section 2:</b> Standing committees shall consist of the Executive Committee, Finance Committee, and Audit and Compliance Committee.</p>	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>Standing committees shall consist of the Executive Committee, Finance Committee, Nominations Committee, and Audit and Compliance Committee.</p>	Clarification

**Amendment 9 Article XI, COMMITTEES**

<b>Current Bylaw</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p><b>Section 4.</b> Committee membership consists of Members appointed by the Board and the Chief Health Officer, Executive Director, and such other persons as established from time to time 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.</p>	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>Committee membership consists of the CHC’s Chair, the Executive Director, the Health District’s Chief Health Officer 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.</p>	<p>Clarification</p>

**Amendment 10 Article XI, COMMITTEES**

<b>Current Bylaw</b>	<b>Proposed Amendment</b>	<b>Rationale</b>
<p><b>Section 5:</b> The Finance Committee shall be composed of not less than three (3) members, the majority of which shall be members of the Board of Directors, one of whom shall be the Chief Financial Officer, and others appointed by the Board of Directors. All members shall have the right to vote. The duties and responsibilities of the Finance Committee shall be:</p> <ul style="list-style-type: none"> <li>a) To develop and recommend financial policy to the Board;</li> <li>b) To review the CHC’s annual budgets and to make recommendations thereon to the Board;</li> <li>c) To review the monthly financial statements of this CHC, appraise the CHC’s operating performance and make recommendations to the Board on both current and long-term fiscal affairs;</li> <li>d) To advise the Board on methods and procedures which will ensure the financial policies and budgets adopted by the Board of Directors are carried out; and</li> <li>e) To review and advise the Board on financial feasibility of projects, acts, and undertakings referred to it by the Board of Directors.</li> </ul>	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>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:</p> <ul style="list-style-type: none"> <li>a) To develop and recommend financial policy to the Board;</li> <li>b) To review the CHC’s annual budgets and to make recommendations thereon to the Board;</li> <li>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;</li> <li>d) To advise the Board on methods and procedures which will ensure the financial policies and budgets adopted by the Board of Directors are carried out;</li> <li>e) To review and advise the Board on financial feasibility of projects, acts and undertakings referred to it by the Board.</li> <li>f) To review and report to the Board on all internal and external audits.</li> <li>g) To Perform other functions as requested by the Board.</li> </ul>	<p>Clarification</p>

**Amendment 11 Article XI, COMMITTEES**

Current Bylaw	Proposed Amendment	Rationale
New Section	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>SECTION 7: Nominations Committee</p> <p>The nominations Committee shall present nominations for Board vacancies and for the offices of Chair and Vice-Chair at each Annual Meeting and at other times when vacancies occur in the offices.</p>	Clarification

**Amendment 12 Article XII, CONFLICT OF INTEREST AND ETHICS**

Current Bylaw	Proposed Amendment	Rationale
Article XII, CONFLICT OF INTEREST AND ETHICS	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>Article XIII, CONFLICT OF INTEREST AND ETHICS</p>	Renumbered to accommodate new article

**Amendment 13 Article XII, INDEMNIFICATION**

Current Bylaw	Proposed Amendment	Rationale
New Article	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>ARTICLE XII: INDEMNIFICATION</p> <p>a) The CHC, to the extent legally permissible, indemnify each person who may serve or who has served as a CHC Director 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 Director, except: i) in connection with an action, suit or proceeding by or in the right of the CHC in which the Director or Officer was adjudged liable to the CHC, ii) in any action, suit or proceeding charging improper personal benefit to the Director or Officer, whether or not involving an action in his official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received, or iii) 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 Director or Officer.</p> <p>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 Director or 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.</p>	Clarification

**Amendment 14 Article XIV, GENERAL PROVISIONS**

Current Bylaw	Proposed Amendment	Rationale
Section 4. 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	<p>Words inserted or added are in blue. Words removed are stricken in red.</p> <p>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 thirty (30) days prior to the meeting.</p>	Ensure ample time for meaningful board review and input.

amendment shall have been submitted to each Member at least seven (7) business days prior to the meeting.		
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