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## **BYLAWS**

### **Alameda Alliance for Health**

The following Bylaws of the Alameda Alliance for Health were last revised on March 2, 2021.

**BYLAWS**

**OF**

**THE**

**ALAMEDA ALLIANCE FOR HEALTH**

**Alameda Alliance for Health**

**1240 South Loop Road  
Alameda, CA 94502**

**Adopted: June 28, 1994**

**Revised: September 23, 1999, July 15, 2003, November 30, 2006, September 12,  
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**TABLE OF CONTENTS**

**BYLAWS OF THE ALAMEDA ALLIANCE FOR HEALTH**

<u>ARTICLE 1.</u>	Offices .....	1
<u>SECTION 1.A.</u>	LOCATION OF PRINCIPAL OFFICE .....	1
<u>SECTION 1.B.</u>	CHANGE OF LOCATION OF PRINCIPAL OFFICE .....	1
<u>SECTION 1.C.</u>	OTHER OFFICES .....	1
<u>ARTICLE 2.</u>	Authority and Purposes of the Alliance .....	1
<u>ARTICLE 3.</u>	Governing Board Members .....	2
<u>SECTION 3.A.</u>	POWERS .....	2
<u>SECTION 3.B.</u>	DUTIES .....	2
<u>SECTION 3.C.</u>	NUMBER OF MEMBERS AND NOMINATION PROCESS .....	2
<u>SECTION 3.D.</u>	COMPOSITION .....	3
<u>SECTION 3.E.</u>	QUALIFICATIONS .....	4
<u>SECTION 3.F.</u>	TERMS OF SERVICE .....	5
<u>SECTION 3.G.</u>	VACANCIES .....	5
<u>SECTION 3.H.</u>	REMOVAL OF BOARD MEMBER .....	5
<u>SECTION 3.I.</u>	RESIGNATION OF A BOARD MEMBER .....	6
<u>SECTION 3.J.</u>	FILLING A VACANCY ON THE BOARD .....	6
<u>SECTION 3.K.</u>	COMPENSATION .....	6
<u>ARTICLE 4.</u>	Governing Board Officers .....	7
<u>SECTION 4.A.</u>	CHAIR .....	7
<u>SECTION 4.B.</u>	VICE CHAIR .....	7
<u>SECTION 4.C.</u>	SECRETARY/TREASURER .....	7
<u>SECTION 4.D.</u>	THE CHIEF EXECUTIVE OFFICER .....	8
<u>ARTICLE 5.</u>	Meetings of the Board of Governors .....	9
<u>SECTION 5.A.</u>	GOVERNING LAW .....	9
<u>SECTION 5.B.</u>	REGULAR MEETINGS .....	9
<u>SECTION 5.C.</u>	SPECIAL MEETINGS; NOTICE TO BOARD MEMBERS .....	10
<u>SECTION 5.D.</u>	WRITTEN REQUEST FOR MAILED NOTICE OF MEETINGS .....	10
<u>SECTION 5.E.</u>	REGULAR MEETING AGENDA; PERMISSIBLE ACTION .....	10
<u>SECTION 5.F.</u>	CLOSED SESSION .....	11
<u>SECTION 5.G.</u>	ATTENDANCE AT MEETINGS .....	12
<u>SECTION 5.H.</u>	QUORUM .....	12
<u>SECTION 5.I.</u>	ORDER OF BUSINESS .....	12
<u>SECTION 5.J.</u>	PARTICIPATION BY PUBLIC .....	12
<u>SECTION 5.K.</u>	RESOLUTIONS .....	13
<u>SECTION 5.L.</u>	VOTING .....	13i-
<u>SECTION 5.M.</u>	RECORDING OF MEETINGS .....	13

<u>SECTION 5.N.</u>	TELECONFERENCING .....	14
<u>SECTION 5.O.</u>	ADJOURNMENT .....	14
<u>SECTION 5.P.</u>	PUBLIC RECORDS .....	14
<u>ARTICLE 6.</u>	Chief Medical Officer .....	14
<u>SECTION 6.A.</u>	CHIEF MEDICAL OFFICER AUTHORITY .....	14
<u>SECTION 6.B.</u>	CHIEF MEDICAL OFFICER RESPONSIBILITIES .....	14
<u>ARTICLE 7.</u>	Committees .....	15
<u>SECTION 7.A.</u>	STANDING AND AD HOC COMMITTEES.....	15
<u>SECTION 7.B.</u>	AUTHORITY.....	16
<u>SECTION 7.C.</u>	STANDING COMMITTEES .....	16
<u>SECTION 7.D.</u>	COMMITTEE MEETINGS .....	19
<u>SECTION 7.E.</u>	REMOVAL OF STANDING COMMITTEE MEMBER.....	19
<u>ARTICLE 8.</u>	Advisory Groups.....	20
<u>SECTION 8.A.</u>	AD HOC ADVISORY GROUPS .....	20
<u>SECTION 8.B.</u>	AUTHORITY.....	20
<u>SECTION 8.C.</u>	AD HOC ADVISORY GROUP MEETINGS .....	20
<u>SECTION 8.D.</u>	REMOVAL OF AD HOC ADVISORY GROUP MEMBER.....	21
<u>ARTICLE 9.</u>	Conflicts of Interest .....	21
<u>SECTION 9.A.</u>	CONFLICTS OF INTEREST .....	21
<u>SECTION 9.B.</u>	CODE OF CONDUCT .....	22
<u>ARTICLE 10.</u>	Liability and Indemnification of Governing Board Members .....	22
<u>SECTION 10.A.</u>	NON-LIABILITY OF BOARD MEMBERS .....	22
<u>SECTION 10.B.</u>	INDEMNIFICATION BY ALLIANCE OF BOARD MEMBERS AND CHIEF EXECUTIVE OFFICER .....	22
<u>ARTICLE 11.</u>	Insurance Coverage and Risk Management .....	23
<u>ARTICLE 12.</u>	Prohibition Against Remuneration for Referrals .....	23
<u>ARTICLE 13.</u>	Grievance System .....	23
<u>ARTICLE 14.</u>	Fiscal Year .....	24
<u>ARTICLE 15.</u>	Amendment of Bylaws.....	24
	CERTIFICATE OF SECRETARY/TREASURER.....	25

**BYLAWS**  
**OF**  
**THE ALAMEDA ALLIANCE FOR HEALTH**

The following Bylaws have been adopted and issued by the Board of Governors (hereinafter the "Board") of the Alameda Alliance for Health (hereinafter the "Alliance").

**ARTICLE 1.**

**Offices**

**SECTION 1.A. LOCATION OF PRINCIPAL OFFICE**

The principal office of the Alliance for the transaction of its public business is, and at all times shall be, located in Alameda County, California.

**SECTION 1.B. CHANGE OF LOCATION OF PRINCIPAL OFFICE**

The Board shall fix, and shall have full power and authority to change, the location of the principal executive office of the Alliance within the County of Alameda.

**SECTION 1.C. OTHER OFFICES**

Branch or other subordinate offices may at any time be established by direction of the Board at any place or places within the State of California, as its business may require and as the Board may, from time to time, designate.

**ARTICLE 2.**

**Authority and Purposes of the Alliance**

The Alliance is a public entity established pursuant to the laws of the State of California and by way of Ordinance No. 0-94-13 and related resolutions of the Alameda County Board of Supervisors (hereinafter the "Board of Supervisors").

The mission of the Alliance is to strive to improve the quality of life of our members and people throughout our diverse community by collaborating with our provider partners in delivering high quality, accessible and affordable health care services. As participants in the California safety-net, we recognize and seek to collaboratively address social determinants of health as we proudly serve Alameda County. As a local not-for-profit health plan, the Alliance is committed to member satisfaction and high standards of integrity, accountability and service to our constituency.

## **ARTICLE 3.**

### **Governing Board Members**

#### **SECTION 3.A. POWERS**

The activities and affairs of the Alliance shall be conducted, and all powers, shall be exercised by or under the direction of the Board in a manner consistent with applicable provisions of the California Welfare and Institutions Code, applicable Alameda County ordinances, other applicable laws and regulations, and these Bylaws. The Board may delegate the management of the activities of the Alliance to any person or persons, or committee, however composed, provided that the activities and affairs of the Alliance shall be managed and all powers shall be exercised under the ultimate direction of the Board.

To further the mission and purpose of the Alliance, the Board shall have the power to adopt policies, procedures and practices for purchasing and acquiring equipment and supplies, to lease and purchase real property and improvements, to hire employees in a manner that is cost effective and otherwise deemed appropriate by the Board, to manage its personnel and take other measures necessary and appropriate for the proper conduct of the activities and affairs of the Board and the Alliance. Copies of all such procedures, practices, and policies shall be maintained by the Secretary/Treasurer.

#### **SECTION 3.B. DUTIES**

It shall be the duty of the Board to administer and govern the Alliance. Each Board Member shall exercise absolute loyalty and allegiance to the mission and purpose of the Alliance. A Board Member's affiliation with outside interests shall not impair the responsible exercise of their duties as a Board Member.

Each Board Member shall have the duty to advise the Board of information that is pertinent to the furtherance of the mission of the Alliance and/or pertinent to any conflict of interest or potential conflict of interest that a Board Member may have.

#### **SECTION 3.C. NUMBER OF MEMBERS AND NOMINATION PROCESS**

In addition to the Chief Executive Officer who serves, ex officio, as a non-voting member, the Board shall have no more than fifteen (15) members and shall be composed as set forth in SECTION 3.D of these Bylaws.

The Executive Committee shall review recommendations of the Chief Executive Officer to fill vacant seats pursuant to SECTION 3.D of these Bylaws. In the alternative, the recommendations may be made by the Chief Executive Officer directly to the Board. For each vacant designated seat, the entity responsible for the designated seat shall recommend at least two (2) persons to fill the vacant seat for review by the Executive Committee and the Chief Executive Officer before a final recommendation is made to the Board. The Board shall review the Executive Committee's, or the Chief Executive

Officer's, recommendations and approve its nominees by resolution. Appointments to the Board shall be by majority vote of the Board of Supervisors.

### **SECTION 3.D. COMPOSITION**

The composition of the Board shall be as follows:

1. One member shall be appointed from the membership of the Board of Supervisors.
2. Two members shall be appointed who are physicians in the Alameda County medical community, from the private or public sectors. The Alameda-Contra Costa Medical Association and Sinkler-Miller Medical Association shall jointly recommend these persons.
3. Two members shall be appointed from the hospitals located in Alameda County, from the private or public sectors. The Hospital Council of Northern and Central California shall recommend these persons.
4. One member shall be appointed to represent private or public community clinics. This person shall be recommended by a recommending committee comprised of representatives of the Alameda Health Consortium and representatives of other major public and licensed private non-profit clinics not affiliated with the Consortium. The Consortium will facilitate the formation of the recommending committee.
5. Two members shall be appointed from the health services consumer community who are beneficiaries. These persons shall be nominated by the Alliance Consumer (Member) Advisory Committee in reasonable collaboration with other major consumer advocacy organizations.
6. One member shall be appointed by labor stakeholders. This person shall be recommended by the SEIU United Healthcare Workers West in reasonable collaboration with other unions in the County of Alameda.
7. One member shall be from the Alameda Health System and shall be recommended by the Chief Executive Officer of the Alameda Health System following collaboration with the medical staff of the Alameda Health System and the Alameda County health care services agency director.
8. Five "at large" seats are designated for members with subject knowledge expertise. The first "at large" seat is a pharmacist and is recommended by the Alameda County Pharmacists Association. The second "at large" seat is a labor representative and is recommended by the Board. The third "at large" seat is an expert on health services for seniors and persons with disabilities and is recommended by the Board. The two remaining "at large" seats shall have subject knowledge expertise necessary for the success of the Alliance.

### **SECTION 3.E. QUALIFICATIONS**

The Board, as a whole, shall represent the best interests of the community, providing a balance between provider, consumer, and system perspectives. The Board shall represent the diverse geographical and multicultural make-up of the county population, as well as those who would be served by the program. It shall comprise of highly qualified individuals with the necessary vision, expertise, knowledge, objectivity, impartiality, creativity, and courage to make difficult health care and business decisions which promote the interests of the Alliance as a whole. Expertise in areas such as business management, health care administration, medical services, consensus building, finance, fund raising, and cultural sensitivity are among the desirable and necessary skills for the Board Members.

Board Members should be highly qualified, with a proven dedication to the health and welfare of Medi-Cal and other populations. Board Members must possess a combination of the following qualifications:

1. A familiarity with the health care delivery structure in Alameda County, and the needs of the Medi-Cal population;
2. A demonstrated working knowledge of the Medi-Cal program;
3. A thorough understanding of the issues facing implementation of a managed care system and operation of safety net programs;
4. A strong business management, finance and/or program management background;
5. An ability to obtain adequate and necessary funds for preoperational and operational budgets;
6. Experience with effectively managing a health care services budget;
7. A commitment to the creation of a publicly funded health care system for the good of the public, rather than for the benefit of special interests;
8. An ability to be an active and contributing participant throughout the process, and;
9. A sensitivity to consumer concerns.

The Board shall consist of stakeholders in the health network, such as provider groups, beneficiary groups, and officials of government, in an attempt to encompass the necessary vision, expertise, objectivity, creativity, and courage to make the difficult health care and business decisions necessary to further the interests of the Alliance and the population that it serves.

No person shall serve on the Board if that person or an immediate family member of that person serves in an advisory or decision-making capacity for a direct competitor of the Alliance.

### **SECTION 3.F. TERMS OF SERVICE**

The term of service for each Board Member shall be four (4) years, except for the consumer member seats (described in SECTION 3.D.5 of these Bylaws) which shall be for two (2) years.

Subject to reappointment, Board Members may serve more than one (1) term.

Board Members shall remain in service at the conclusion of their respective terms until a successor has been selected and appointed into office by the Board of Supervisors.

### **SECTION 3.G. VACANCIES**

Vacancies on the Board shall exist: (1) on the death, resignation, or removal of any Board Member; (2) on the expiration of the term of any Board Member; (3) when the Board recommends to the Board of Supervisors that an at-large seat be filled; or (4) when the size of the Board is increased by ordinance. The Chief Executive Officer shall notify the Board of Supervisors in writing of any vacancies and as required under SECTION 3.H, SECTION 3.I and SECTION 3.J.

### **SECTION 3.H. REMOVAL OF BOARD MEMBER**

The Board shall declare vacant the seat of, and shall remove, a Board Member who has been declared of unsound mind by a final order of a court. The Board shall declare vacant the seat of, and shall remove, a Board Member who has been convicted of a felony which, in the opinion of two-thirds of the other Board Members, should result in the Board Member being removed.

A Board Member shall be removed, and that Board Member's seat shall become vacant, if one of the following occurs:

1. In the opinion of a majority of the other Board Members, a Board Member fails to carry out Board duties appropriately;
2. A Board Member fails to attend three (3) consecutive, properly-noticed regular and/or special meetings of the Board without having notified the Secretary or Board Chair of their need to be absent; or
3. A Board Member ceases to be employed by or be a member of the group from which that Board Member was appointed to the Board; or
4. A Board Member fails to attend fifty-percent (50%) or more properly noticed regular and/or special meetings.

The Board shall approve by resolution and advise the Board of Supervisors in writing of the removal of a Board Member, and the declared vacancy of seat, and shall include the facts in support of such action. The Board's determination shall stand provided that there is credible evidence in support of the action.

### **SECTION 3.I. RESIGNATION OF A BOARD MEMBER**

Any Board Member may resign, effective upon the giving of written or oral notice to the Chair of the Board or the Chief Executive Officer, unless the notice specifies a later time for the effectiveness of such resignation. The acceptance of a resignation shall not be necessary to make it effective. The Chief Executive Officer shall notify the Board in writing of an oral notice of resignation.

### **SECTION 3.J. FILLING A VACANCY ON THE BOARD**

#### **1. Vacancy Caused by Expiration of the First Term of a Board Member**

Three (3) months prior to the expiration date of the first term of an existing Board member, said Board Member may request a reappointment recommendation pursuant to SECTION 3.D of these Bylaws. If said Board Member receives a recommendation for reappointment, the Board shall review the recommendation. The Board's approval of the reappointment shall be by resolution. The Board Member whose reappointment is being considered by the Board shall be disqualified from participating in the decision and must not be present during any discussion or deliberations thereon.

If said Board Member does not request reappointment, the vacant seat shall be filled by an individual having the affiliation of their predecessor pursuant to SECTION 3.D of these Bylaws. The process to fill a vacancy shall follow the process in SECTION 3.C of these Bylaws.

#### **2. All Other Vacancies**

In the event of a vacancy, other than a vacancy because of the expiration of the term of a Board Member, the vacant seat shall be filled for the unexpired term by an individual having the affiliation of their predecessor pursuant to SECTION 3.D of these Bylaws. The process to fill a vacancy shall follow the process in SECTION 3.C of these Bylaws.

### **SECTION 3.K. COMPENSATION**

Board Members shall serve without compensation irrespective of form, with the exception of Board Members derived from the consumer community who shall be reimbursed for actual and necessary expenses incurred in attending Board meetings, and as otherwise specifically authorized by resolution of the Board. Board Members may not be compensated for rendering services to the Alliance as a Board Member. This SECTION 3.K shall not be construed as a limitation of the reimbursement of Board Members for expenses approved by the Board.

## **ARTICLE 4.**

### **Governing Board Officers**

The Officers of this Board shall include a Chair, Vice Chair, Secretary/Treasurer, and Chief Executive Officer. The Chair and Vice Chair shall be chosen annually at the first regular meeting of each fiscal year by majority vote of the Board.

Each Board Officer shall hold office for a period that is the lesser of one (1) year, or until the Board Officer resigns or is removed as a Board Officer by a two-thirds vote of the Board, or is otherwise disqualified to serve; provided, however, that each Board Officer may continue to serve until a successor is elected. No Board Member shall serve more than two (2) consecutive terms in each office and, in any event, no more than four (4) consecutive years, as Chair and Vice Chair.

#### **SECTION 4.A. CHAIR**

The Chair shall be a voting member of the Board. The Chair shall, if present, preside at all meetings of the Board, and exercise and perform such other powers and duties as the Board may assign from time to time. The Chair may, with the approval of the majority of the Board Members present, call for the Chief Executive Officer to preside at any particular meeting as set forth more fully in SECTION 4.D of these Bylaws. The Chair shall be familiar with the essential rules of Robert's Rules of Order and the index of Robert's Rules of Order. The Chair shall also be familiar with the tenets of the Brown Act (California Government Code § 54950 et seq.), an act of the California State Legislature created with the intention of providing the public with greater access to meetings of local government agencies.

#### **SECTION 4.B. VICE CHAIR**

The Vice Chair shall be a voting member of the Board. The Vice Chair shall perform all duties and powers of the Chair when the Chair is absent and has not called for the Chief Executive Officer to preside at the meeting. If both the Chair and Vice Chair are absent or unable to act, the Board Members shall, by majority vote, select one of the attending Board Members to act as Chair pro tempore, with all the authority appurtenant thereto, if the Chair has not selected the Chief Executive Officer to preside at the meeting. The Vice Chair shall be familiar with the essential rules of Robert's Rules of Order and the index, and shall also be familiar with the tenets of the Brown Act.

#### **SECTION 4.C. SECRETARY/TREASURER**

The Secretary/Treasurer shall be the Chief Executive Officer and serve at the pleasure of the Board. The Secretary/Treasurer shall perform the following duties:

1. Sign documents as the Secretary/Treasurer of the Alliance;

2. Attest to the signatures of the authorized signatories and certify the incumbency of those signatures; and
3. Perform other functions as described by the Alliance Bylaws herein.

#### **SECTION 4.D. THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer shall be selected by, and serve at the pleasure of the Board, with duties that include, but are not limited to, the following:

1. Implementing the policies of the Board and direct, supervise, and control the operations, business, and personnel of the Alliance and delegate such responsibilities as appropriate;
2. Promoting and protecting the financial integrity and viability of the Alliance;
3. Acting as the Board's duly authorized representative in any specified matter deemed appropriate by the Board;
4. Hiring or firing directly, or through a designee, the staff of the Alliance in a manner consistent with Board-approved personnel policies and procedures of the Alliance;
5. Presiding as Chair, at the request of the Chair at meetings of the Board, when the Chair and Vice Chair are absent;
6. Serving, ex officio, as a non-voting member of the Board and shall not be counted toward determining whether a quorum is present at each Board meeting;
7. Serving, ex officio, as a non-voting member of the standing committees of the Board and shall not be counted toward determining whether a quorum is present at each committee meeting;
8. Addressing the Board as deemed appropriate regarding any matter of business before the Board at any meeting;
9. Executing legal instruments on behalf of the Alliance, including provider and administrative contracts, in a manner consistent with the policies and decisions of the Board;
10. Ensuring that the policy and direction of the Alliance are coordinated with the county-wide system of delivery of physical care, behavioral care, and public health systems;
11. Monitoring developments in health care reform and financing at the state and federal level and ensuring that the policies, programs, and strategies of the

Alliance comply with federal, state and local statutes, regulations and ordinances, and;

12. Advocating for policies, programs and strategies that are consistent with those of the Alliance.

## **ARTICLE 5.**

### **Meetings of the Board of Governors**

#### **SECTION 5.A. GOVERNING LAW**

Meetings shall be subject to the provisions of applicable laws which govern over these Bylaws. Meetings of the Board will be conducted according to the essential provisions of Robert's Rules of Order to the extent adopted by the Board. Under no circumstances shall the Board be bound to all provisions of Robert's Rules of Order. Meetings of the Board will be conducted openly and publicly according to the Brown Act (California Government Code § 54950 et seq.), an act of the California State Legislature created with the intention of providing the public with greater access to meetings of local government agencies.

#### **SECTION 5.B. REGULAR MEETINGS**

1. Date, Time, Location

The Board shall provide, by resolution, the date, time, and specific place for holding regular meetings. Regular meetings shall be held within Alameda County except as otherwise provided by law. Any regular meeting held at a place other than that resolved by the Board shall be valid only if the new location was reflected in the agenda posted pursuant to SECTION 5.E of these Bylaws and in mailed notices, if any, and is approved by a majority of the Board Members either before or after the meeting.

2. Frequency

The frequency of regular meetings shall be as set forth by resolution of the Board.

3. Cancellation

In the event a scheduled regular or special meeting is canceled, the Secretary/Treasurer shall notice the Board within twenty-four (24) hours of the decision to cancel the meeting. The notice for the cancellation shall also be sent to members of the public who have filed a written request for notice of meetings and shall be posted at the main entrance of the Alliance's principal offices within twenty-four (24) hours of the decision to cancel the meeting.

### **SECTION 5.C. SPECIAL MEETINGS; NOTICE TO BOARD MEMBERS**

The provisions of applicable open meeting laws shall apply to special meetings of the Board and notice for special meetings. Special meetings may be called by the Chair of the Board or by a majority of the Board. Written notice shall be received at least twenty-four (24) hours prior to the scheduled time of the meeting. No other business shall be considered at these meetings by the Board. Notice is required regardless of whether any action is taken at the special meeting.

Written notice to any Board Member may be dispensed with as to any Board Member if they file a written waiver of notice with the Secretary/Treasurer at or prior to the time of the convening of the special meeting or with respect to any Board Member who is actually present at the meeting at the time it convenes.

At least twenty-four (24) hours before a special meeting, the notice for the special meeting shall be posted at the main entrance of the Alliance's principal offices and/or any other location freely accessible to members of the public, as the Board shall, by resolution, so determine. When an emergency meeting is called pursuant to applicable law, the twenty-four (24) hour notice and twenty-four (24) hour posting requirements need not be complied with. Local media requesting notification of special meetings shall be notified according to applicable law.

### **SECTION 5.D. WRITTEN REQUEST FOR MAILED NOTICE OF MEETINGS**

The provisions of applicable open meeting laws shall apply to requests for mailed notice of meetings. Notice of all regular meetings and any special meetings which are called at least five (5) working days prior to the date set for the meeting shall be mailed to any person who has filed a written request for such notice with the Alliance. Any mailed notice must be mailed at least five (5) working days prior to the date set for the meeting to which it applies with the exception of special meetings, for which notice may be given at any time prior to the meeting date. Any filed written request for notice is valid for one (1) year from the date it is filed unless a written renewal notice has been filed. Written renewal requests must be filed within thirty (30) days after January 1 of each year.

The Board may establish a reasonable annual fee for sending the notice based on the estimated cost of providing the service.

### **SECTION 5.E. REGULAR MEETING AGENDA; PERMISSIBLE ACTION**

The provisions of applicable open meeting laws shall apply to regular meeting agendas and permissible actions. The Board, or its designee, shall prepare an agenda for every regular meeting, setting forth its time, place, and a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The general description need not exceed twenty (20) words.

At least, seventy-two (72) hours before a regular meeting, the Board, or its designee shall post the agenda at the main entrance of the Alliance's principal offices and/or any other location freely accessible to members of the public, as the Board shall, by resolution, so

determine. Copies of the agenda, and available supporting documents if practicable, will be mailed or electronically transmitted to Board Members and to any person who has filed a written request for notice of meetings, at least seventy-two (72) hours before a regular meeting.

No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that Board Members may briefly respond to statements made or questions posed by persons exercising their public testimony rights. In addition, on their own initiative, or in response to questions posed by the public, Board Members may ask a question for clarification, provide a reference to staff or other resources for factual information, or request staff to report back to the Board at a subsequent meeting concerning any matter. Furthermore, a Board Member, or the Board as a whole, may take action to direct staff to place a matter of business on a future agenda.

The Board may take action on items of business not appearing on the posted agenda, provided that prior to discussing any such item the Board publicly identifies the item, and where any of the following conditions exist:

1. The Board Members determine, by majority vote, that an emergency condition exists in accordance with applicable law;
2. The Board determines, by two-thirds vote of all Board Members holding office, or by unanimous vote of present Board Members if less than two-thirds of all Board Members holding office are present, that there is a need for immediate action, and the need for such action came to the attention of the Board subsequent to the posting of the agenda;
3. The item of business is one that was properly incorporated into an agenda of a prior meeting, that meeting having occurred no more than five (5) calendar days before the meeting at which action is to be taken, if the item of business had been continued during the original meeting to the meeting at which action is to be taken; or
4. As otherwise provided by applicable law.

#### **SECTION 5.F. CLOSED SESSION**

The provisions of applicable open meeting laws shall apply to closed session. The closed session shall be part of a regularly or specially called meeting, and shall be reflected in the posted agenda. The agenda shall state the statutory basis for the closed session. Prior to the closed session, the Chair, or a designee, must state the general reason for the holding of such a session or may make reference to the agenda.

The Chair, or a designee, shall publicly report any action taken in closed session and the vote or abstention of every Board Member present as required by applicable law. The report may be made orally or in writing.

## **SECTION 5.G. ATTENDANCE AT MEETINGS**

Board Members must strive to attend all regular and special meetings of the Board, and of the committees of which they are members. If a Board Member is unable to attend a meeting due to illness, the Board Member shall notify the Secretary/Treasurer as soon as is practical but before the meeting, absent exigent circumstances. If a Board Member is unable to attend a regular meeting for purposes other than illness, the Board Member may secure, for purposes of avoiding grounds for removal from office for cause, advance approval from the Board, or its designee, to miss said meeting. The Board Member may secure Board approval by informing the Secretary/Treasurer of the reasons for the absence five (5) working days in advance of the meeting to be missed. Except in cases of emergency or extreme hardship, failure of a Board Member to notify the Secretary/Treasurer of one's anticipated absence, whether due to illness or other reason, shall be considered an unexcused absence.

Board Members may attend by teleconference in accordance with applicable laws.

## **SECTION 5.H. QUORUM**

A quorum is necessary to transact business at any regular or special meeting of the Board or of any committee and shall consist of a simple majority of the Board Members or the committee, respectively. A simple majority is calculated based on the number of appointed seats, which does not include the Chief Executive Officer. A quorum is calculated based on the number of Board Members present and does not include the Chief Executive Officer. Determination of quorum shall be consistent with SECTION 4.D.6 and SECTION 4.D.7 of these Bylaws.

No action shall be taken by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

## **SECTION 5.I. ORDER OF BUSINESS**

The items on the agenda will be considered in order unless the Chair determines otherwise. If the agenda does not identify the source for a report of an item of business, said item will be reported on by the Chief Executive Officer or designee, Board Members, Alliance staff, consultants, or other person or persons as appropriate. Board Members may then ask pertinent questions related to the presentation, and in so doing shall not be interrupted by public comment. Upon conclusion of questioning by the Board, the Chair shall open the item to public comment in a manner provided herein below and by applicable law.

## **SECTION 5.J. PARTICIPATION BY PUBLIC**

The provisions of applicable open meeting laws shall apply to participation by the public. Members of the public shall be given an opportunity to comment on all matters that the Board will take action on at all regular and special meetings. Members of the public need not be given the opportunity to address the Board on any item that has already been

considered by a committee of the Board, composed exclusively of Board Members, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, unless the item has been substantially changed since the committee heard the item, as determined by the Board.

The Board shall, by resolution, adopt procedures to ensure that the public is guaranteed the right to provide testimony, which is limited to a total amount of three (3) minutes of testimony on particular issues and for each individual speaker.

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, a majority of the Board Members present at the meeting may order the meeting room cleared and continue in session, as permitted by law.

Disruptive persons may be excluded from any meeting if, in the opinion of the Chair, the exclusion of the disruptive person is necessary to allow the meeting to continue unimpeded, provided that a warning of removal had been given by the Chair which had failed to cease the disruptive behavior.

#### **SECTION 5.K. RESOLUTIONS**

The Board may approve a resolution by an affirmative vote of a majority of present Board Members, constituting a quorum.

#### **SECTION 5.L. VOTING**

All official acts of the Board shall require the affirmative vote of the majority of the Board Members present and voting, at a regular or special meeting with a quorum present. A tie vote is a lost vote, as a majority was not obtained.

There shall be no voting by secret ballot. Absent members may not vote, whether by proxy, written ballot, or electronic means.

If a quorum is present but Board Members are prohibited from voting because of conflicts of interest, then official acts shall require the majority of those present who are not so prohibited from voting.

#### **SECTION 5.M. RECORDING OF MEETINGS**

The Secretary/Treasurer shall be responsible for the preparation of the minutes for each meeting of the Board, including all regular and special Board meetings. The minutes shall be an accurate summary of each Board meeting, including all Board action taken on agenda items and public comment, if any. At a subsequent meeting of the Board, the Secretary/Treasurer shall submit the minutes for approval by a majority vote of the Board Members in attendance at the meeting covered by the minutes. When approved, the Secretary/Treasurer shall retain the minutes. All writings distributed for consideration at a

public meeting shall become part of the public records and shall become available for inspection and copying as required by applicable law.

Closed session minutes shall be prepared by the Secretary/Treasurer or his/her designee. The closed session minutes shall be approved by the Chair of the Board and retained by the Secretary/Treasurer.

Meetings of the Board, other than while in closed session, may be recorded electronically as permitted by law.

#### **SECTION 5.N. TELECONFERENCING**

The use of teleconferencing for the benefit of the public or the Board may be incorporated into any regular or special meeting, but shall be limited to the receipt of public comment or testimony and to deliberations of the Board. The use of teleconferencing shall otherwise comply with applicable open meeting laws.

#### **SECTION 5.O. ADJOURNMENT**

The Board may adjourn any meeting notwithstanding the absence of a quorum. If no Board Members are present at a regular or special meeting, the Secretary/Treasurer may declare the meeting adjourned to a stated time and place and shall cause written notice to be given in the same manner as provided in SECTION 5.C of these Bylaws for special meetings. A copy of the order or notice of adjournment shall be posted as required by applicable law.

#### **SECTION 5.P. PUBLIC RECORDS**

Records of the Alliance and the Board shall be governed by the California Public Records Act (California Government Code Section 6250 *et seq.*), the HIPAA Regulations (Code of Federal Regulations Title 45, Part 160 *et seq.*), and other applicable laws and regulations.

### **ARTICLE 6.**

#### **Chief Medical Officer**

#### **SECTION 6.A. CHIEF MEDICAL OFFICER AUTHORITY**

The Chief Medical Officer shall exercise authority in clinical decision-making matters separate and independent from administrative management such that the Chief Medical Officer will not be unduly influenced by fiscal or administrative management.

#### **SECTION 6.B. CHIEF MEDICAL OFFICER RESPONSIBILITIES**

The Chief Medical Officer shall be responsible for, but not limited to, the following:

1. Serve as Chair or appoint a medical director to serve as the Chair of the Health Care Quality Committee. The Chair shall be a voting member of the committee and shall be counted toward determining whether a quorum is present at each Health Care Quality Committee meeting;
2. Serve as Chair or appoint a medical director to serve as the Chair of the Peer Review and Credentialing Committee. The Chair shall be a voting member of the committee and shall be counted toward determining whether a quorum is present at each Peer Review and Credentialing Committee meeting;
3. Serve as Chair or appoint a medical director to serve as the Chair of the Pharmacy and Therapeutics Committee. The Chair shall be a voting member of the committee and shall be counted toward determining whether a quorum is present at each Pharmacy and Therapeutics Committee meeting;
4. Ensure that the medical care provided meets the standards for acceptable medical care;
5. Review medically-related grievances and complaints in a manner consistent with Alliance policies and procedures; and
6. Oversee quality of care, clinical outcomes, and service utilization.

## **ARTICLE 7.**

### **Committees**

#### **SECTION 7.A. STANDING AND AD HOC COMMITTEES**

##### **1. Standing Committees**

The Board may, from time to time, by way of resolution, create standing committees, as it deems necessary to carry out its purposes, and shall appoint the membership. These standing committees shall meet to address continuing relatable subject matter, shall be advisory only, and may make recommendations to the Board. The frequency, composition, compensation, number, terms, and nomination of members of standing committees shall be as set forth by resolution.

The standing committees of the Board include the Compliance Advisory Committee, the Consumer (Member) Advisory Committee, the Executive Committee, the Finance Committee, the Health Care Quality Committee, the Peer Review and Credentialing Committee, the Pharmacy and Therapeutics Committee, the Strategic Planning Committee, and any other committee created by the Board by way of resolution.

Standing committee meetings are subject to applicable open meetings laws. Applicable laws pertaining to the confidentiality of peer review activities shall apply

to the peer review activities of the Peer Review and Credentialing Committee and the Alliance as a whole.

An ad hoc subcommittee formed by a standing committee shall comply with open meeting laws unless that ad hoc committee is an advisory committee composed solely of Board Members that number less than a quorum, and the ad hoc committee has neither a continuing subject matter jurisdiction nor a meeting schedule fixed by formal action of the Board.

2. Ad Hoc Committees

The Board may, from time to time, by way of resolution create ad hoc committees, as it deems necessary to carry out its purposes, and shall appoint the membership. An ad hoc committee formed by the Board shall comply with open meeting laws unless that ad hoc committee is an advisory committee composed solely of Board Members that number less than a quorum, and the ad hoc committee has neither a continuing subject matter jurisdiction nor a meeting schedule fixed by formal action of the Board.

3. Minimum Board Membership on Committees

The Compliance Advisory Committee, Executive Committee, Finance Committee, and Strategic Planning Committee must have two (2) or more Board Members in their memberships. The Consumer (Member) Advisory Committee shall include at least one (1) Board Member.

**SECTION 7.B. AUTHORITY**

All committees and subcommittees shall be advisory only. A recommendation to the full Board by any committee, or to a committee by a subcommittee, shall be made to the Board upon a majority vote of that committee or subcommittee.

**SECTION 7.C. STANDING COMMITTEES**

1. Compliance Advisory Committee

There shall be a standing Compliance Advisory Committee that takes up all issues and makes recommendations to the Board on the Alliance's compliance program and related subject matter, including but not limited to oversight of regulatory findings related to the Alliance's operations.

The Chair and Vice Chair shall be Board Members, selected and approved by the Board. The Chair shall preside at all meetings of the committee and shall report on Compliance Advisory Committee matters at regular meetings of the Board.

The Alliance Chief Compliance Officer shall serve, ex officio, as a voting member and be counted toward determining whether a quorum is present at each Compliance Advisory Committee meeting.

2. Consumer (Member) Advisory Committee

There shall be a standing Consumer (Member) Advisory Committee which shall be responsible for participation in establishing public policy of the Alliance and whose recommendations and reports are regularly and timely reported to the Board.

The Chair and Vice Chair shall be recommended by the Consumer (Member) Advisory Committee by majority vote and approved by the Chief Executive Officer. The Chair shall preside at all meetings of the committee and shall report on Consumer (Member) Advisory Committee matters at all regular meetings of the Board. The Vice Chair shall perform all duties and powers of the Chair in the absence of the Chair or at the Chair's discretion.

At least fifty-one (51) percent of the Consumer (Member) Advisory Committee shall be made up of Alliance enrollees or their parents/guardians.

3. Executive Committee

There shall be a standing Executive Committee to address and triage administrative topics affecting the Alliance and relatable subject matter, including but not limited to Board nominations, and to make recommendations to the Board for approval.

The Chair and Vice Chair shall be Board Members, selected and approved by the Board. The Chair shall preside at all meetings of the committee and shall report on Executive Committee matters at regular meetings of the Board.

The Alliance Chief Executive Officer shall serve, ex officio, as a voting member and be counted toward determining whether a quorum is present at each Executive Committee meeting.

4. Finance Committee

There shall be a standing Finance Committee that takes up all issues and makes recommendations to the Board pertaining to rate structure, budget, fiscal strategy and policy, financial projection, investment, selection of banks, trust companies or other depositories, and other fiscal matters.

The Chair and Vice Chair shall be Board Members, selected and approved by the Board. The Chair shall preside at all meetings of the committee and shall report on Finance Committee matters at regular meetings of the Board.

The Alliance Chief Financial Officer shall serve, ex officio, as a voting member and be counted toward determining whether a quorum is present at each Finance Committee meeting.

5. Health Care Quality Committee

There shall be a standing Health Care Quality Committee (“HCQC”) that facilitates all issues pertaining to the quality, appropriateness and outcome of care and services delivered to members of the Alliance. HCQC shall document that the quality of care provided is being reviewed, and that problems are being identified. HCQC must also document that effective action is being taken to improve care where deficiencies are identified, and that follow-up is planned where indicated to correct deficiencies in care.

The Chief Medical Officer shall serve as Chair or appoint a medical director to serve as the Chair of the HCQC. The Chair shall be a voting member of the committee and shall be counted toward determining whether a quorum is present at each HCQC meeting. The Chair shall preside at all meetings of the committee and shall report on HCQC matters at regular meetings of the Board. The Vice Chair shall be selected by the Chief Medical Officer and shall perform all duties and powers of the Chair in the absence of the Chair or at the Chair's discretion.

6. Peer Review and Credentialing Committee

There shall be a standing Peer Review and Credentialing Committee (“PRCC”) that shall take up issues and make recommendations regarding provider credentialing and recredentialing, patient safety events, peer review, and provider-related grievances and complaints. The Chief Medical Officer shall serve as Chair or appoint a medical director to serve as the Chair of the PRCC. The Chair shall be a voting member of the committee and shall be counted toward determining whether a quorum is present at each PRCC meeting. The Chair shall preside at all meetings of the committee and shall report on PRCC matters at regular meetings of the Board. The Vice Chair shall be selected by PRCC and shall perform all duties and powers of the Chair in the absence of the Chair or at the Chair's discretion.

7. Pharmacy and Therapeutics Committee

There shall be a standing Pharmacy and Therapeutics Committee (“P&T”) that shall function by recommending policies for all matters related to the therapeutic use of drugs and certain medical supplies, with its goal being to ensure continuing patient access to a quality driven, cost-effective, rational, drug benefit through the Alliance Drug Formulary.

The Chief Medical Officer shall serve as Chair or appoint an Alliance Medical Director to serve as the Chair of the P&T. The Chair shall be a voting member of the committee and shall be counted toward determining whether a quorum is present at each P&T meeting. The Chair shall preside at all meetings of the committee and shall report on P&T matters at regular meetings of the Board. The

Vice Chair shall be selected by P&T and shall perform all duties and powers of the Chair in the absence of the Chair or at the Chair's discretion.

#### 8. Strategic Planning Committee

There shall be a standing Strategic Planning Committee that shall take up issues and make recommendations pertaining to long-term planning, including expansion to targeted populations and new businesses, review of business policies, and strategic direction of the Alliance.

The Chair and Vice Chair shall be Board Members, selected and approved by the Board. The Chair shall preside at all meetings of the committee and shall report on Strategic Planning Committee matters at regular meetings of the Board. The Vice Chair shall perform all duties and powers of the Chair in the absence of the Chair or at the Chair's discretion.

### **SECTION 7.D. COMMITTEE MEETINGS**

Committees created pursuant to these Bylaws or other formal action of the Board or Board-created standing committee shall be subject to the provisions of applicable open meeting laws with the exception of the ad hoc committees defined in SECTION 7.A.2 of these Bylaws, and peer review activities of the Peer Review and Credentialing Committee. Committees are subject to the same notice, agenda, order of business, quorum, and recording of meeting, and teleconference requirements applicable to the Board as a whole.

Standing committees may hold special meetings at any time and place as may be designated by the Chair, Chief Executive Officer, or a majority of the members of the committee. The provisions of applicable open meeting laws with respect to special meetings of the full Board shall apply to special meetings of standing committees.

When minutes of a standing committee have been approved, copies of the minutes shall be retained at the offices of the Alliance and be made available for inspection and copying according to applicable law. The Chief Executive Officer has the right, but not the obligation, to participate in the proceedings of the committees.

If both the Chair and Vice Chair of the committee are absent or unable to act at a meeting where a quorum is present, the committee members present shall, by majority vote, select one of the attending committee members to act as Chair pro tempore, with all the authority appurtenant thereto, if the Chair has not selected a committee member to preside at the meeting.

### **SECTION 7.E. REMOVAL OF STANDING COMMITTEE MEMBER**

A standing committee member shall be removed from the standing committee if either of the following occurs:

1. In the opinion of a majority of the other committee members, a member fails to carry out committee duties appropriately;
2. A member fails to attend three (3) consecutive, properly-noticed regular and/or special meetings of the committee without having notified the Chair or Vice Chair of said committee of their need to be absent; or
3. A member ceases to be employed by or be a member of the group from which the member was appointed to the committee; or
4. A member fails to attend fifty-percent (50%) or more properly noticed regular and/or special meetings.

## **ARTICLE 8.**

### **Advisory Groups**

#### **SECTION 8.A. AD HOC ADVISORY GROUPS**

The Board may, from time to time, by way of resolution create ad hoc advisory groups, as it deems necessary to carry out its purposes, and shall appoint the membership. The Chair and Vice Chair of any ad hoc advisory group shall be selected and approved by the Board.

#### **SECTION 8.B. AUTHORITY**

All ad hoc advisory groups shall be advisory only. A recommendation to the Board by any ad hoc advisory group shall be made upon a majority vote of the ad hoc advisory group.

#### **SECTION 8.C. AD HOC ADVISORY GROUP MEETINGS**

An ad hoc advisory group formed by the Board shall comply with open meeting laws unless that ad hoc advisory group is composed solely of Board Members that number less than a quorum, and the ad hoc advisory group has neither a continuing subject matter jurisdiction nor a meeting schedule fixed by formal action of the Board.

Ad hoc advisory groups are subject to the same notice, agenda, order of business, quorum, and recording of meeting, and teleconference requirements applicable to the Board as a whole.

When minutes of an ad hoc advisory group have been approved, copies of the minutes shall be retained at the offices of the Alliance and be made available for inspection and copying according to applicable law. The Chief Executive Officer has the right, but not the obligation, to participate in the proceedings of the ad hoc advisory groups.

If both the Chair and Vice Chair of the ad hoc advisory group are absent or unable to act at a meeting where a quorum is present, the ad hoc advisory group members present

shall, by majority vote, select one of the attending ad hoc advisory group members to act as Chair pro tempore, with all the authority appurtenant thereto, if the Chair has not selected an ad hoc advisory group member to preside at the meeting.

#### **SECTION 8.D. REMOVAL OF AD HOC ADVISORY GROUP MEMBER**

An ad hoc advisory group member shall be removed from the ad hoc advisory group if either of the following occurs:

1. In the opinion of a majority of the other members, a member fails to carry out advisory group duties appropriately;
2. A member fails to attend three (3) consecutive, properly-noticed regular and/or special meetings of the committee without having provided proper notice to do so to the Chair or Vice Chair of said committee; or
3. A member ceases to be employed by or be a member of the group from which the member was appointed to the committee; or
4. A member fails to attend fifty-percent (50%) or more properly noticed regular and/or special meetings.

### **ARTICLE 9.**

#### **Conflicts of Interest**

#### **SECTION 9.A. CONFLICTS OF INTEREST**

The Alliance, its officers, directors and employees, shall, conduct activities in a manner that is in conformity with the laws of the State of California as they pertain to conflicts of interest, including, but not limited to, the following:

1. Political Reform Act. The Board shall adopt and promulgate a conflict of interest code pursuant to the provisions of the Political Reform Act of 1974, and shall be submitted to the Board of Supervisors within six months of the date the Alliance comes into existence pursuant to the effective date of the ordinance codified in this chapter. The Conflict of Interest Code of the Alliance shall, from time to time, be amended by resolution of the Board and approved by the Board of Supervisors. Each Board Member is subject to the provisions of the Political Reform Act, and will be required to execute a statement of economic interests in a manner consistent with the Act and the Conflict of Interest Code.
2. Financial Interests Involving Contracts. Each Board Member shall be subject to the provisions of the California Government Code Section 1090, et seq., relating to personal financial interests in contracts made by the Alliance.

3. Common Law Conflict of Interest. Board Members and officers shall discharge their duties with integrity and fidelity and may not let private interests influence public decisions.
4. Medi-Cal Conflict of Interest Law. The Alliance and its Board Members and officers may be subject to the provisions of the Medi-Cal Conflict of Interest Law as set out in the California Welfare and Institutions Code Section 14030, et seq.
5. Incompatible Activities. Board Members and officers may be subject to the provisions of the California Government Code Section 1125, et seq., pertaining to activities for compensation which are incompatible with the duties connected to the Alliance.

### **SECTION 9.B. CODE OF CONDUCT**

Board Members and standing committee members shall conduct their activities in conformity with the applicable state conflict of interest and incompatible activities laws, statutes, regulations, and rulings to ensure complete impartiality in the conduct of the Board and committee business. Board Members and committee members are personally responsible for conforming to these conflict of interest requirements. A Board Member or standing committee member shall be responsible for declaring a conflict of interest and withdrawing from any and all forms of participation in a matter or decision about which there is, or might be, a conflict of interest. Any disclosure of an actual or potential conflict of interest and a related withdrawal from participation shall be duly noted in the official records.

## **ARTICLE 10.**

### **Liability and Indemnification of Governing Board Members**

#### **SECTION 10.A. NON-LIABILITY OF BOARD MEMBERS**

Board Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation unless otherwise provided by law.

#### **SECTION 10.B. INDEMNIFICATION BY ALLIANCE OF BOARD MEMBERS AND CHIEF EXECUTIVE OFFICER**

To the extent that a person who is, or was, a Board Member, or the Chief Executive Officer of the Alliance has been a party to or involved in the defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person while that person is, or was, an agent of the Alliance, such a person shall be indemnified against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by the person in connection with such proceeding to the extent permitted by law, provided that:

1. The person was acting in good faith and in official capacity on behalf of the Alliance, and;
2. The action was not initiated by the Alliance.

#### **ARTICLE 11.**

##### **Insurance Coverage and Risk Management**

The Alliance shall procure property, casualty, indemnity, and workers' compensation insurance, including, without limitation, directors' and officers' liability and professional liability coverage, in such amounts and with such carriers as the Alliance shall from time to time determine shall be prudent in the conduct of its activities; provided, the Alliance may in its discretion provide self-insurance or participate in consortia or similar associations to obtain coverage in lieu of commercial coverage.

#### **ARTICLE 12.**

##### **Prohibition Against Remuneration for Referrals**

No Board Member, Board Officer, committee member, advisory group member, or employee of the Alliance may solicit or receive any remuneration (including any kickback, bribe, or rebate) directly or indirectly, overtly or covertly, in cash or in kind:

1. In return for referring an individual to a person for the furnishing or arranging for the furnishing of any item or service for which payment may be made in whole or in part under a Federal health care program; or
2. In return for purchasing, leasing, ordering, or arranging for or recommending purchasing, leasing, or ordering any good, facility, service, or item for which payment may be made in whole or in part under a Federal health care program,

#### **ARTICLE 13.**

##### **Grievance System**

The Alliance shall develop and implement a grievance system pursuant to the requirements of the Knox-Keene Health Care Service Act of 1975 and applicable regulations.

**ARTICLE 14.**

**Fiscal Year**

The fiscal year shall be from July 1 through June 30.

**ARTICLE 15.**

**Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted and approved only by a resolution approved by a two-thirds majority of the Board Members present at any regular or special meeting, and approved by majority vote of the Board of Supervisors. Notice of such proposed amendment shall be given in the manner prescribed for notices of special meetings of the Board.

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## CERTIFICATE OF SECRETARY/TREASURER

I, the undersigned, do hereby certify as follows:

1. I am the appointed and acting Secretary/Treasurer of the Alameda Alliance for Health, a local public agency; and
2. The foregoing Bylaws constitute the Bylaws of the Board, as duly adopted by the Board on June 21, 1994, and amended at a regular meeting, duly called and held on the 23rd day of September, 1999, at San Leandro, California. The foregoing Bylaws were approved by the Alameda County Board of Supervisors on November 2, 1999.
3. The foregoing Bylaws were amended at a regular meeting, duly called and held on the 22nd day of May, 2003, at Alameda, California. The foregoing Bylaws were approved by the Alameda County Board of Supervisors on July 15, 2003.
4. The foregoing Bylaws were amended at a regular meeting, duly called and held on the 30th day of November, 2006, at Alameda, California. The foregoing Bylaws were approved by the Alameda County Board of Supervisors on February 27, 2007.
5. The foregoing Bylaws were amended at a regular meeting, duly called and held on the 9 day of June, 2017, at Alameda, California. The foregoing Bylaws were approved by the Alameda County Board of Supervisors on September 12, 2017.
6. The foregoing Bylaws were amended at a regular meeting, duly called and held on the 12th day of February, 2021, at Alameda, California. The foregoing Bylaws were approved by the Alameda County Board of Supervisors on March 2, 2021.

DocuSigned by:

*Scott Coffin*

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Secretary/Treasurer for the Board