

**FOREST COUNTY POTAWATOMI COMMUNITY
HEALTH ADVISORY BOARD REVISED BYLAWS**

Article 1: Name and Purpose.

Section A. The official name of this committee shall be the **Health Advisory Board**. The Board was established by Executive Council Resolution Number 0066 on December 27, 1977 pursuant to the powers granted to the Executive Council in Article V, Section 1(e) of the Forest County Potawatomi Community Constitution. This Board operated pursuant to revised bylaws between June 9, 2004 and the date these Revised Bylaws were approved by the Executive Council.

Section B. The Board shall exist only during such times as it may be authorized by the Executive Council or the General Council.

Section C. The purposes and duties of this Board shall be to:

1. Purposes:
 - a. Provide recommendations to the Executive Council and the Health and Wellness Division Administrator regarding issues related to community health care needs and programs available to the Tribal Community and residents of the surrounding area;
 - b. Provide recommendations for improving and strengthening the quality of the services and programs offered by the Health and Wellness Center; and
 - c. Offer members of the Tribal Community an opportunity to participate, via public input, in the identification and evaluation of new and existing services and programs offered by the Health and Wellness Center. Such Tribal Community input shall be placed on the Board's agenda for consideration.

2. Duties:
 - a. Analyzing and offering suggestions for improving existing services and programs. Specific facility employment matters do not fall under the scope of duties of the Health Advisory Board.
 - b. Considering the needs and health priorities of members of the Tribal Community and residents of the surrounding area, and proposing changes to the services and programs to accommodate those needs.
 - c. Participating in the development of plans for strategic growth of the Health and Wellness Center.
 - d. Providing regular reports to the Executive Council (including those required herein) and the Health and Wellness Division Administrator, describing the issues considered by the Health Advisory Board and documenting the Health Advisory Board's recommendations with regard to those issues.
 - e. Meeting with the Health and Wellness Division Administrator to remain up to date on the progress and plans for on-going improvement of the Health and Wellness Center.
 - f. After training by Health and Wellness staff, participating in the patient complaint process as set forth in the Patient's Rights Brochure. The Health Advisory Board will not be involved in grievances related to employment matters of the facility.

- g. Holding open public meetings on issues related to the services and programs offered by the Health and Wellness Center. The Health Advisory Board may not hold public meetings which discuss specific facility employment matters.
- h. Performing additional duties as may be delegated to the Health Advisory Board by the Executive Council, or as may be suggested for consideration from time to time by the Health and Wellness Division Administrator.

Final authority over the Health and Wellness Center rests with the Executive Council.

Article II: Membership:

Section A. The Health Advisory Board shall consist of no fewer than five (5) members, including the Chair; the Chair will only vote in case of a tie. The Health and Wellness Division Administrator shall serve as an *ex-officio* member of the Board. The Division Administrator will provide the Board with the expertise and support necessary to frame the issues for consideration by the Board. The *ex-officio* member shall not be entitled to vote on matters coming before the Board.

Section B. Appointments to the Board, including for vacancies, shall be made by the Executive Council.

Section C. The members shall be representative of the diversity of viewpoints in the Forest County Potawatomi Tribal Community and shall have the following general qualifications:

1. Be an adult member of the Forest County Potawatomi Community at least twenty (20) years of age; and
2. Have an interest in and understanding of issues involved in the operation of a health clinic and a commitment to the mission and philosophy of the Health and Wellness Center.

Section D. Standard terms of service for the Health Advisory Board shall be for three (3) years, except when the appointment is to fill an unexpired term. Any appointment made to fill a vacancy shall only be for the remainder of the unexpired term. At the time these Bylaws are approved by the Executive Council, one (1) year will be added to each then-existing term to fulfill this 3-year requirement. The member terms shall be for three (3) years and remain staggered as equally as possible thereafter.

Section E. All Board annual term renewal dates shall be based on a May 1st to April 30th committee year. If such dates fall on a weekend or holiday, the annual term renewal date shall fall on the tribal business day immediately preceding such weekend day or holiday.

Section F. Members of the Board shall receive compensation for meetings per the Executive Council Committee Compensation Policy, provided that the Board member is in attendance at an official meeting with quorum present during which business is transacted. Any Board member travel requests shall be submitted to the appropriate Executive Council staff person for processing.

Section G. Telephonic or closed-circuit participation in the meeting may be permitted for exigent circumstances, at the discretion of the majority of the Board.

Section H. All Board members shall take the tribal Oath of Office and be sworn in before beginning any official duties. All Board members shall be responsible for compliance with the “Tribal Official and Employee Ethics” Ordinance (1-6 FCPC Code).

Article III: Officers and Their Duties

Section A. The Health Advisory Board shall have the following officers: a chair, vice-chair and a secretary.

Section B. The officers shall be elected annually by a majority vote of the Board members at an annual meeting. The annual meeting shall be held in the month following the Board’s annual term renewal date (April 30th) so as to allow participation by newly-appointed members.

Section C. The chair shall be elected on an annual basis by the Board members from among those members who have served on the Board for at least one (1) year. He/she shall not vote except in case of a tie. His/her other duties shall include:

1. To preside over meetings of the Board, according to Robert’s Rules of Order, Revised;
2. To represent the Board before the Executive Council, at the request of the Council or the Board.
3. With the secretary, prepare an agenda for each Board meeting.
4. Call special meetings of the Board to act on urgent Board matters between regular meetings.
5. Responsibility for the supervision and coordination of all of the affairs of the Health Advisory Board.

Section D. The vice-chair shall perform the duties of the chair in his/her absence and such other duties and responsibilities as requested by the chair from time to time.

Section E. The secretary shall:

1. Keep records of the attendance of members at meetings.
2. Keep a record of topics discussed and recommendations made in official minutes. In the absence of the Board secretary, or at its discretion, the Board may request minutes be recorded by an Executive Council administrative assistant (if present). Neither the absence of the secretary nor the lack of an Executive Council administrative assistant present shall relieve the Board from the obligation to record minutes of their meeting and submit those minutes to the Executive Council in a timely manner.
3. Maintain a permanent record file of Board activities.
4. Within ten (10) business days after each official meeting, distribute a copy of meeting minutes to all members of the Board and the Executive Council. No Board member(s)

shall receive compensation for an official meeting of the Board unless meeting minutes have been submitted to the Executive Council for that meeting.

5. Provide an annual report to the Executive Council on the Board's activities by the first Thursday in April. The annual report shall include, at a minimum: a list of all meetings held during the Board annual year; attendance reports for each Board member; a summary of all Board activities; a certification from the board chair that all agendas and meeting minutes have been sent to the Executive Council, and; a statement detailing the remaining terms for each Board member.
6. With the chair, prepare an agenda for each Board meeting.
7. Transfer all records created pursuant to this Section to any succeeding Board secretary at the conclusion of his/her term.

The Board and the Health and Wellness Division Administrator may agree to have a departmental staff person assist the secretary with these duties, but the secretary shall be responsible for ensuring the accuracy of any records or reports produced.

Article IV: Meetings

Section A. There shall be at least one meeting of the Health Advisory Board each month. The first meeting held after the annual term renewal date for the Board shall be The Board's annual meeting. The monthly meetings shall be held during regular business hours (7:00 a.m to 5:00 p.m., Monday-Thursday) at a location designated on the agenda. If the Health and Wellness Division Administrator concurs, the chair may call for additional meetings when necessary. At least four (4) of the monthly meetings per year shall include a budget information sharing report from the Health and Wellness Division Administrator. The Health Advisory Board shall meet with the Executive Council at the Executive Council's discretion.

Section B. Meeting dates may be changed by consensus.

Section C. The chair, or the Board by a one-third (1/3) vote, may call special meetings of the Board to act on urgent Board matters between regular meetings. Written notice of the special meetings shall be provided to each Board member (including *ex officio* member) at least one (1) day in advance of the meeting date. Such notice shall generally state the nature of the issues to be considered at the meeting.

Section D. The secretary shall mail written notices of regular meetings (email acceptable) to all members of the Board at least two (2) weeks before each regular meeting.

Section E. All Board meetings shall be open to adult members of the FCP Community. The Board may go into executive session, by majority vote, to discuss confidential issues. The secretary shall clearly identify each executive session in the minutes. During executive sessions, only Board members, special invitees and such employees/staff as the Board determines are necessary may remain in the Board meeting.

Section F. A Board quorum shall consist of a simple majority of all members of the Board. A quorum shall be required for any official action of the Board. If less than a quorum is present at

any Board meeting, a majority of those present may adjourn the meeting from time to time without further notice. Attendance and action by proxy shall not be permitted.

Article V: Vacancies

Section A. A vacancy on the Board shall be filled by the Executive Council in a timely manner.

Section B. Resignation from the Board must be in writing and received by the secretary. Upon receipt of such notice, the Board shall immediately notify the Executive Council of the vacancy.

Article VI: Removal

Section A. All Board members are subject to removal from office by the Executive Council for any of the following reasons:

1. Gross negligence of duty.
2. Failure to attend three regular scheduled meetings within one calendar year without just cause.
3. Failure to comply with the Tribal Constitution, applicable tribal ordinances and/or the bylaws of the Health Advisory Board.
4. Violating the oath of office.
5. Failure to disclose any action or information to the Executive Council when requested to do so by a motion of the Executive Council relating to paragraphs 1-4 of this section.

Section B. Any Board member may be removed by a majority vote of the Executive Council members at a regular or special meeting called for that purpose, providing quorum is present. The affected Board member will be provided written notice and will be asked in writing to be present at the meeting where the removal will be discussed. As long as such notice is provided, the affected Board member's presence is not required for official action by the Executive Council. If the Board member chooses to attend the meeting, the decision whether to remove or not remove the Board member will be made after the affected Board member has had an opportunity to address the allegations against him/her and leaves the meeting.

Section C. If the Health Advisory Board wishes to recommend the removal of a Board member for violation of Article VI, Section A, they must pass a resolution by a majority vote of the entire Board (quorum present) for the Executive Council to consider the removal. The resolution must state clearly the reason(s) for the recommended removal. The resolution, once adopted by the Board, will be forwarded to the Executive Council Secretary.

Section D. Should the Executive Council vote in the affirmative to remove the affected Board member, the Executive Council will notify the Board member that they are no longer a member of the Board and will remind the member of his or her oath of office in regard to continued confidentiality. The removal decision by the Executive Council shall be final.

Section E. Should the Executive Council vote against removal, the Board member will remain on the Board in accordance with these bylaws.

Section F. The Board may remove an officer from his/her position, by a two-thirds (2/3rds) vote at a special meeting called for that purpose, provided a quorum is present. A removed officer will remain a Board member. The Board shall notify the Executive Council of its decision to remove an officer from his/her position. The Board decision to remove an officer shall be final. Vacant officer positions shall be filled by the Board at the next regular scheduled meeting.

Article VII: Bylaws Adoption and Amendment

Section A. A majority vote of the Executive Council (quorum present) shall be required to adopt, or for any amendments to, these bylaws.

Section B. The Health Advisory Board may propose an amendment of these bylaws if a majority of the Health Advisory Board members have voted in favor of the proposed amendments. A written copy of the proposed amendments must be distributed to all members of the Health Advisory Board at least five (5) days in advance of the meeting at which the proposed amendments will be voted on.

Article VIII: Conflict of Interest

Section A. Any Health Advisory Board member having a material financial interest in a contract or other transaction presented to the Health Advisory Board shall make a prompt, full and frank disclosure of such person's interest to the Health Advisory Board prior to the Health Advisory Board's consideration of such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction that might reasonably be construed to be adverse to the Health and Wellness Center's interests. The Health Advisory Board shall thereupon determine, by majority vote (not including the interested Health Advisory Board member), whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, influence, or participate (other than to present factual information to or respond to questions) in the discussions and deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon (but may not vote on the matter). The minutes of the meeting shall reflect the disclosure made, the vote and, where applicable, the abstention from voting and whether a quorum was present. For purposes of this Section, a person shall be deemed to have a "material financial interest" in a contract or other transaction if such person: (a) is the party (or one of the parties) contracting or dealing with the Health and Wellness Center; (b) is a director or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Health and Wellness Center; or (c) is the spouse, sibling, ancestor, or lineal descendant of any person identified in either of the preceding clauses.

Article IX: Code of Conduct

Section A. The Health Advisory Board hereby establishes its Code of Conduct to provide guidance to its Board members regarding ethical and behavioral consideration and/or actions as they address their duties and obligations during their appointed term. The Board expects of itself

and its members ethical and business-like conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as a Board member.

Section B. The following shall be the principle standards of the Code of Conduct:

1. Board members shall not engage in criminal, infamous, dishonest, immoral or disgraceful conduct which would be detrimental to the Board or to the Forest County Potawatomi Community.
2. Board members shall avoid conflicts of interest with his/her Board responsibilities. Board members who are directors or employees of a Tribal program shall not vote on any motion or other issue directly related to or affecting that program or immediate family member.
3. Board members shall not use confidential information gained in the course of their appointment for private gain and only disclose confidential information with specific approval.
4. Board members shall focus their efforts through cooperation and positive interactions with each other with respect and be supportive of department staff that give reports to the Board.
5. Board members shall excuse themselves from discussion or voting on any matter in which they have a conflict of interest. If the Board believes that a member of the Board has a conflict of interest and that Board member does not excuse his or herself, the Board, by motion, may require that Board member to excuse him or herself from the discussion and/or vote.
6. Board members shall be required to sign a Health and Wellness Center Statement of Confidentiality and a Code of Conduct.
7. Board members shall interact in a professional manner during the course of executing duties or communications resulting from Board membership.
8. Board members will treat staff with respect.

Article X: Fiscal Year

Section A. The Board's fiscal year shall be from October 1 through September 30 for purposes of tribal funding.

Policy History:

Approved by Executive Council Motion on April 6, 2021.

Approved by Executive Council Resolution No. 000-0000 on April 6, 2013 to comply with Executive Council Policy on Uniform Bylaws for Committees, adopted by Executive Council Resolution 093-2012 on November 21, 2012, as amended.

Prior bylaws in effect from June 9, 2004 through the adoption date of these Revised Bylaws.

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These Bylaws are effective as of 5.1.2021