

North Central Accountable Community of Health

By Laws

- **Originally signed and approved on 3/06/17**
- **Update approved at 6/5/17 Board Meeting**
- **Update approved at 3/1/21 Board Meeting**
- **Update to section 6.3 approved at 12/6/21 Board Meeting**
 - **12/6/22 Board Meeting – add local elected official seat**

BYLAWS OF
The North Central Accountable Community of Health
(NCACH)

I. OFFICES AND REGISTERED AGENT

The registered office of the North Central Accountable Community of Health, hereinafter “NCACH,” shall be located in the State of Washington at such place as may be fixed from time to time by the Governing Board upon filing of such notices as may be required by law.

NCACH shall be a Washington nonprofit corporation, organized under RCW 24.03. Until otherwise designated by the Governing Board, the Registered Agent shall be the Chelan-Douglas Health District (CDHD), and NCACH shall have a business office identical with such registered office.

II. ORGANIZATION MISSION AND PURPOSE

2.1 **Mission**. The mission of NCACH is to advance whole-person health and health equity in North Central Washington by unifying stakeholders, supporting collaboration, and driving systemic change, with particular attention to the social determinants of health.

2.2 **Purpose**. The NCACH shall operate exclusively for charitable and educational purposes under 501(c)(3) of the Internal Revenue Code, or any successor provision of the Internal Revenue Code. Consistent with this purpose, the property of the NCACH shall be irrevocably dedicated to charitable purposes and no part of the net earnings, properties or other assets shall inure to the benefit of any private person, individual, Board member, or officer of the NCACH. Notwithstanding the foregoing, this provision shall not prevent payment of reasonable compensation for services performed for the NCACH in carrying out its public or charitable purposes, provided that such compensation is approved by the Governing Board and not prohibited by the Articles of Incorporation, these Bylaws, or any statute governing the NCACH, and that no person shall be entitled to share in the distribution of, and shall not receive any of the NCACH’s assets upon dissolution of the corporation.

III. GOVERNANCE STRUCTURE

3.1 **Overview**. The NCACH governance consists of a Governing Board only and shall have no Members.

3.2 **Governing Board - Power and Duties**

3.2.1 **Powers**. Prudent management of all the NCACH’s affairs, assets, property shall be vested in the Governing Board (the “Board”). The Board shall have the powers expressly conferred by these Bylaws, any Articles of Incorporation, and any and all applicable laws, rules and regulations, including House Bill 2572 (2014) and the RCWs referred to therein. While, the Board may delegate the management of the day-to-day operation of the organization to another public or private entity, committee, or person, the activities and affairs of the organization shall be managed and all organization powers shall be exercised

under the ultimate direction of the Board. Board members shall not delegate or proxy their respective responsibilities and rights as members of the Board pursuant to these Bylaws.

3.2.2 **General Duties.** The Board shall have the following general duties:

- A. Provide strategic direction of the organization and develop a long-range sustainability plan for NCACH.
- B. Act as liaison for NCACH to Washington State on issues of funding, governance, alignment of state initiatives with regional preferences and other health care initiatives or topics that may arise relevant to the NCACH's mission.
- C. Be responsible for ensuring that NCACH complies with applicable federal, state, and local laws and regulations, and that it adheres to its stated purposes, and that its activities advance its mission.
- D. Oversee, monitor and review as necessary the governance documents of the NCACH, including bylaws, policies, and articles of incorporation.
- E. Enact policies and charters to delineate the duties, selection and responsibilities of committees and workgroups, and their interaction with the Board.
- F. Enact policies relating to the responsibilities of the NCACH's Executive Director, and any administrative or backbone organization engaged and authorized to carry out, facilitate or support the administrative and business activities of the NCACH.
- G. Select, evaluate and terminate the Executive Director.

3.2.3 **Responsibilities.** In addition to all other powers and duties described above and granted by law, the Board shall have the following power and authority:

- A. Oversee and facilitate a community based process intended to improve whole person health and health equity in the North Central Washington.
- B. Approve an annual budget and provide financial oversight.
- C. Insure legal and ethical integrity in all its dealings and maintain accountability with regard to its purposes.
- D. Determine, carry out, evaluate and revise the NCACH's strategic priorities to fulfill the NCACH's mission and purpose.
- E. Enhance the public awareness of NCACH.

3.3 **Board Number.** The number of Board members shall be determined from time to time by a vote of the Board, provided the Board shall consist of not less than twelve (12) and not greater than twenty-one (21) members, together with the Executive Director, who shall be a non-voting ex officio member of the Board. The Board shall have the power to add additional members by a vote of sixty percent (60%) of the total voting members of the Board at any regular or special meeting of the Board. The change in number of Board members shall not shorten or extend the

term of any incumbent Board member, whose term may be impacted only as provided by these Bylaws.

3.4 **Board Term.** Board terms shall be three (3) years. No Board member may serve more than three (3) consecutive full terms, unless such member has been appointed by a Tribal entity. If a Board member is fulfilling an existing term, that term will not count towards their 3 term maximum if the remainder of the term is less than 12 months.

3.5 **Board Membership Composition: Sector Representation.** The Board shall consist of community leaders, representatives of key community institutions, and others who are considered representative of the North Central Regional Service Area and interested in whole person health and health equity. The Board is intended to reflect the breadth and diversity of the community and will include representatives from a variety of healthcare organizations, business, government, social services, community based organizations, education, and healthcare consumers. The Board composition includes representations from the sectors listed below, and the Board may approve inclusion of additional sectors.

	SECTOR REPRESENTED	NUMBER OF BOARD SEATS
a	Behavioral Health	1
b	Confluence Health	1 (primary care) 1 (Central WA Hospital)
c	Public Hospitals	1 1
d	Federally Qualified Health Clinic	1
e	Business Community	1
f	Elected Officials	1 (State Government) 1 (Local Government)
g	Education	1
h	Public Health	1
i	Area Agency on Aging	1
j	Hispanic Community	1
k	Medicaid Managed Care Organizations	1
l	Tribal Representative	1
m	Consumer Seat	1

n	At-large Seat	1
o	At-large Seat	1
p	CHI – Grant	1
	CHI - Okanogan	1
	CHI – Chelan-Douglas	1

3.6 **Nomination and Election of Board Members following Initial Term.** The Nominating Committee and Executive Committee shall work together to vet and nominate potential members to the Board and shall forward the list of nominees to the Board for consideration. The Board approves membership to the Board and shall elect the Board members in the case of a vacancy caused by removal, resignation or death of a Board member, at any regular or special meeting of the Board. The Nominating Committee is responsible for maintaining the list of Sectors and accompanying representative selection procedures.

3.7 **Meetings.**

3.7.1 **Annual Meeting.** An annual meeting of the Board shall be held each year in December. At this meeting the Board shall approve a budget for the activities of the NCACH for the following year, and elect new Board members and officers to fill expiring terms.

3.7.2 **Regular Meetings.** Regular Board meetings shall be scheduled by the Board at least four (4) times per year. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. If there is no resolution in place, the Board shall use best efforts to provide no less than three (3) calendar days’ notice to Board members.

3.7.3 **Virtual meetings.** Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone, teleconferencing system, or similar communication equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting for attendance records.

3.7.4 **Place of Meetings.** All meetings shall be held at the principal office of the organization or at such other place within the State of Washington designated by the Board or by any persons entitled to call a meeting.

3.7.5 **Special Meetings; Notice.** A special meeting of the Board may be called by the Chair or by any five (5) voting members of the Board. Notice of special Board or committee meetings shall be given to Board members in writing by email or regular mail, or by personal communication with the Board member not less than 48 hours before the meeting. Notices in writing may be delivered, mailed, emailed, or faxed to the Board member at his or her address, facsimile number or e-mail address shown on the records of the organization. Neither the business to be transacted at, nor the purpose of any special

meeting need be specified in the notice of such meeting except that the notice shall specify the consideration of any removal of a Board member or officer if such action is to be considered at the meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. If notice is by email or facsimile, it shall be effective on the earlier of: twenty-four (24) hours after sending without receipt of an error or non deliverable message by the sender, or such time as the sender receives a “delivered” notification or confirmation via e-mail or facsimile.

3.7.6 **Waiver of Notice**

3.7.6.1 **In Writing.** Whenever any notice is required to be given to any Board member under the provisions of these Bylaws, the Articles or applicable Washington law, the party entitled to such notice may waive it. A waiver in writing, signed by the person entitled to such notice, or delivered from an email address belonging to the person entitled to such notice shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice.

3.7.6.2 **By Attendance.** The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.7.7 **Quorum.** A simple majority of the voting Board members then in office at the beginning of each meeting shall constitute a quorum for the transaction of business.

3.8 **Attendance.** Board members are expected to regularly attend Board meetings and shall notify the Board Chair in advance if they are not able to attend a meeting. A Board member may be removed if such member is absent from more than one-third (1/3) of the regularly scheduled Board meetings in any given calendar year.

3.9 **Voting and Manner of Acting**

3.9.1 **Board Actions.** Each Board member will have one (1) vote. The act of the majority of the Board members present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is expressly and clearly required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.9.2 **Presumption of Assent.** A Board member at a Board meeting at which action is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Board member files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Board member who voted

in favor of such action. A Board member unable to attend a meeting, can by proxy submit a written communication to the Board chair prior to the meeting detailing their vote and any information they would like to provide to the whole Board. A Board member who submits a proxy vote does not count towards a quorum at a Board meeting. Board members cannot ask another individual to attend a meeting in their place to act as a proxy vote.

3.9.3 **Action by Board without a Meeting.** Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Written consent may be delivered electronically. Any such written consent shall be inserted in the corporation's records and minutes, as if it were the minutes of a Board meeting.

3.9.4 **Resignation.** Any Board member may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the NCACH, or by giving oral or written notice at any meeting of the Board members. The resignation shall be effective at the time stated in the resignation, or if there is no time specified, then upon delivery of such resignation. The acceptance of such resignation shall not be necessary to make it effective.

3.9.5 **Removal from Office.** Any Board member (except a Tribal entity representative) may be removed by a sixty percent (60%) vote of all of the voting members of the Board (determined without counting the vote of the Board member subject to removal) for any reason and without necessity of cause. A vote to remove may occur at an annual, regular or special meeting of the Board; provided that if such vote is to occur at a special meeting, the notice of special meeting must include the consideration of removal in the notice of meeting.

3.9.6 **Vacancies on the Board.** Sector representatives will work with the Nominating Committee to identify candidates to the Board to fill vacant positions. Vacancies occurring on the Board may be voted on and ratified at any regular or special Board meeting by the remaining Board members. Newly elected Board members shall serve the remaining term of the vacant position. The Board shall use its best efforts to fill the vacancy within sixty (60) days of the resignation, removal, or death of a Board member.

3.9.7 **Duty of Loyalty.** Board members shall put the NCACH interests ahead of their own when making all decisions in their capacities as NCACH fiduciaries. They must act without personal economic conflict, and are required to sign a conflict of interest policy upon election to the Board and annually, as further set forth in Article VII.

IV. OFFICERS: EXECUTIVE COMMITTEE

4.1 **Membership and Term.** The Board will elect officers to the following positions: Chair, Vice Chair, Secretary, and Treasurer. These officers will form the Executive Committee, together with the Executive Director of the NCACH who will be a non-voting ex-officio member. Executive

Committee members will serve a one-year term, and no member may serve in the same Executive Committee position for more than three (3) consecutive terms. If an Executive Committee member is fulfilling an existing term, that term will not count towards their 3 term maximum if the remainder of the term is less than 6 months.

4.2 **Purpose and Authority**. The Executive Committee will make decisions consistent with the NCACH's mission, purpose and current policies. Policy and significant substantive decisions shall be reserved to the Board. Greater than 50% of the Executive Committee members shall be sufficient to constitute a quorum for the transaction of business.

By way of example, and without limitation as to the Executive Committee's purpose and authority, the Executive Committee is responsible for:

- a. working with the Chair, the Executive Director, and staff (including any administrative or backbone organization with whom the NCACH has contracted) to ensure the carrying out of the business of the NCACH, including acting on any matters as directed by the Board;
- b. acting on urgent or emergent business which may arise between regularly scheduled NCACH meetings, and for which the Executive Committee determines that acting without a meeting as provided under these Bylaws is not practicable due to time constraints of the matter requiring action; and
- c. additional duties as delegated by the NCACH Board.

The Executive Committee shall meet on a regular basis, sufficient to enable to it to carry out its purposes. The Executive Committee shall inform and report to the Board regarding decisions made by the Executive Committee, including any urgent action taken by the Executive Committee between Board meetings and seek ratification and approval by the Board for such actions at the next meeting of the Board. The failure of the Board to ratify an Executive Committee action at the next Board meeting shall not nullify such act, if it was relied upon in good faith by a third party. The Board may at any time vote to provide a written delegation of authority to the Executive Committee expressly outlining the Executive Committee's specific authority. If the Board does not ratify any such action taken, the Board may limit or suspend the Executive Committee's ability and authority to take similar actions, or any action.

4.3 **Chair**. The Chair shall preside at all meetings of the Board and the Executive Committee, shall have general supervision of the affairs of the organization, including the Executive Director of the NCACH and shall perform such other duties as are incident to the office or are properly required of the Chair by the Board. The Chair shall work with the staff to plan Board agendas. When required, the Chair shall act as a spokesperson for the NCACH (consistent with any direction by the Board and the mission and purpose of the NCACH) as required and shall carry out such other duties as are incident to the office or are properly required of an effective Chair or the Board.

4.4 **Vice Chair**. During the absence or disability of the Chair, the Vice-Chair shall exercise all of the functions of the Chair. The Vice-Chair shall have such powers and discharge such other duties as may be assigned to him or her, from time to time, by the Board.

4.5 **Secretary.** The Secretary of the Board is responsible to ensure the completion and accuracy of all meeting minutes and records of the Executive Committee and full Board meetings and to perform such other acts as are incident to the office or as the Chair or Board may direct.

4.6 **Treasurer.** The Treasurer is accountable, and shall have oversight responsibility, for all funds belonging to the NCACH. The Treasurer shall advise the Board on its fiscal responsibilities and shall insure that policies and procedures regarding financial transactions, accounting procedures and the disposition of assets are followed as prescribed by the Board, the Bylaws, and applicable law.

4.7 **Delegation.** If any other officer of the NCACH is absent or unable to act and no other person is authorized to act in such person's place by the provision of these Bylaws, the Board may, from time to time, temporarily delegate the power or duties of such officer to any other Board member.

4.8 **Resignation.** An officer may resign by delivering written notice to the other members of the Executive Committee. Such resignation shall be effective at the time stated in the resignation, or if there is no time specified, then upon delivery of such resignation. The acceptance of such resignation shall not be necessary to make it effective.

4.9 **Removal.** Any officer may be removed by the Board with or without cause by a minimum of sixty percent (60%) vote of all of the voting members of the Board, if they deem it in the best interest of the NCACH.

4.10 **Vacancies.** Any vacancy on the Executive Committee (whether due to removal, death or resignation) shall be filled by a majority vote of the remaining members of the Governing Board within two regularly scheduled Board meetings.

V. COMMITTEES AND WORKGROUPS

5.1 **Appointment.** The Board may appoint, from time to time, from its own members and/or the public, standing or temporary committees or workgroups consisting each of no fewer than two (2) Board members. A "workgroup" will be charged with working on a specific or discrete issue, as determined by the Board. Board members are expected to serve and participate on such committees and workgroups.

5.2 **Responsibilities and Limitations.** The committees or workgroups may be vested with such powers as the Board may determine by resolution passed by a majority of the Board. No committee or workgroup (including the Executive Committee) shall have the authority of the Board in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Board member or officer of the organization; amending the Articles, adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the organization other than in the ordinary course of business; authorizing the voluntary dissolution of the organization or adopting a plan for the distribution of the assets of the organization; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall

not be amended, altered, or repealed by such committee or workgroup. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the organization. The designation of any such committee and the delegation of authority thereto shall not relieve the Board or any member thereof of any responsibility imposed by law.

5.3 **Standing Committees.** In addition to the Executive Committee, as of the date of these Bylaws, the Nominating Committee is the only other standing committee.

5.3.1 **Nominating Committee Functions.** Not less than 90 days before the annual meeting, or as may be necessary to fill a vacancy, the Nominating Committee will evaluate Sector representatives as nominated by interested parties, or propose such Sector representatives. At least 30 days before the annual meeting, the Nominating Committee will forward the nominations to the Board for approval and voting at the annual meeting.

VI. FINANCE AND ADMINISTRATIVE

6.1 Fiscal Year. The fiscal year of NCACH shall commence on January 1 and end on December 31 of each year.

6.2 Finance. It is anticipated that the finances of the NCACH will either be stand alone or will be administered by a backbone organization pursuant to a written agreement. The annual budget shall be prepared by the Executive Director and approved by the Board at the annual meeting of the Board. If consistent with the operation of the backbone organization, the Board may establish by resolution a general fund of the NCACH with said fund administered by the Executive Director. This fund may be utilized for the payment of general operating expenses.

6.2 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of NCACH, and that authority may be general or confined to specific instances.

6.3 Checks, Drafts, Deposits Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NCACH shall utilize a two-step verification process that is finalized and signed by the Executive Director or at least one (1) Board officer. A summary of monthly expenditures will be shared with the Board Treasurer and/or applicable committee for review. Funds of the NCACH shall be deposited in a timely manner to the credit of NCACH in the banks, trust companies or other depositories as the Board may select.

6.4 Remuneration. No salary shall be paid to members of the Board, committee, workgroup, or Coalition. Members may be reimbursed for reasonable and necessary expenses incurred for the purposes of doing business, and attending meetings on behalf of NCACH. Such expenses incurred may be reimbursed provided appropriate documentation and timely submission of expense receipts are provided within sixty (60) days of such occurrence.

6.5 No Loans. No loans shall be contracted on behalf of the NCACH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. That authority may be general or confined to specific instances. No loans shall be made by the NCACH to a Board member nor shall the NCACH guarantee the obligation of a Board member unless

either: (a) the particular loan or guarantee is approved by the vote of a majority of the votes represented by members in attendance at the meeting upon which the matter is considered, except the vote of the benefited Board member, or (b) the Board determines that the loan or guarantee benefits the NCACH and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees.

6.6 Parliamentary Procedure. The rules contained in “Robert’s Revised Copy,” Robert’s Rules of Order, shall govern the NCACH in all cases to which they are applicable and which are not inconsistent with the Articles and these Bylaws of NCACH. The Board, in its discretion, may adopt alternate rules of procedure provided such rules are not inconsistent with the Articles and these Bylaws, or any amendments thereto.

6.7 Books and Records. NCACH shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board, and shall keep at its registered office a register of the names and addresses of its Board. All books and records of NCACH may be inspected by any member of the Board, or his agent or attorney, for any proper purpose at any reasonable time.

VII. CONFLICT OF INTEREST

7.1 Conflict of Interest: Policy and Periodic Review. The NCACH shall have a conflict of interest policy in effect at all times, which policy shall be adopted by the Board. All Board members will review, ratify and sign the policy at the beginning of their initial term and annually thereafter. To ensure ongoing compliance and operation of the NCACH consistent with its mission and purpose and if necessary to preserve any tax-exempt election made by the NCACH, the Board shall periodically review the conflict of interest policy and these Bylaws for compliance.

7.2 Contents of Policy. The conflict of interest policy shall define what constitutes a conflict of interest, the conflict notification and disclosures required by each member of the Board not less than annually, and the protocol for considering, approving or disapproving a transaction involving a conflict of interest.

VIII. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

8.1 Indemnification: General. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he or she is or was a Board member or officer of NCACH, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent or in any other capacity, shall be indemnified and held harmless by NCACH to the full extent permitted by the Washington Non-Profit Corporation Act, RCW 23B.08.320, and RCW 23B.08.500 through 23B.08.600, as now enacted or hereafter amended, against all expense, liability and loss (including,

without limitation, attorneys' fees, judgments, fines, and all amounts to be paid in settlement) actually, or reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a Board member, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. No indemnification shall be provided under this Article to any such person if NCACH is prohibited by the provisions of the Washington Non-Profit Corporation Act, RCW 23B.08.320, RCW 23B.08.500 through 23B.08.600, as now enacted or hereafter amended, or any other applicable law as then in effect from paying such indemnification.

8.2 **Insurance.** NCACH shall have power to purchase and maintain insurance, at its expense, to protect itself, and any person who is or was a Board member, officer, employee, or agent of NCACH, or is or was serving at the request of NCACH as an officer, employee or agent of another association, partnership, joint venture, trust, other enterprise, or employee benefit plan against any expense, loss, or liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not NCACH would have the power to indemnify him or her against such liability under the provisions of this Article or any applicable law.

8.3 **Authority to Indemnify.** This Article is intended to authorize NCACH to indemnify officers, Board members, employees or agents to the fullest extent permitted by RCW 23B.17.030, RCW 23B.08.320 and RCW 23B.08.500 through 23B.08.600, as now enacted or hereafter amended. In the event of a change in the applicable law permitting greater indemnification, the Board is authorized to take the appropriate action to cause NCACH to provide such indemnification.

IX. DISTRIBUTION.

Upon dissolution of the NCACH, all assets shall be distributed to a like agency that qualifies as exempt under section 501(c)(3) of the Internal Revenue Code, or any successor statute. Decisions regarding dissolution will be made by the Board; provided that no transfer will be made that will adversely affect the NCACH's exempt status.

X. AMENDMENTS

With approval of a minimum of sixty percent (60%) of the voting membership of the Board, The Board shall have power to make, alter, amend and repeal the Bylaws of NCACH. The Board shall receive ten (10) business days' notice of any proposed action to alter or amend the Bylaws of NCACH. This may be accomplished at either a regular or special meeting.