

BYLAWS
OF THE SANTA CRUZ-MONTEREY-MERCED
MANAGED MEDICAL CARE COMMISSION

ARTICLE I. AUTHORITY AND PURPOSE

These Bylaws are adopted by the Santa Cruz-Monterey-Merced Managed Medical Care Commission, hereinafter referred to as the “Commission” to establish rules, policies and procedures for its proceedings. The purpose of the Commission is to negotiate exclusive contracts with the California Department of Health Care Services, to arrange for the provision of health care services to qualifying individuals, as well as those other purposes set forth in the enabling ordinances enacted by the respective counties. The Commission was established by the Board of Supervisors of Santa Cruz County, the Board of Supervisors of Monterey County, and the Board of Supervisors of Merced County under the statutory authority of California Welfare and Institutions Code, Division 9, Part 3, Chapter 7, Article 2.8, entitled “County Health Systems,” Section 14087.54. These Bylaws and any amendments to these Bylaws must be approved by the Santa Cruz County Board of Supervisors, the Monterey County Board of Supervisors, and the Merced County Board of Supervisors as specified in Chapter 7.58 of the Santa Cruz County Code, Chapter 2.45 of the Monterey County Code, and Chapter 9.43 of the Merced County Code.

ARTICLE II. COMMISSIONERS

- 2.1 Number. The Commission shall consist of twenty-one (21) voting members.
- 2.2 Appointment. Seven members of the Commission shall be appointed by the Santa Cruz County Board of Supervisors, hereinafter referred to as the Santa Cruz Board, seven members of the Commission shall be appointed by the Monterey County Board of Supervisors, hereinafter referred to as the Monterey Board, and seven members of the Commission shall be appointed by the Merced County Board of Supervisors, hereinafter referred to as the Merced Board. Each Commission member shall serve at the pleasure of the Board appointing him or her.
- 2.3 Qualifications.
- 2.3.1 Each member of the Commission shall be committed to a health care system which seeks to improve access to quality health care for all persons, regardless of their economic circumstances. Members of the Commission shall have an abiding commitment to, and interest in, a quality publicly assisted health care delivery system.
- 2.3.2 Each member of the Commission shall be a legal resident of the County whose Board of Supervisors made the appointment.

- 2.3.2.1 One shall be a member of the Santa Cruz Board;
- 2.3.2.2 One shall be a member of the Monterey Board;
- 2.3.2.3 One shall be a member of the Merced Board;
- 2.3.2.4 One shall be the Health Services Administrator of Santa Cruz County, or a representative of the agency nominated by the administrator;
- 2.3.2.5 One shall be the Health Director of Monterey County, or a representative of the agency nominated by the director;
- 2.3.2.6 One shall be the Public Health Director of Merced County, or a representative of the agency nominated by the director who shall work in the County of Merced.
 - 2.3.2.6.1 Notwithstanding Subsection 2.3.2, the residency requirement is not applicable to the Public Health Director of Merced County or the representative of the agency nominated by the Director;
- 2.3.2.7 Two shall be persons representing providers from Santa Cruz County appointed by the Board of Supervisors of Santa Cruz County. Of the two provider representatives from Santa Cruz County, at

least one shall be a representative of a non-governmental community clinic;

- 2.3.2.8 Two shall be persons representing providers from Monterey County appointed by the Board of Supervisors of Monterey County;
- 2.3.2.9 Two shall be persons representing providers from Merced County appointed by the Board of Supervisors of Merced County;
- 2.3.2.10 One shall be hospital representative from Santa Cruz County appointed by the Board of Supervisors of Santa Cruz County;
- 2.3.2.11 One shall be a hospital representative from Monterey County appointed by the Board of Supervisors of Monterey County;
- 2.3.2.12 One shall be a hospital representative from Merced County appointed by the Board of Supervisors of Merced County;
- 2.3.2.13 Two shall be public representatives of the population of beneficiaries to be served by the commission from Santa Cruz County appointed by the Board of Supervisors of Santa Cruz County. Of the two persons from Santa Cruz County, at least one shall be a past or present Medi-Cal beneficiary;

2.3.2.14 Two shall be public representatives of the population of beneficiaries to be served by the commission from Monterey County appointed by the Board of Supervisors of Monterey County.

2.3.2.15 Two shall be public representatives of the population of beneficiaries to be served by the commission from Merced County appointed by the Board of Supervisors of Merced County. Of the two persons from Merced County, at least one shall be a past or present Medi-Cal beneficiary

2.3.3 If a Commissioner no longer qualifies for his/her prescribed position on the Commission, the position shall be vacant and the Board of Supervisors shall appoint a replacement.

2.4 Term. Except for the initial staggered terms as specified in Chapter 7.58 (Santa Cruz County), Chapter 2.45 (Monterey County), and Chapter 9.43 (Merced County) all Commissioners appointed by the Board shall serve four (4) year terms of office. At the end of the term, a member may be re-appointed to a subsequent four (4) year term or terms.

2.5 Resignation. A Commissioner may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson and the Board of Supervisors of the County appointing the Commissioner. The Clerk of the Commission

shall enter the notice in the proceedings of the Commission.
The acceptance of a resignation shall not be necessary to make it effective.

2.6 Removal. Any Commissioner may be removed from office at any time by a four-fifths vote of the Board of Supervisors of the County appointing the Commissioner favoring such removal.

2.7 Vacancies. Any vacancy on the Commission shall be filled by the Board of Supervisors of the County appointing the Commissioner. The individual must be appropriately qualified for the position in accordance with Section 2.3.

2.8 Compensation. Compensation as established by the Commission in accordance with the provisions of these bylaws may be claimed by any member of the Commission who does not receive compensation from any public agency in connection with the position which qualifies him or her for service on the Commission.

2.8.1 Amount of Compensation. Total compensation for each Commissioner who qualifies shall not exceed \$400 per month. Commissioners may choose one or both of the following options:

2.8.1.1. \$300 for each commission meeting attended for which Commissioners must travel to meet in a single location, or \$100 each for all other commission meetings attended.

2.8.1.2. \$50 for each committee or Advisory Group meeting attended.

2.8.2 Reimbursement. Commissioners may be reimbursed for their actual expenses incurred in attending Commission meetings in categories of expenses and at such rates as are payable to county employees for the County that appointed the Commissioner.

ARTICLE III. OFFICERS

3.1 Designation. Officers of the Commission shall be:

3.1.1 A chairperson who shall be a Commissioner and preside over all meetings.

3.1.2 A Vice-Chairperson who shall be a Commissioner and who in the absence of the Chairperson shall preside at the meetings of the Commission. If both Chairperson and Vice-Chairperson are absent, the Commissioners present will select one Commissioner to act as Chairperson pro tempore who will have all the authority of the Chairperson.

3.1.3 A Clerk who shall attend all the Commission meetings, keep the minutes, witness signatures on all documents executed on behalf of Commission, keep the seal of the Commission, if one is adopted, shall give notice of all meetings of the Commission and committees of the Commission, as required by law, and shall have other duties

as resolved by the Commission. The Clerk shall not be a member of the Commission.

3.1.4 If the Commission selects an individual to so serve, an Assistant Clerk will perform the duties of the Clerk in the Clerk's absence. The Assistant Clerk shall not be a member of the Commission.

3.2 Election. The Commission shall elect officers for one (1) year terms, at the first meeting in April of each year. For the first election of the Commission, officers shall serve a term which begins on the day of the election and ends at the first meeting in April of the following calendar year.

3.2.1 Commissioners may be nominated by other Commissioners or may nominate themselves for offices.

3.3 Resignation. An officer may resign effective on giving written notice to the Clerk of the Commission, unless the notice specifies a later date for his/her resignation to become effective. Upon receipt of such notice, the Clerk shall notify the Chairperson and shall enter the notice in the proceedings of the Commission. The acceptance of a resignation shall not be necessary to make it effective.

3.4 Vacancies. A vacancy in any office shall be filled by resolution of the Commission at a regular or special meeting of the Commission.

ARTICLE IV. MEETINGS

- 4.1 Regular and Special Meetings. The date, time and place of regular meetings shall be established by resolution of the Commission. The Commission shall hold at least four (4) regular meetings per calendar year. Special meetings can be held by call of the Chairperson or eleven (11) members of the Commission.
- 4.2 Open and public. All meetings of the Commission shall be open and public, and the Commission shall comply with the provisions of the Ralph M. Brown Act. Any one shall be permitted to attend meetings of the Commission, except for closed sessions as permitted by applicable law.
- 4.3 Notice. At least seventy-two (72) hours prior to each regular meeting, an agenda for the regular meeting shall be mailed to each Commission member, and to each representative of the news media and to each other person who has submitted a written request to the Commission for notification of meetings, and shall be posted at least seventy-two (72) hours prior to the regular meeting at a location that is freely accessible to the public. The agenda shall contain a brief general description of each item of business to be transacted or discussed at the meeting. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of the Commission may briefly respond to statements made or questions posed by persons exercising their public testimony

rights or ask a question for clarification, refer the matter to staff or to other resources for factual information, or request staff to report back at a subsequent meeting concerning any matter.

Notwithstanding the foregoing, action may be taken on an item of business not appearing on the posted agenda upon a determination by two-thirds vote of the membership of the Commission, or if less than two-thirds of the members are present, by unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the Commission subsequent to the agenda being posted.

4.4 Attendance and Participation. Commissioners must attend the regular meetings of the Commission and of committees to which they are appointed. If a Commissioner is unable to attend a meeting, he/she must notify the Clerk of the Commission of the reason and the Clerk, in turn, will notify the Chairperson. Except in the case of an emergency, if a Commissioner fails to attend a meeting without first notifying the Clerk, the absence will be considered unexcused. Two unexcused absences during a six-month period shall be grounds for the Board of Supervisors of the County appointing the Commissioner to consider removing the Commissioner.

4.5 Quorum. A majority of the appointed members of the commission (excluding any positions that are vacant) shall constitute a quorum, and no act of the commission shall be valid unless a majority of those members appointed and not

disqualified from voting due to a conflict of interest concur therein.

4.6 Special Meeting. At least twenty-four (24) hours prior to each special meeting, an agenda for the special meeting shall be mailed to each Commission member and to each representative of the news media and to each other person who has submitted a written request to the Commission for notification of meetings; and shall be posted at least twenty-four (24) hours prior to the special meeting at a location that is freely accessible to members of the public. No business other than that listed on the agenda shall be considered at a special meeting. However, the commission may hold an emergency meeting without complying with the twenty-four (24) hour notice and posting requirements if an emergency situation exists as defined by California Government Code Section 54956.5.

4.7 Conduct of Business.

4.7.1 Items on the agenda will be considered in order unless the Chairperson announces a change in the order of consideration.

4.7.2 Unless an agenda item identifies a particular source for a report, (such as the Chairperson, Commissioners, Advisory Groups or Chief Executive Director/Officer), the Chief Executive Director/Officer, the Commissioners, the Commission staff and consultants shall report first on the

item. The item will then be open to public comment upon recognition of the speaker by the Chairperson.

4.7.3 Confidential information shall not be subject to disclosure at meetings of the Commission.

4.8 Resolutions. All official acts of the Commission shall be taken either by resolution or a motion, duly made, seconded and adopted by vote of the Commissioners.

4.9 Voting. All actions of the Commission shall be adopted by an affirmative vote of a majority of the Commissioners eligible to vote: those appointed and who are not disqualified from voting under Section 4.10. Thus, if 21 Commissioners are appointed and 17 are in attendance, and 2 declare themselves disqualified pursuant to Section 4.10, then a positive vote of 10 is required to adopt the motion or resolution (21 appointed - 2 disqualifications = 19 eligible to vote, requiring 10 positive votes for a majority).

4.10 Disqualification from Voting. A Commissioner shall be disqualified from voting on any contract in which he/she has a financial interest as required by law and the Conflict of Interest Policy of the Commission. Commissioners will not be disqualified from continuing to serve on the Commission and such contracts may not be avoided for the sole purpose of avoiding the conflict of financial interest.

4.11 Minutes. The Clerk of the Commission shall prepare the minutes of each meeting of the Commission. The minutes shall be an accurate summary of the Commission's or committee's consideration of each item on the agenda and an accurate record of each action taken by the Commission. At a subsequent meeting, the Clerk shall submit the minutes to the Commission for approval by a majority vote of the Commissioners in attendance at the meeting covered by the minutes. Once approved, the Clerk will sign the minutes and keep them with the proceedings of the Commission.

4.11.1 The official Minutes, as approved by the Commission, recording any motions or actions taken by the Commission shall be prepared and submitted to the Board of Supervisors and the County Administrative Offices of each County.

4.12 Closed Sessions. The Commission may meet in closed sessions as permitted by applicable law. The Commission shall report actions taken at a closed session to the public as required by applicable law. Minutes for closed sessions shall be kept in a closed session minute book and will contain only those topics discussed and decisions made at the closed meeting. The closed session minute book shall be maintained as confidential and not be a public record. Access to the closed session minute book shall be limited to Commissioners, the Chief Executive Director~~Officer~~, and the Commission's legal counsel, except as otherwise required by applicable law.

- 4.13 Public Records. All documents and records of the Commission which are not exempt from disclosure by law shall be public records under California's Public Records Act (California Government Code Section 6250 et seq.).
- 4.14 Adjournment. The Commission may adjourn any meeting to a time and place specified in the resolution or motion of adjournment, notwithstanding less than a quorum may be present and voting. If no members of the Commission are present at regular or adjourned meeting, the Clerk 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 for special meetings, unless such notice is waived as provided in Section 4.3 of these Bylaws for special meetings. A copy of the order or notice of adjournment shall be posted as required by applicable law.
- 4.15 Reports. The Commission shall submit an annual report to the Board of Supervisors and to the County Administrative Offices of each County on or before January 31st of each year. The report shall state the activities, accomplishments and future goals of the Commission.
- 4.16 Progress Reports. The Board of Supervisors from either County may direct the Commission at any time to submit progress reports and recommendations.
- 4.17 Communications with the Public. Public participation in Commission meetings shall be allowed as follows:

4.17.1 An opportunity for members of the public to directly address the Commission on any item on the agenda of interest to the public shall be provided before or during the Commission's consideration of the item.

4.17.2 In addition, the agenda will provide for community oral communications on items not on the agenda which are within the subject matter jurisdiction of the Commission at the beginning of each regular meeting agenda.

4.17.3 The Chairperson of the Commission may establish reasonable limits on the amount of time allotted to each speaker on a particular item, and the Commission may establish reasonable limits on the total amount of time allotted for public testimony on a particular item or the total amount of time allotted for community oral communications. When further discussion is required, the Commission may vote to allot time in the agenda of the following meeting.

ARTICLE V. COMMITTEES

5.1 Appointment. The Commission may create standing and ad hoc committees and appoint members to those committees. Only Commissioners may serve on the committees but all committees must be composed of less than a quorum of voting Commissioners. The Commission may designate one (1) or more alternates for the committees to serve during any absences.

- 5.2 Authority. All committees are advisory only.
- 5.3 Meetings. Regular meetings of committees shall be held at times and places determined by resolution of the Commission. Special meetings may be held at any time and place as designated by Chairperson, Chief Executive Director ~~Officer~~ or a majority of members on the committee. A majority of the appointed members of a committee shall constitute a quorum.
- 5.4 Notice and Agenda. All subcommittees shall comply with the notice and agenda requirements otherwise applicable to the Commission in these bylaws, except for subcommittees composed solely of less than a quorum of the members of the Commission which are not standing subcommittees of the Commission with either a continuing subject matter jurisdiction or a meeting schedule fixed by resolution or other formal action of the Commission.
- 5.5 Minutes. The Clerk of the Commission or designated individual shall prepare the minutes of each meeting of the committees of the Commission. The minutes shall be an accurate summary of the committee's consideration of each item on the agenda and an accurate record of each action taken by the committee. At a subsequent meeting, the Clerk or designated individual shall submit the minutes to the Commission for approval by a majority vote of the Commissioners in attendance at the meeting covered by the minutes. Once approved, copies of minutes shall be forwarded

to the Commissioners and to the Chief Executive Director/Officer.

- 5.6 Open and Public. Meetings of standing committees shall be open and public.

ARTICLE VI. ADVISORY GROUPS

- 6.1 Purpose. The Commission may establish Advisory Groups and committees of Advisory Groups composed of at least one Commissioner and beneficiaries, representatives of beneficiaries, and/or providers. The Advisory group provides review and recommendations on policies and procedures considered by the Commission, and to the extent deemed appropriate by the Commission, shall participate in the Commission's consideration of policies and procedures prior to their adoption.

6.2. Member Services Advisory Group

6.2.1. The Commission shall establish a Member Services Advisory Group consistent with the criteria set forth in this Article.

6.2.2. The Member Services Advisory Group shall serve as an avenue for public policy participation and shall meet at least quarterly.

6.2.3. The Member Services Advisory Group shall include representatives from the population for whom the Commission is responsible for the provision of health care services as describe in Article I.

~~6.32~~ Authority. Advisory groups shall be considered advisory by nature.

~~6.34~~ Composition. Advisory Group categories shall be decided by ___the Commission.

6.45 Selection.

6.54.1 The number of members to an Advisory Group shall be limited to a specific number as deemed appropriate by the Commission.

6.5.2 The Commission shall consider all nominations to Advisory Groups from members of the public and from Commissioners.

6.45.3 Members to an Advisory Group shall be appointed by a majority vote of the Commission.

6.65 Appointment. Advisory Group members shall serve one (1) year terms at the end of which the Commission shall vote on Advisory Group membership.

6.67 Officers. The Advisory Group members shall select a Chairperson and a Vice-Chairperson.

6.87 Conduct of Proceedings. The provisions of Article IV of these Bylaws pertaining to regular and special meetings of the Commission shall apply equally to such meetings of the Advisory Groups, all references to the “Commission”, “Commissioners” and “Clerk” shall be deemed to mean the “Advisory Groups”, the “members of the Advisory Groups” and the “secretary of the Advisory Groups”, respectively.

ARTICLE VII. EXECUTION OF DOCUMENTS

- 7.1 Contracts and Instruments. The Commission may either by motion or by resolution authorize any officer(s), agent(s) or employee(s) to enter into or execute any contract in the name of and on behalf of the Commission. The authority given may be general or confined to specific instances. And unless authorized or ratified by the Commission, no officer, agent or employee shall have the power or authority to bind the Commission by any contract or to render it liable for any purpose or for any amount.
- 7.2 Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money on behalf of or payment to the Commission shall be signed or endorsed by such persons as determined by either motion or resolution of the Commission.

ARTICLE VIII. CONFLICT OF INTEREST POLICY

8.1 Adoption. The Commission shall by resolution adopt and may amend a Conflict of Interest Code for the Commission as required by applicable law.

8.2 Definition. A member of the Commission shall not be deemed to be financially interested in a contract entered into by the Commission (within the meaning of Government Code Section 1090 et seq.) if all the following apply:

- 1) The Board appointed the member to represent the interests of physicians, health care practitioners, hospitals, pharmacies, or other health care organizations.
- 2) The contract authorizes the Commissioner or the organization the Commissioner represents to provide services to Medi-Cal beneficiaries under the Commission's program.
- 3) The contract contains substantially the same terms and conditions as contracts entered into with other individuals or organizations that the Commissioner was appointed to represent.
- 4) The Commissioner does not influence or attempt to influence the Commission or other Commissioners to enter into a contract in which the Commissioner is interested.

- 5) The member discloses the interest to the Commission and abstains from voting on the contract.
- 6) The Commission notes the Commissioner's disclosure and abstention in its official records and authorizes the contract in good faith by a vote of the majority of the Commission without counting the vote of the interested member.

ARTICLE IX. CHIEF EXECUTIVE DIRECTOR~~OFFICER~~

9.1 Appointment and Tenure. Chief Executive Officer~~Director~~ shall be the Commission's direct executive representative in managing the affairs and activities of the Commission. The Chief Executive Director~~Officer~~ shall serve at the pleasure of the Commission subject to any provisions in an employment contract between the Chief Executive Director~~Officer~~ and Commission.

9.2 Duties.

9.2.1 The Chief Executive Director~~Officer~~ shall be responsible for, and have the necessary authority to, carry out the policies, procedures and practices of the Commission.

9.2.2 The Chief Executive Director~~Officer~~ shall act as representative of the Commission in all matters that the Commission has not authorized someone else to do.

9.2.3 The Chief Executive Director-Officer shall appoint a Chief Financial Officer who shall be an employee of the Commission. The Chief Executive Director-Officer may also appoint other employees in executive, administrative and management positions for the Commission. All personnel shall serve at pleasure of Chief Executive Director-Officer subject to any personnel policies adopted by the Commission.

**ARTICLE X. MISCELLANEOUS PROCEDURES,
PRACTICES AND POLICIES, INSURANCE, BONDS**

10.1 Purchasing, Hiring, Personnel. The Commission shall adopt either by motion or by resolution and may amend procedures, practices and policies for purchasing and acquiring the use of equipment and supplies, acquiring, constructing and leasing real property, and improvements, hiring employees, managing personnel, and for all other matters as deemed appropriate. These policies shall be kept with the minutes of the proceedings of the Commission.

10.2 Enforcement. Subject to authority of Commission, the Chief Executive Director-Officer shall implement all procedures, practices and policies adopted by the Commission.

ARTICLE XI. AMENDMENT OF BYLAWS

These Bylaws may be amended only by a motion or resolution of the Commission at any meeting of the Commission, with subsequent approval by the Board of Supervisors of each respective County. Notice of such proposed amendment shall be given in the manner prescribed in Section 4.3 for notices of special meetings of the Commission.

CERTIFICATE OF CHAIRPERSON

I, the undersigned, do hereby certify:

That I am the duly elected and acting Chairperson of the Santa Cruz-Monterey-Merced Managed Medical Care Commission, a local public agency and political subdivision of the State of California; and

That the foregoing Bylaws, comprising 23 pages, including this page, constitute the Bylaws of the Commission, as duly adopted by the Commission at a regular meeting, duly called and held on the _____ day of _____, ~~2009~~2018, at _____, California.

Chairperson of the Commission

BYLAWS
OF THE SANTA CRUZ-MONTEREY-MERCED
MANAGED MEDICAL CARE COMMISSION

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