



**SUSANVILLE INDIAN RANCHERIA
LASSEN INDIAN HEALTH CENTER
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BY-LAWS

LASSEN INDIAN HEALTH CENTER

Mission Statement: To provide quality integrated health care and related services to the Native American population of Lassen County. To direct services toward improving individual, family and community health. To treat clients and staff with dignity, respect and equality. To provide dedicated, consistent and proactive care through an excellent, motivated and service oriented staff.

Article I

PRINCIPAL OFFICE

Section 1: Principal Office

The Susanville Indian Rancheria is formally recognized, constituted and established pursuant to the Indian Re-Organization Act (IRA) of 1934 and is a recognized tribal government as defined by the Indian Self-Determination Act, P.L. 93-638. The Lassen Indian Health Center is located on Susanville Indian Rancheria trust property.

Section 2: Membership

Board members of the Lassen Indian Health Center are the elected Tribal Business Council of the Susanville Indian Rancheria. Election of Health Board members shall follow the Susanville Indian Rancheria's Constitution and Election Ordinance.

Section 3: Health Board – Qualifications

- A. The Health Board of the Lassen Indian Health Center shall consist of the Tribal Business Council Members of the Susanville Indian Rancheria. Nomination, election, and term of office shall follow the Susanville Indian Rancheria's Constitution and Election Ordinance.
- B. The Health Board shall consist of a Chairperson, Vice-Chairperson, a Secretary/Treasurer, and four (4) council members for a total of seven elected Tribal Health Board Members.

Article II

BOARD OF DIRECTORS

Section 1: Powers

The Health Board of the Lassen Indian Health Center delegates to the Chief Operating Officer (COO), the authority to perform the day to day operations of the Health Center. All powers shall be exercised by or under the authority of the Health Board. This shall include establishing LIHC Policies and Procedures, implementation of these by-laws, and developing, approving and monitoring budgets.

Section 2: Administration

The governing body must exercise its authority and responsibility to ensure that quality health care responsive to the needs of the community is provided in a safe environment.

1. To adopt a mission statement, goals and objectives of the organization including a description of the services offered.
2. To adopt bylaws or rules and regulations that explain the organizational structure, establish the authority and responsibility to provide for the orderly development and management of the health clinic.
3. To adopt policies and procedures as necessary for the orderly conduct of the organization which will meet applicable state and federal laws and standards of care and operation.
4. To hire qualified personnel in the positions of the COO and the Health Clinic providers (Physicians, FNP's, Dentists, Psychologists/Psychiatrists).
5. To plan and approve an annual operating budget and long range capital expenditure plan and monitoring of the plan.
6. To review and take appropriate action on all matters relating to the legal and ethical conduct of the organization and its staff.
7. To establish and maintain formal and regular communication with the staff through the COO.
8. To approve, with prior review by professional staff and Tribal officials, as appropriate, all major contracts or arrangements affecting the medical care provided under its auspices including: the employment contracts, the provision of radiology services and pathology and medical laboratory services, the use of external laboratories, the provision of care by other organizations, the use of volunteers and student training.
9. To establish and maintain formal and regular communication with the community.

10. To participate in establishing the planning activities of Lassen Indian Health Center.
11. To ensure operation of the clinic without limitation by reason of race, creed, sex or national origin.

Section 3: Term of Office

The Health Board elections and terms of office shall conform to the Susanville Indian Rancheria Tribal Constitution and Election Ordinance.

Section 4: Vacancies

Any office which has been vacated whether it be by death, resignation, removal, recall or forfeiture, shall be filled in accordance with Article IV, Section 1 of the Tribal Constitution.

Section 5: Standards of Conduct

Health Board members shall act in good faith, with reasonable diligence and in the best interest of the Health Center. Members are entitled to rely on staff, consultants, committee findings, fiscal reports and other information.

Section 6: Conflict of Interest

No employee of the Health Center, neither consultant nor member of the staff, shall sit on the Health Board at the same time that they are employed by the Health Center.

On any motion before the Health Board to approve, review, or comment on an issue involving funding, a member shall abstain from voting if such member has a personal financial interest in the outcome, either direct or indirect. Upon disclosure of his/her interest, such member shall be permitted to take part in discussion on the issue and may be counted as present in order to make a quorum.

Section 7: Meetings

- A. The Health Board shall meet monthly or more often as decided by the Board upon three (3) days written notice, on a Tuesday, or upon the date chosen by the Board. Special meetings may be called by written notice from the Chairperson, and he/she shall call a meeting upon receipt of a petition signed by at least four (4) members of the Health Board, and when so called, the Health Board shall have the power to transact business as in a regular meeting.
- B. Action required to be taken by the Board may be taken without a meeting provided that all members of the Board shall consent to such action by telephone. Such consent shall be filed in writing with the minutes at the next meeting.

Section 8: Conduct of the Meeting

- A. Procedure: All meetings of the Health Board shall be governed by Roberts Rules of Order insofar as they are not inconsistent with these by-laws.

- B. Chairperson: Meetings shall be presided over by the Chairperson of the Board or in the absence of both the Chairperson and the Vice-Chairperson, meetings will be called to order by the Board Secretary and a temporary Chairperson elected by a majority of the Health Board present.
- C. Public and Closed Sessions: All Board meetings shall be open to the public except in the case of personnel, litigation, and personal patient information.
- D. Quorum: A quorum shall consist of any number larger than fifty percent (50%) of the Board membership.
- E. Voting:
 - 1. Each member, including the Chairperson, shall have one (1) vote. There shall be no voting by proxy.
 - 2. A majority of the Health Board shall constitute a majority vote.
 - 3. Voting shall be conducted by voice, ballot, or show of hands.
- F. By-law and Article Changes: All resolutions require a simple majority vote of the members of the Board that are present at that meeting except that in order to change these by-laws, two-thirds (2/3) affirmative votes shall be required.

Section 9: Indemnification

The Health Center may indemnify a Health Board member if he or she is made a party to any action against this Health Center by reason of being a member of the Health Center to the extent allowed by law. Such indemnification may include legal fees and reasonable cost incurred in relation to such action.

Section 10: Appointive Authority of the Board

- A. The Health Board shall be responsible for the selection, supervision, and removal of the COO and the Health Clinic providers (Physicians, FNP's, Dentists, Psychologists/Psychiatrists). The COO is responsible for hiring, supervising, and dismissing all other employees in accordance with the Personnel Policies and Procedures approved by the Tribal Business Council.

Article III

OFFICERS AND REPRESENTATIVES

Section 1: Each officer shall hold only one (1) office, with the exception of the offices of Secretary and Treasurer which may be combined.

Section 2: Chairperson

- A. The Chairperson shall be the Chief Executive Officer of the Health Board and shall in general, subject to the control of the Board, supervise and control the affairs of the Health Board. The Chairperson shall be the principal liaison between the Health Board, the general public, and the COO in accordance with such policies, resolutions and directives as the Health Board may adopt from time to time.
- B. The Chairperson shall preside at all meetings of the Health Board and perform all duties incident to the office and such other duties as may be required by these by-laws, or applicable law or as may be prescribed from time to time by the Health Board.
- C. Except as otherwise expressly provided by these by-laws, or applicable law, the Chairperson shall execute such deeds, mortgages, bonds, contracts or other instruments as may be authorized by the Health Board.

Section 3: Vice-Chairperson

- A. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform all duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions of the Chairperson.
- B. The Vice-Chairperson shall have such other powers and perform such other duties as may be prescribed by the Health Board.

Section 4: Secretary/Treasurer

- A. The Board Secretary/Treasurer shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Health Board may order, of all meetings or of the members, with the time and place of holding, whether regular or special and the names of those present.
- B. He/she will keep a record of the proceedings of all of the Health Board. He/she shall give, or cause to be given, notice of all meetings required by the by-laws or by law. He/she shall keep the seal of the Health Center in safe custody and shall have such powers and perform such other duties as may be prescribed by the Board of Directors or by the by-laws.
- C. Perform all other duties incident to the office of Secretary/Treasurer and such other duties as may be required by law, by the Tribal by-laws, or which may be assigned from time to time by the Health Board.

Article IV

COMMITTEES

Section 1: Committees

- A. The Chairperson may establish an Executive Committee, Personnel Committee, and a Finance Committee.
- B. The Chairperson may establish other committees, appoint members as the need arises, with the approval of the Health Board, and delegate Board functions to such committees.
- C. All committees must report suggested actions back to the Board for approval at the next regular Board meeting.

Article V

AMENDMENTS

Section 1: Effective Date

- A. These by-laws shall become effective immediately upon their adoption.
- B. Amendments to these by-laws become effective immediately upon their adoption unless the Health Board, in adopting them, provides that they are to become effective at a later date.

Section 2: Amendments of Repeal by Health Board

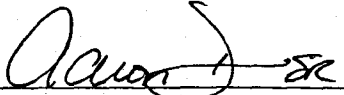
The Health Board may, by a vote of 2/3 of the Delegates of a full Board, adopt, amend, or repeal these by-law(s). The proposed amendments to the by-laws will be delivered to each board member at least three (3) days prior to the date of such meeting. Such notice shall include substantially the language of the by-law(s) to be adopted, amended or repealed.

CERTIFICATION

Section 1: Certificate and Inspection

The original or copy of these by-laws as amended or otherwise altered to date, certified by the Secretary of the Health Board, shall be recorded and filed with appropriate Federal and State agencies and kept in the principal office of the Health Board and such book shall be open to inspection by members and the general public at all reasonable times during office hours.

These by-laws have been reviewed and approved by the Health Board of the Lassen Indian Health Center on October 12, 2010.



Aaron Dixon, Sr., Secretary-Treasurer