



**New  
Member  
Application  
Packet**





## Our Mission

The Coalition of Orange County Community Health Centers is a consortium of safety net providers and key partners creating quality healthcare for vulnerable, underserved communities.

## Our Commitment

The Coalition of Orange County Community Health Centers is committed to supporting the needs of its members through service, education, advocacy, and resources in order so that they can effectively serve their diverse, multicultural populations.

## Our Vision

The Coalition of Orange County Community Health Centers will be the “voice” of the uninsured and vulnerable.

## Our History

The Coalition of Orange County Community Health Centers (the Coalition) was founded in 1974 as a 501(c) 3 not for profit organization designed to support and strengthen Orange County’s network of licensed community clinics. For 37 years, the Coalition has served as a membership organization for freestanding, mobile community based non-profit clinics offering a forum in which clinic leaders can share ideas and concerns, as well as to advocate for the clinics and their patients.

## Our Core Values

The Coalition believes in:

- The inherent dignity of every person and respect and appreciation of cultural diversity;
- Quality, affordable health care as a basic human right;
- The cooperation between the public and private sectors in meeting the health care needs of communities; and
- The responsible use of public and private resources.





## Member Code of Conduct

Eligibility for membership in the Coalition of Orange County Community Health Centers requires agreeing and adhering to the following:

1. Treat all members, clients, colleagues and competitors with dignity and respect, without exerting undue pressure or seeking unfair advantage.
2. Refrain from engaging in illegal, unprofessional or unethical actions that might bring disrepute to the Coalition of Orange County Community Health Clinics or its members.
3. Refrain from engaging in, or publicly encouraging others to engage in, activities that may put other Coalition members at an unfair disadvantage, including but not limited to:
  - a. Publicly disparaging or targeting a member for elimination.
  - b. Direct and in-person solicitation of a member's patrons, within 100 feet of a member's facility, with the intent of preventing or inhibiting those patrons from entering the facility.
4. Uphold the values, ethics and mission of the profession and the Coalition.
5. Comply with all laws and regulations in the jurisdictions in which the organization is located or conducts activities.
6. Refrain from using membership in or association with the Coalition as an endorsement for external products or services.
7. Be truthful in all forms of professional and organizational communications and avoid conveying information that is false, misleading, inflammatory or deceptive, or information that would create unreasonable expectations.
8. Conduct business and professional activities in a reputable manner so as to reflect honorably upon the profession and the Coalition.
9. Respect the reputation, profile and status of the Coalition and represent the Coalition accordingly.



10. Understand, support and promote the Mission, Vision and Values of the Coalition.
11. Participate in the functions and activities of the Coalition and, where possible, lend business and professional expertise.
12. Always act in highest good of the organization's clients' or customers' taking care to do no harm, and striving to benefit all with whom we work.

I understand that this code of conduct applies to my organization and any individual acting as an agent thereof. I also understand that failure to comply with the professional obligations of the Coalition of Orange County of Community Health Centers, as outlined above, and in the Coalition By-laws, can result in termination of my membership without refund of dues/fees. In addition, failure to sign and adopt the aforementioned code of conduct, is equivalent to my resignation as a member of the Coalition of Orange County Community Health Centers.

\_\_\_\_\_  
Health Center CEO/Designee

\_\_\_\_\_  
Date

\_\_\_\_\_  
Coalition of Orange County  
Community Health Centers , CEO

\_\_\_\_\_  
Date

\_\_\_\_\_  
Board of Directors, Chair

\_\_\_\_\_  
Date







**The Coalition of Orange County Community Clinics**

# **BYLAWS**

**FEBRUARY 2004**

**Revised April 2007**

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**BYLAWS OF THE COALITION OF  
ORANGE COUNTY COMMUNITY CLINICS**

**Article I — Name, Purpose, and Offices**

**Section 1. Name.** The name of this organization is the Coalition of Orange County Community Clinics, known herein as the Coalition.

**Section 2. Purpose.** The Coalition is a nonprofit public benefit corporation within the definition of the California Nonprofit Public Benefit Corporations Law (the "Law") as now in effect or as may hereafter be amended. The property of the Coalition is irrevocably dedicated to charitable and educational purposes which meet the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Sections 23701 and 214 of the California Revenue and Taxation Code.

Specifically, the Coalition is a consortium of safety-net healthcare service providers dedicated to building and strengthening a community-wide system of comprehensive, high quality, accessible, and affordable healthcare. The Coalition is committed to supporting the needs of its members through service, education, advocacy, and resources in order that they can effectively serve their diverse, multi-cultural populations. The Coalition shall not discriminate on the basis of race, color, national origin, religion, or any other characteristic protected under applicable federal, state, or local law with respect to its educational and charitable activities.

**Section 3. Offices.** The principal office of the Coalition shall be located within the State of California, at such place as the Board of Directors (the "Board") shall from time to time determine ("Principal Office"). The Board is granted full power and authority to change the Principal Office from one location to another. Branch or subordinate offices may be established at any time by the Board at any place or places.

**Article II — Membership**

**Section 1. Qualification of Members.** Subject to the approval requirements of the Board set forth under Article II, Section 3(a) of these Bylaws, membership in the Coalition shall be open to:

- (a) any not-for-profit community health organization located in Orange County, California which is licensed, or exempt from licensure, as set forth under Section 1204(a) of the California Health and Safety Code, as a community or a free clinic by the State of California;
- (b) an out-patient program located in Orange County, California which is licensed or certified under a non-profit hospital's license; or
- (c) other agencies located in Orange County, California whose mission agrees with that of the Coalition.

Notwithstanding the foregoing, all Coalition member clinics must provide primary medical care, including but not limited to general medical, obstetrical, pediatric, mental health, family planning and/or dental services. The Board shall have the authority at any time to change the

membership qualifications so long as the changes are consistent with the Coalition's Purpose. All members of the Coalition shall be referred to herein as "Members."

**Section 2.** **Powers.** The Members' powers shall include, but not be limited to the following:

- (a) **Election of Directors.** The Members elect directors to the Board by written ballot. The Nominating Committee of the Board shall send to each Member a written ballot identifying the candidate or candidates being considered for election to the Board and such written ballot shall specify the date upon which the written ballots are required to be returned to the Nominating Committee ("Written Ballot Due Date"). Each Member shall submit its completed written ballot to the Nominating Committee on or before the Written Ballot Due Date. A meeting of the Board shall be called for the purposes of tallying the election results. The Nominating Committee Chair, one director of the Board (excluding any candidate or interested party) and the Chief Executive Officer shall tally the election results from the written ballots received as of the Written Ballot Due Date. The Nominating Committee must receive from the Members at least the number of written ballots equal to a quorum of Members in order to validate the vote of the Members by written ballot. Approval of the candidate shall require an approval by the majority of the written ballots comprising the quorum.
- (b) **Approval of Amendments to Bylaws.** The Members shall have the power to approve any amendments to these Bylaws proposed by the Board. Such approval shall require an action by the Members.

**Section 3.** **Admission of Members and Transfer of Membership.**

- (a) New Members may join the Coalition following submission to the Chief Executive Officer of an application for membership that includes evidence that they meet the criteria outlined for membership as set forth in Article II, Section 1 of these Bylaws. Following the Executive Committee's review of the prospective member agency's mission and services, the application will be presented to the Board for approval. Approval of new Members shall be by a two-thirds (2/3) vote of the directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest). The prospective member agency will be informed of the Board's decision by the Coalition's Chief Executive Officer.
- (b) Membership in the Coalition may not be assigned, transferred or encumbered in any manner whatsoever, either voluntarily, involuntarily or by operation of law. Any purported or attempted assignment, transfer or encumbrance of such membership shall be void and shall be grounds for termination of the membership.

**Section 4.** **Removal and Resignation.**

- (a) All Members in good standing as of the date of ratification of this section shall remain Members of the Coalition as long as they continue to meet the conditions set forth in this Article II. Any Member which fails to adhere to the Purpose of the Coalition or with the standards of membership shall be advised that the Executive Committee may make a recommendation to the Board for suspension

or termination of the Member. A Member may be suspended or terminated by an affirmative vote of two-thirds (2/3) of the directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest), so long as the Board:

- (i) provides the Member fifteen (15) days prior notice of the suspension or termination of membership and the good faith reasons supporting the suspension or termination of membership; and
  - (ii) provides an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or termination of its membership by the Board.
- (b) Members may resign from membership in the Coalition by submitting a written resignation to the Chief Executive Officer. The resignation shall be accepted at the next meeting of the Board.
- (c) Upon a written request signed by a Member who has resigned, or whose membership has been suspended or terminated, and submitted to the Chief Executive Officer, the Board may reinstate such a Member by an affirmative vote of two-thirds (2/3) of the directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest). Reinstatement shall be in accordance with such terms, if any, which the Board may deem appropriate.

#### **Section 5. Voting Privileges.**

Each Member shall designate one Official Representative who shall be charged with attending each Members' meeting and who shall be authorized to vote on behalf of the Member. Each Member may also designate an Alternate Representative for the purpose of attending Members' meetings in lieu of the Official Representative. The name of the Member's Official Representative and the Alternate Representative, if so chosen, shall be submitted in advance to the Chief Executive Officer. Alternate Representatives of the Members shall not have the authority to vote in the election of directors or in the amendment of these Bylaws, but may vote on other general actions of the Coalition to which the Members are entitled to vote.

Voting privileges shall be suspended when payment of dues falls more than one (1) quarter in arrears or upon three (3) consecutive unexcused absences. Reinstatement of voting privileges occurs when dues payments are current and/or when the Member's representative attends a third consecutive meeting. If payment of dues falls more than two (2) quarters in arrears, membership may be revoked by a two-thirds (2/3) vote of directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest).

#### **Section 6. Meetings.**

- (a) **Annual Meeting.** The annual meeting of the Members shall be held in April at the Principal Office of the Coalition at a time to be determined by the Board.
- (b) **Regular Meetings.** Regular meetings of the Members shall be held each year in the months of February, June, August, October and December, at times and places designated by the Members.

- (c) **Special Meetings.** Special meetings of the Members for any purpose or purposes may be called by the President of the Board or at least two (2) Members.
- (d) **Telephonic Meetings.** The Members may act in a meeting held by conference telephone or similar communication equipment, so long as all persons participating in such telephonic meeting can communicate with and hear one another. Participation in a meeting pursuant to this Section 6(d) constitutes presence in person at such a meeting.
- (e) The Chief Executive Officer shall preside over all meetings of the Members.

**Section 7. Quorum and Action.**

- (a) **Quorum.** A quorum of the Members shall be established if a majority of the existing Members are present at the meeting. For purposes of establishing a quorum, the presence of the Alternate Representative shall be equivalent to the presence of the Member.
- (b) **Action by Written Consent.** Any action to be taken by the Members may be taken by the written consent of the Members which shall be filed with the Secretary of the Coalition and maintained in the corporate records. Each Member shall be entitled to one (1) vote. All actions of the Members shall be determined by the majority vote of the Members present at a Members' meeting at which a quorum is present. However, Members may cast their votes for an action by written proxy in the event they are unable to attend the meeting during which such action will be voted on by the Members.

**Section 8. Member Liabilities.** No person or entity who is now or later becomes a Member shall be liable to creditors of the Coalition for any indebtedness or liability and any or all creditors of the Coalition shall look only to the assets of the Coalition for payment.

**Section 9. Dues.**

- (a) Dues for membership shall be established at the beginning of each fiscal year by the Board. Such dues shall be payable upon receipt of invoice. All dues paid are non-refundable.
- (b) Membership is evidenced by the payment of dues and continuous participation in regularly scheduled Members' meetings.
- (c) Member Clinics who are experiencing or anticipate financial hardship for any given fiscal year may petition the Executive Committee to reduce the dues amount specified for their Clinic for a specific period of time.

**Article III — Directors**

**Section 1. Number of Directors.** The authorized number of directors shall be fourteen (14) until changed by an amendment to these Bylaws. There shall be eight (8) Community Clinic Representatives and six (6) Community Representatives on the Board.

**Section 2. Interested Persons.** Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be an "interested person." For purposes of this Section 2, an "interested person" is:

- (a) any person currently being compensated by the Coalition for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person listed in Subsection (a) above.

Any violation of the provisions of this Section 2 shall not affect the validity or enforceability of any transaction entered into by the Coalition.

**Section 3. Powers.** Subject to the limitations of the Articles of Incorporation (the "Articles") or these Bylaws, the activities and affairs of the Coalition shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Coalition to any person or persons, management company, or committee or committees however composed, *provided that* the activities and affairs of the Coalition shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that, in addition to other powers specifically enumerated in these Bylaws, the Board's powers shall include, but not be limited to:

- (a) selecting and removing all officers, agents, and the Chief Executive Officer of the Coalition, prescribing powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fixing their compensation, and requiring from them such security, if any, for faithful service as the Board may deem appropriate;
- (b) overseeing the affairs and activities of the Coalition, and making such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate;
- (c) adopting, making, and using a corporate seal and altering the form of such seal from time to time as they may deem appropriate; and
- (d) borrowing money and incurring indebtedness for the purposes of the Coalition, and causing to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

**Section 4. Election and Term of Office.**

- (a) **Election** – Directors shall be elected at each annual meeting of the Members, to hold office until the expiration of the term for which elected or, in the case of directors elected to fill a vacancy, until a successor has been elected. A director may succeed himself or herself in office.



- (b) **Term** – Directors may serve up to three (3) consecutive two (2) year terms, after which they must step down for at least a one (1) year period before becoming eligible for re-election to the Board.
- (c) Notwithstanding Article III, Section 4(b) of these Bylaws, for purposes of initially staggering the Board to ensure continuous Board representation, a six (6)-member class of directors determined by lot, shall serve for an initial one (1) year term. Such terms shall begin on the date of their respective appointment.

**Section 5. Removal and Resignation.**

- (a) A director may be removed at any time, with or without cause, by an affirmative vote of two-thirds (2/3) of the Members.
- (b) Any director may resign effective upon providing written notice to the Board. Such resignation shall be effective immediately upon acceptance by the Board, but no later than the date set forth in such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 6. Vacancies.**

- (a) Vacancies on the Board shall be filled by the Members in the same manner as the director whose office is vacant was selected. Each director selected to fill the vacancy shall hold office until the expiration of the term of the replaced director and until a successor has been selected, qualified and approved.
- (b) A vacancy on the Board shall be deemed to exist in the case of death, resignation or removal of any director, or if the Members, by resolution, declare vacant the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony, or if the authorized number of directors is increased.
- (c) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

**Section 7. Meetings.**

- (a) **Annual Meeting.** An annual meeting of the Board shall be held each year in July at a time and place to be determined by the Board. The Board shall hold an annual meeting for the purposes of organization, selection of officers and the transaction of such other business as is appropriate. Annual meetings shall be held at the Principal Office of the Coalition unless the place of the meeting is by resolution of the Board set for another place. Notice of the annual meeting shall not be required unless the place of the meeting is by resolution of the Board set for a location other than the Coalition's Principal Office.
- (b) **Regular Meetings.** Regular meetings of the Board shall be held each year in the months of January, March, May, September and November, at the times and places designated by the Board by written notice sent by the President. In the absence of such designation, regular meetings shall be held at the Principal

Office of the Coalition. If a board member has not attended three (3) meetings in a 12-month period (50% of the regularly scheduled meetings) they will be automatically removed from the board of directors.”

- (c) **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or any two (2) directors.
- (d) **Telephonic Meetings.** Directors may participate in any meeting, whether annual, regular or special, through the use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 7(d) constitutes presence in person at such meeting.

**Section 8.** **Notice of Special Meetings.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (iv) by facsimile. All such notices shall be given or sent to the director's address, telephone number or facsimile number as shown on the records of the Coalition. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, by telephone, or by facsimile shall be given at least forty-eight (48) hours before the time set for the meeting. The notice need not specify the purpose of the meeting nor the place of the meeting, if the meeting is to be held at the Coalition's Principal Office.

**Section 9.** **Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present; and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 10.** **Quorum and Action.**

- (a) **Action by Meeting.** A majority of directors then in office (excluding vacancies and directors with a conflict of interest) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10(a)(i) of this Article. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law or by the Articles. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
  - (i) **Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

- (ii) **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.
- (b) **Action Without a Meeting by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## **Article IV — Officers**

**Section 1. Officers.** The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer (collectively, the "Officers"). The Board shall have the power to designate additional individuals as officers of the Board who may attend Board meetings (but not executive sessions of the Board, unless so invited) *ex-officio* as and when the Board sees fit. The Officers of the Board shall comprise the Executive Committee and shall meet at least ten (10) times annually or at the discretion of the President or any two (2) Executive Committee members. A member of the Executive Committee may sit as an *ex-officio* member of any committee without vote on any committee.

**Section 2. President.** The President shall chair the Executive Committee, preside at all meetings and shall, with the consent of the Board, appoint all standing committees, and shall, with the consent of the Executive Committee, appoint all special committees. The President is authorized to sign checks. The President shall have a voice and vote, even at meetings at which she/he presides. The President shall fill vacancies in Executive Committee positions, by appointment, with the approval of two-thirds (2/3) vote of the directors of the Board (excluding vacancies and directors possessing a conflict of interest).

**Section 3. Vice-President.** The Vice-President shall preside in the absence or disability of the President. In the event of a vacancy in the office of the President, the Vice-President shall automatically become President for the remainder of the term. The Vice-President is authorized to sign checks.

**Section 4. Secretary.** The Secretary shall keep at the Principal Office of the Coalition or such other place as the Board may order, a record of attendance and record the minutes of each meeting of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee of the Board meetings, and the proceedings thereof. Copies of the minutes shall be given to the Board in a timely manner prior to the next regularly scheduled meeting. The Secretary shall keep, or cause to be kept, at the Principal Office in the State of California the original or a copy of the Coalition's Articles and Bylaws, as amended to date. The Secretary or designee shall keep information and coordinate reports and shall notify all Members and directors of the time and place of meetings of the Board and any committees thereof required by law or by these Bylaws to be given and shall conduct all correspondence. The Secretary or designee shall keep a record of all correspondence. Nothing in this section shall preclude the Secretary from delegating the

recording of business to another person, provided that the Secretary maintains responsibility for such duties. The Secretary is authorized to sign checks.

**Section 5. Treasurer.** The Treasurer shall have general charge of the financial records, accounts of the Coalition, and Financial Policies and Procedures of the Coalition. The Treasurer shall chair the Finance Committee, receive, collect and keep an accurate record of monies received and disbursed, make recommendations for dues structure and disburse the funds of the Coalition as may be ordered by the Board. The Treasurer shall have the books audited at the end of the fiscal year, present the annual budget, and be prepared to render a financial statement at every meeting. Nothing in this section shall preclude the Treasurer from delegating the duties listed above to another person, provided the Treasurer maintains responsibility for such duties. The Treasurer is authorized to sign checks.

**Section 6. Election.** Unless otherwise stated in these Bylaws, the officers of the Board shall be elected annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Further, those directors who also hold positions as officers of the Board shall be obligated to step down from their officer positions simultaneously upon expiration of their terms as directors. The Board may elect other officers as the business of the Coalition may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

**Section 7. Term.** The Officers of the Board shall serve a maximum of two (2) one (1) year terms.

**Section 8. Removal and Resignation.**

- (a) Any officer may be removed with or without cause at any time by an affirmative two-thirds (2/3) vote of the directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest). Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.
- (b) Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Coalition under any contract to which the officer is a party. Any such resignation shall take effect upon the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 9. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a two-thirds (2/3) vote of the Board (excluding vacancies and directors possessing a conflict of interest), provided that such vacancies shall be filled as they occur and not on an annual basis.

**Section 10. Records.** All records are the property of the Coalition, shall be retained at the Coalition's Principal Office and shall be turned over to the succeeding presiding officer, as appropriate.

## **Article V — Committees**

**Section 1. General.** The committees of the Board ("Board Committees") shall be the standing committees described in Section 2 of this Article V ("Standing Committees"). The Board, by resolution, may establish, from time to time, special committees as it deems appropriate ("Special Committees"). The term of such committees shall be as established by the Board from time to time. Unless the Board explicitly and legally delegates its authority to act to a committee, actions by the Board Committees must be ratified by the Board to be effective.

**Section 2. Standing Committees.** The Board shall, from time to time, appoint by resolution such members to the Standing Committees as the Board believes are in the best interests of the Coalition. At least one (1) member of each Standing Committee shall be a Board Member. The Board shall use its best efforts to ensure that membership of any such Standing Committee shall be broadly representative of the community and shall not be limited to Members of the Coalition. All committee members shall be notified in writing prior to all regularly scheduled meetings. The Standing Committees include the Executive, Finance, Bylaws, Quality Committee, and Nominating/Board Development committees.

- (a) **Executive Committee.** The Executive Committee shall consist of the Officers of the Board as set forth in Article IV, Section 1 of these Bylaws. The charge of the Executive Committee shall be to provide direction and oversight to the Coalition. The Executive Committee shall have the responsibility of reviewing all personnel matters, grants and governmental relations. The Executive Committee is empowered to act in the name of the Coalition, yet shall not have the power to adopt, amend, or repeal the Bylaws, or elect Members, directors or officers of the Coalition. Any action taken by the Executive Committee shall be rescinded if a majority vote of the Board is cast for such rescinding. Presence of a majority of Executive Committee members shall comprise a quorum at all Executive Committee meetings.
- (b) **Finance Committee.** The charge of the Finance Committee is to review budget preparation on an annual basis, dues structure, audits and other financial matters and make recommendations to the Board for consideration.
- (c) **Bylaws Committee.** The charge of the Bylaws Committee shall be to perform periodic review and recommendations for updates of the Bylaws.
- (d) **Nominating/Board Development Committee.** The charge of the Nominating/Board Development Committee shall be identifying and interviewing prospective candidates for the Board.

The Board may, upon resolution from time to time, modify the number and type of Standing Committees as it deems appropriate.

**Section 3. Special Committees.** Subject to the Law, the Articles, these Bylaws and any other applicable law, the President may create additional Committees to assist the President in carrying out his or her responsibilities. Such additional Committees shall have such powers and duties as may be specified by the President.

**Section 4. Removal from Committees.** The Board may remove at any time, with or without cause, a member or members of any Committee with the approval of a two-thirds (2/3)

vote of the directors then in office (excluding vacancies and directors possessing a conflict of interest).

#### **Article VI — Rules of Procedure**

Robert's Rules of Order, Newly Revised, shall govern the Coalition in all cases in which they are applicable and not inconsistent with these Bylaws.

#### **Article VII — Conflicts of Interest**

Members and directors of the Board shall disclose any potential conflicts of interest, which may arise from business considered by the Board as defined in the Coalition's Conflict of Interest Policy. Board Members with such a conflict shall disclose the conflict, may participate in any discussion relating to the conflict, but shall excuse themselves from voting on the issue involved which gives rise to the conflict of interest.

#### **Article VIII — Amendments**

These Bylaws may be amended by action of the Board, which action shall also be approved by a two-thirds (2/3) vote of the Members then serving as Members, at any regular meeting.

#### **Article IX — Staff**

**Section 1.** A Chief Executive Officer shall be hired for the purpose of working for the Coalition on a full or part-time basis by the Executive Committee of the Board with the approval of two-thirds (2/3) of the voting directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest). The Chief Executive Officer shall serve as an *ex-officio* member of the Board without a vote.

**Section 2.** All policies as approved by two-thirds (2/3) of the directors of the Board then in office (excluding vacancies and directors possessing a conflict of interest) will be in full effect for all staff.

#### **Article X — Indemnification**

**Section 1.** **Definitions.** For the purposes of this Article X:

- (a) **"Agent"** means any person who is or was a director, officer, employee or other agent of the Coalition, or is or was serving at the request of the Coalition as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Coalition or of another enterprise at the request of such predecessor corporation;
- (b) **"Proceeding"** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) **"Expenses"** include without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 2 of this Article X.

**Section 2. Indemnification.**

- (a) The Coalition shall, to the maximum extent permitted by both state and federal law, indemnify and hold harmless its directors, officers, employees and other staff, all members of advisory committees and other duly designated volunteers against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any Proceeding arising by reason of the fact that any such person is or was acting for or on behalf of the Coalition and shall likewise have power to advance to each such person Expenses, including legal expenses, incurred in connection with any such Proceeding to the maximum extent permitted by law.
- (b) The Coalition shall have the power, through an action of the Board, to indemnify and hold harmless any other Agent of the Coalition against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any Proceeding and shall likewise have the power to advance to each such Agent Expenses incurred in connection with any such Proceeding to the maximum extent permitted by law.

**Section 3. Forms of Indemnification not Permitted.** No indemnification or advance shall be made under this Article X in any circumstances where it appears:

- (a) that it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 4. Insurance.** The Board may adopt a resolution authorizing the Coalition to purchase and maintain insurance on behalf of any Agent of the Coalition against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the Coalition would have the power to indemnify the Agent against such liability under the provisions of this Article X; *provided, however,* that the Coalition shall have no power to purchase and maintain such insurance to indemnify any Agent of the Coalition for a violation of Section 5233 of the Law concerning self-dealing transactions.

**Article XI — Records and Reports**

**Section 1. Maintenance and Inspection of Articles and Bylaws.** The Coalition shall keep at its Principal Office the original or a copy of the Coalition's Articles and Bylaws amended to date.

**Section 2. Maintenance and Inspection of other Corporate Records.** The accounting books and records of minutes of proceedings of the Board and any committee or committees of the Board shall be kept in such a place or places designated by the Board or, in the absence of such designation, at the Principal Office of the Coalition. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

**Section 3. Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Coalition and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

**Section 4. Annual Report to Directors.** The Board shall cause the annual report referred to in Section 6321 of the Law to be prepared and sent to all Members in accordance with Section 6321.

## **Article XII — General Corporate Matters**

**Section 1. Checks, Drafts, Evidence of Indebtedness.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Coalition, shall be signed or endorsed by such person or persons and in such a manner as from time to time shall be determined by resolution of the Board.

**Section 2. Corporate Contracts and Instruments: How Executed.** The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Coalition, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Coalition by any contract or engagement or to pledge its credit to render it liable for any purpose or for any amount.

**Section 3. Construction and Definitions.** Unless the context requires otherwise, the general provision, rules of construction and definitions in the Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and natural person.

**Section 4. Fiscal Year.** The fiscal year of the Coalition shall be July 1 through June 30. Budgets shall be prepared annually and presented to the Board during the month of May to be voted on in June.

**Section 5. Budgets.** Modification and/or revisions to the budget shall be submitted to the Board prior to consideration.

**Section 6. Gifts.** The Coalition may accept gifts, legacies, donations, grants, contributions in any amount and any form, upon such terms and conditions as may be decided by this organization.

**Section 7. Private Benefit.** No part of the Coalition's net assets, at any time, shall benefit a private individual or Member.

**Section 8. Dissolution.** In the event that the Coalition is dissolved, any unused and administered fund in the treasury of the same shall be divided per Internal Revenue Code guidelines. After all debts of the Coalition are paid, any dues which have been paid and not yet expended will be returned to Members in good standing on a pro-rata basis. Should additional funds remain after the payment of debts, return of dues, or return or transfer of assets required to be returned or transferred upon a condition which is triggered by the Coalition's dissolution,



the Coalition's remaining assets shall be distributed and paid over to the then existing Members, in accordance with a methodology established by the Board, consistent with the Law, so long as such existing Members satisfy the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and have established their tax-exempt status under Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code (or corresponding provision).

Coalition Board Approved  
November 5, 1991

Coalition Board Approved  
Amendment - Article VII, Section 1  
July 20, 1995

Coalition Board Approved  
Membership - Article III, Section 2  
August 15, 1995

Coalition Board Approved  
Various Changes  
March 19, 1996

Coalition Board Approved  
Membership - Article III, Section 1, 2, 3 (new)  
Voting - Article IV, Section 1 (new)  
Dues and Fees, Article V, Section 1  
Election of Officer - Article VII, Section 1  
August 20, 1996

Coalition Board Approved  
Membership - Article III, Section 4  
May 27, 1997

Coalition Board Approved  
Amendment - Article VII, Section 1  
April 28, 1998

Coalition Board Approved  
Purpose – Article II, Section 1  
Membership – Article III, Section 1,2  
Organization Finances – Article VI, Section 5  
Annual Meeting – Article VII, Section 1  
Officers and Their Duties – Article VIII, Section 3  
Indemnification Of Director, Officers, Employees And Other Agents  
Article XIV, Section 1,2,3,4,5,6,7,8,9 (new)  
Records and Reports – Article XV, Section 1,2,3,4 (new)  
General Corporate Matters – Article XVI, Section 1,2,3 (new)  
November 23, 1999

Rules of Procedure – Article X, Section 5 (new)  
July 25, 2000

Coalition Board Approved  
Substantial changes to these Bylaws on  
July 2, 2002

Board of Directors approved May 27, 2003  
Clinic Members ratified June 24, 2003

Clinic Members ratified February 24, 2004

Board of Directors approved March 27, 2007  
Article III, Section 7a – Requirements of Board Member Attendance  
Clinic Members ratified April 24, 2007



# The Coalition of Orange County Community Health Centers

Strategic Plan 2013 - 2016



## Introduction

### ORGANIZATIONAL MISSION

*The Coalition of Orange County Community Health Centers is a consortium of safety net providers and key partners creating quality healthcare for vulnerable, underserved communities.*

Since 1974, the Coalition of Orange County Community Health Centers (the "Coalition") has been working to ensure quality, affordable health care for low-income individuals in Orange County. The organization is a coalition of 26 community health centers operating more than 65 sites countywide and offering a diverse array of services to geographically and culturally diverse client populations. Community health centers are poised to play a key role in caring for the 140,000 individuals who are expected to be newly insured in Orange County in 2014. Most recently, the Coalition has been active in clinical quality initiatives and has worked closely with local partners to enhance system capacity in anticipation of full implementation of the Affordable Care Act (ACA).

The Coalition has an active and diverse Board of Directors, an experienced and trusted Chief Executive Officer and an efficient, talented and dedicated staff. Strategic decision-making in the next few years will enable the organization to leverage its strengths and relationships to build a long-term sustainable business model and add value to its membership.

## SWOT ANALYSIS

*Consortium staff and representatives from member organizations conducted a SWOT assessment to define core organizational strengths and identify key areas for growth.*

### ■ Strengths

The Coalition and its members are united in the mission to make quality care available to vulnerable, underserved communities. This common passion for a “noble” cause is what drives the work of the organization. This clinic consortium is unique among its peers in California in that its membership includes both health center leaders and other community stakeholders. This diversity of membership is a key asset, providing diversity of perspective and expertise, countywide representation and connections to diverse communities. With a long history in the community, the Coalition has built a strong reputation as a collaborative partner that is known for its integrity and its leadership. The Coalition is politically connected and active. It has built strong relationships with a core group of community stakeholders.

### ■ Weaknesses

The work of the organization is big, but the number of staff is small relative to the breadth of services offered. Staff are stretched thin and there are not enough resources to accomplish the organization’s goals. Future planning needs to address the organization’s physical and staff resources and capacity relative to its strategic priorities. As is the case with many non-profits, the agency’s budget is disproportionately reliant on grant funding, which can be variable and unreliable in the long term.

The diversity of the agency’s board is both a strength and a weakness. The Coalition’s members represent a diverse group of service providers. Members have dramatically different infrastructure and budgets, service scope, history, priorities and constituencies.

Building consensus and representing the interests of such a diverse group is a challenge, particularly when there are community member board vacancies.

### ■ Opportunities

The implementation of the Affordable Care Act offers multiple opportunities for both the Coalition and its members. There is the opportunity for the Coalition to play a role in system transformation in the region by exploring options such as forming a Safety Net Independent Physician Association (IPA), working with members on PCMH implementation and exploring options related to regional Accountable Care Organizations (ACOs). The role of the Coalition as a negotiator on behalf of clinic members will increase with coverage expansion in 2014. In addition, there is an opportunity for the Coalition to expand its offering of value-added services in the areas of: workforce development, developing data synthesis and reporting capacity, outreach and enrollment efforts and achieving the triple aim.

In order to expand support to its members, the Coalition has the opportunity to widen its network of partners by leveraging member connections and strategically identifying and seeking out new relationships. In particular, developing strategic partnerships with local hospitals is seen as a key new opportunity for the Coalition.

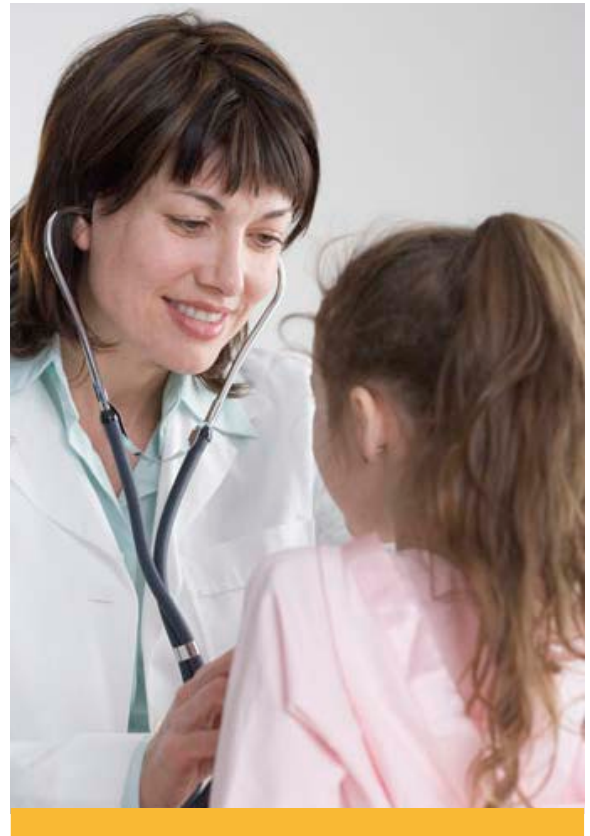
Multiple opportunities to develop new and diverse business product lines could be identified. This will also support the long-term sustainability of the Coalition. Succession planning was identified as an additional opportunity to ensure ongoing sustainability.

## ■ Threats

Orange County is a geographically and politically diverse region. Navigating county politics can be a challenge due to the mix of conservative and liberal political opinion that is represented throughout the diverse communities in the region. Geographically, the county is diverse and spread out, posing some challenges to appropriate definitions of medically underserved regions. The county itself is not engaged in direct health care delivery and creating an effective safety net strategy for the region remains a challenge.

Clinic members rely on the Coalition to represent their interests with CalOptima, the Health Care Agency and other health plans that serve low-income residents. CalOptima, the county Medicaid managed care plan has recently undergone leadership transitions that make it difficult for the Coalition to maintain strong working relationships with the agency.

The implementation of the Affordable Care Act is seen as both an opportunity and a threat to the Coalition and its members. Local ACA-related needs are yet to be determined, making planning difficult. Some of the members are unable to predict what their strategic directions will be beyond 2014. They rely on the Coalition to represent their interests in negotiations related to patient assignment, payment rates and other critical decision points. In addition, perception and awareness about the role of safety net providers is an ongoing challenge. The Coalition is faced with the challenge of increasing awareness about the role of the safety net in primary care while changing perception about safety net clinics as providers of “last resort” who are concerned only with caring for uninsured or undocumented individuals.

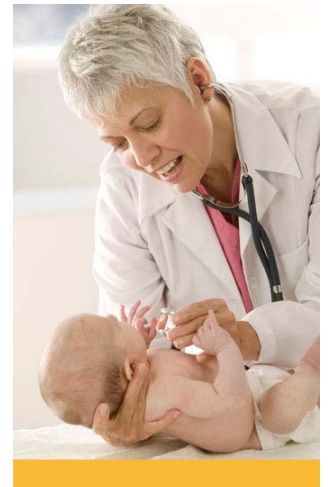


## STAKEHOLDER INTERVIEWS

We conducted interviews with stakeholders from multiple sectors, including board members, funders, health plan and county health care agency representatives. Partners and stakeholders all spoke highly of the Coalition and agreed that the organization brings value to health care delivery at the local level.

Some themes that emerged from the stakeholder interviews included:

- There is strong consensus among stakeholders that the Coalition is a trusted community partner.
- Interviewees expressed a clear need for a central coordinating entity, like the Coalition, to work with stakeholders on issues related to community health centers. Stakeholders value the ability to work through the Coalition, rather than individual providers, to coordinate policy, funding and programmatic work.
- Several stakeholders mentioned a need to see a more cohesive agenda from the clinics, via the Coalition. These stakeholders expressed a desire for the clinics to be “more on the same page” about issues.
- Stakeholders agree that the ACA is changing the landscape in the county and that the Coalition needs to be more central to ACA implementation decisions.
- Stakeholders recommend the Coalition represent its clinic interests to a broader audience.
- Stakeholders called out the importance of connecting clinics to health plans and new sources of payers in order to ensure the financial viability of the safety net. Some interviewees also talked about the need to create a more long-term financial sustainability plan for the Coalition.
- There is consensus that community health centers will continue to be essential providers in the region. However, there was some disparity of opinion about the role of clinics among stakeholders. Most expressed the need for all member clinics to contract with CalOptima and care for individuals newly covered through Covered California. A minority of interviewees see the clinics as solely and primarily responsible for the uninsured.



### THE VISION:

*Clinic members are competitive in the new ACA marketplace and can rely on The Coalition to represent their interests in the county.*

*The Coalition has a long-term financial sustainability plan that continues to support its mission.*

*There is access to quality health care for all in Orange County, regardless of insurance status.*



## STRATEGIC DIRECTIONS

The Coalition is committed to a three year strategic plan that emphasizes long-term sustainability and documented value-added to the member organizations and the clients they serve. The strategic plan builds on the Coalition's history of success and clear mission. The following four themes form the basis of the Coalition's strategic goals and activities:

### ■ Sustainability

The Coalition will create a sustainable business model that expands and diversifies its revenue sources.

### ■ Member Services

The Coalition will identify and make available value-driven technical assistance and consulting services for health centers.

### ■ Advocacy

The Coalition will serve as the voice for the health centers and the community during implementation of ACA in Orange County to guarantee access to care for all.

### ■ Access

The Coalition will work to facilitate health care access for all by working to increase both insurance coverage and access to services.

2013 - 2014 BOARD OF DIRECTORS	
<b>PRESIDENT</b>	<b>Ed Gerber</b> Executive Director, Lestonnac Free Clinic
<b>VICE PRESIDENT</b>	<b>Becky Barney-Villano</b> Marketing Consultant, BBV Marketing & Communications
<b>TREASURER</b>	<b>John R. Luker, CPA</b> Vice President, Orange County Rescue Mission
<b>SECRETARY</b>	<b>Gloria Sanchez, M.D.</b> Physician, Harbor-UCLA Medical Center

CLINIC BOARD MEMBERS	COMMUNITY BOARD MEMBERS
<b>Liz Bear</b> Chief Executive Director, Healthy Smiles for Kids of Orange County	<b>Becky Barney-Villano</b> Marketing Consultant, BV Marketing & Communications
<b>Ed Gerber</b> Executive Director, Lestonnac Free Clinic	<b>Gloria Sanchez, M.D.</b> Physician, Harbor-UCLA Medical Center
<b>Jon Gilwee</b> Executive Director, Government Affairs UC Irvine Health	<b>FOUR VACANT SEATS</b>
<b>Garth Jorgensen, MBA</b> Operations Manager, Camino Health Center	
<b>John R. Luker, CPA</b> Vice President, Orange County Rescue Mission	
<b>Mervat Morcos</b> Chairman of the Board North Orange County Regional Health Foundation	
<b>Craig G. Myers</b> President, California Hospital Medical Center	
<b>Tricia Nguyen, MPH</b> Chief Executive Officer, VNCOC Asian Health Center	

## ■ Sustainability

The most immediate task is to develop a well-defined financial sustainability plan. Some of the initial thinking about possible priorities in this area include developing a consulting strategy, evaluating options related to the physical location of the agency, exploring nontraditional revenue sources, and participating in outreach and enrollment efforts. Completion of the IPA exploration process will inform the sustainability plan. There was consensus among the group that the Coalition is in a strong position to identify large and/or federal grant opportunities and partner as appropriate to serve as single point of contact for regional application.

GOAL	ACTIVITY	TIMELINE	WHO IS RESPONSIBLE?
The Coalition will have a financial sustainability plan in place.	Develop a detailed financial sustainability plan.	September 2013	Lisa Shelton-Finch
The Coalition will make a decision about IPA formation.	Develop a recommendation to board based on results of IPA exploration process.	July 2013	Isabel Becerra
The Coalition will complete a fund development strategy plan.	Identify collaborative funding opportunities to support strategic plan goals and create detailed fund development plan.	July 2013	Rocio Magdaleno

## ■ Advocacy

Advocacy is a core function of the Coalition. The advocacy priority for the next three years will be to ensure the success of health centers in the county through the initial implementation of the ACA. The first step will be the creation of a defined, data-driven health center ACA implementation plan. Advocacy efforts need to be both proactive and reactive in order to best position the member organizations during the ACA transition.

GOAL	ACTIVITY	TIMELINE	WHO IS RESPONSIBLE?
The Coalition will identify and prioritize ACA implementation activities.	Develop annual advocacy strategy plan at local, state and federal level.	Plan 1: July 2013 Plan 2: July 2014 Plan 3: July 2015	Isabel Becerra

## ■ Member Services

Member technical assistance (TA) and consulting offerings need to be strategically evaluated. The Coalition will identify the most needed and valuable offerings among members and facilitate the availability of these services either by offering directly or by making them available through other sources. There is a commitment to expanding technology-based offerings and to providing a resource list of trusted and recommended service providers to help health centers make decisions about hiring



outside help. There was consensus among the group that development of centralized client satisfaction measures is a priority for the Coalition and its members.

GOAL	ACTIVITY	TIMELINE	WHO IS RESPONSIBLE?
The Coalition will identify, describe and prioritize member technical assistance needs.	Conduct member TA needs assessment.	June 2013	Rocio Magdaleno
	Develop TA plan based on ACA priorities.	September 2013	Rocio Magdaleno
	Develop TA provider resource list.	September 2013	Rocio Magdaleno

## ■ Access

The Coalition will work to ensure maximal insurance coverage and uptake among current and potential health center clients. Expanding access to primary care, specialty services and hospital care for insured and uninsured in the county is core to the organization's mission and will drive its access priorities. There was general agreement that the Coalition has an important role to play in outreach and enrollment efforts in the county. This activity would be a new revenue generator as well as a core activity to improve access.

GOAL	ACTIVITY	TIMELINE	WHO IS RESPONSIBLE?
The Coalition will recommend a strategy to inform recruitment and retention at member clinics.	Develop a patient recruitment and retention strategy recommendation.	July 2013	Isabel Becerra
Ensure maximal Enrollment in state and local health assistance programs created by the ACA.	Develop a county-wide education, outreach and enrollment program focusing on uninsured populations.	September 2013	Rocio Magdaleno
The Coalition will have a strategy to guide its work around uninsured clinic patients.	Submit remaining uninsured plan for community clinic patients.	September 2013	Isabel Becerra
The Coalition will facilitate appropriate care coordination for patients discharged from hospitals.	Negotiate an agreement with at least 2 local hospitals to support care coordination for discharged patients.	September 2013	Rocio Magdaleno
The Coalition will make decision whether to pursue ACO partnership.	Finalize exploration of ACO partnership opportunity with at least one hospital.	November 2013	Isabel Becerra





## **MEMBERSHIP POLICY FOR APPLICATION, SUBMISSION, AND REVIEW**

### **I. REQUIREMENTS AND LEVELS OF MEMBERSHIP**

Potential new members to the Coalition should contact the Chief Executive Officer of the Coalition regarding desire for application. The Chief Executive Officer shall review the applicant's qualifications and determine if criteria is met to proceed with application process. Subject to the approval requirements of the Board set forth under Article II, Section 3(a) of the Bylaws, membership in the Coalition shall be open to:

- A. any not-for-profit community health organization located in Orange County, California which is licensed, or exempt from licensure, as set forth under Section 1204(a) of the California Health and Safety Code, as a community or a free clinic by the State of California;
- B. an out-patient program located in Orange County, California which is licensed or certified under a non-profit hospital's license; or
- C. other agencies located in Orange County, California whose mission agrees with that of the Coalition.

Notwithstanding the foregoing, all Coalition member clinics must provide primary medical care, including but not limited to general medical, obstetrical, pediatric, mental health, family planning and/or dental services. The Board shall have the authority at any time to change the membership qualifications so long as the changes are consistent with the Coalition's Purpose.

### **APPLICATION FEES**

All applicants will be subject to a non-refundable application fee of \$500.

### **FULL MEMBERSHIP CRITERIA**

Full Membership is open to organizations meeting the following criteria: An independent and free standing, (community-based Board of Directors), not-for-profit, 501 (c)(3), tax-exempt organization, OR, sponsored by a not-for-profit organization that has a board of directors with community members, licensed as a



community or free clinic by the State of California, as defined in the Health and Welfare Code (Section 1204 and/or 1206) Title 22 regulations, **for at least three (3) years;**

- 1) Facility located in Orange County, or at least fifty-one (51%) of primary care patients reside in Orange County;
- 2) Provides general medical, mental health and or dental diagnosis and treatment services;
- 3) Has a written policy of non-discrimination based on ability to pay and either a sliding fee scale based on income and family size or a policy of no charge;
- 4) Is governed by a board of directors which has written bylaws and which meets at least once a year;
- 5) Shares the mission of the Coalition of Orange County Community Clinics to advocate for health services for medically underserved people, as demonstrated by the applicant's programs, mission, history and role in its community;
- 6) Formed by a grassroots coalition or community health leaders;
- 7) Provides community services in addition to medical, mental health and or dental services.
- 8) Demonstrated community support, such as an active volunteer program, local funding, etc;
- 9) Demonstrated consumer (patient )involvement, e.g., serve on Board of Directors or Community Advisory Board, volunteers, etc; and
- 10) Demonstrated collaborative relationship with a non-profit, community-based organization.

### **AFFILIATE MEMBERS**

Affiliate Membership is open to all organizations in Orange County, excluding Title 22 primary care clinics that are eligible for full membership (see above), that share the mission of the Coalition of Orange County Community Clinics and which are designated 501 (c)(3), not-for-profit organizations. This category includes non-profit and for-profit organizations, corporations, businesses and individuals. Affiliate members will be subject to a designated annual fee based on an estimated percentage (.0030) of their net operating revenue. Final fee determined by Controller as directed by Executive Committee.

### **BENEFITS**

- Advocacy
- Technical Assistance (Fund Development, Quality Management, Financial Sustainability, Information Technology, Operational, Regulatory etc.)
- Group Purchasing Discounts



## **II. APPLICATION PACKAGE**

If the potential applicant members meet the above minimum criteria, the Chief Executive Officer will send an application package to the interested agency. The application package will consist of the following:

- A. Coalition's Mission and Vision Statements**
- B. Code of Conduct**
- C. Coalition's By-Laws**
- D. Coalition's Current Goals and Objectives**
- E. Application Form**

The applicant agency should be asked to review each document carefully and consider whether their agency would be best served by the Coalition and whether they can abide by the Coalition's By-Laws.

## **III. REVIEW OF APPLICATION**

The completed application form would be returned by the applicant agency to the Coalition Chief Executive Officer. The Chief Executive Officer will review the application and schedule a meeting between the prospective member agency director and members of the Coalition's Executive Committee. The Director and Executive Committee Members will discuss with the applicant the questions raised on the application form regarding:

- A. Services offered**
- B. Population/area served**
- C. Referral patterns**
- D. Mission**
- E. Organizational Structure**
- F. Funding Sources**
- G. Audited financial statements**





The Executive committee will also review with the prospective member the following questions:

- 1. Do the Coalition's Mission, Vision, and Value Statements reflect a philosophy that the prospective member agency can support?**
- 2. Are there questions and/or concerns raised by the Coalition By-Laws?**
- 3. Are the By-Laws such that the prospective member agency can abide by without hesitation?**
- 4. Can the prospective member agency support the Coalition's current goals and objectives?**
- 5. Does the prospective member agency have current goals which may relate or correspond with the Coalition's current objectives?**

#### **IV. APPROVAL PROCEDURES**

Following the Executive Committee's opportunity to become acquainted with the prospective member agency's mission and services, the application will be presented to the Board of Directors for approval. Approval shall be by a two-thirds vote of the Board. The prospective member agency will be informed of the Board's decision by the Coalition's Chief Executive Officer.

Membership will commence with the payment of dues and attendance at the next Coalition monthly Board meeting following approval as a member.

#### **V. TERMINATION OF MEMBERSHIP**

These things are among those considered "for cause"

- A. Willful, illegal acts and/or**
- B. Unethical acts, or**
- C. Acts not consistent with the mission of the Coalition.**

Approved by Board of Directors – January 16, 1996

Approved by Board of Directors- September 23, 2008



## **Values Statements**

On November 20, 1992, Coalition board members held a special planning session to discuss Clinics/Coalition options for the future and to develop Values to guide the decision making process as clinics confront on-going health care changes. Following are the values developed for that purpose. They compliment the Coalition's foundational values listed underneath.

### **Values to Guide Decision Making**

- There is a mutual respect among the member clinics for the mission for each member clinic.
- A balance is needed between the mission for patient care versus the need to maintain the financial stability of the clinic.
- The Coalition members will strive to build consensus in making decisions so that the whole of the Coalition is strengthened.
- The members will strive to strengthen the unique role of the community clinics in the local health care system.
- Decisions will be made that optimize the position of the Coalition and its members.
- Recognition of the rapidly changing environment and that each member clinic is at a different level of understanding and ability. The Coalition will strive to establish a common basis for decision making for this diverse group.
- Maintain the responsiveness of the Coalition and its members to the service needs of the medically underserved.

### **Foundational Values**

We believe in:

- Quality, affordable health care as a basic human right;
- The inherent dignity of each person;
- The cooperation between the public and private sector in meeting the health care needs of communities;
- The responsible use of public and private resources;
- Respect and appreciation for cultural diversity.



### **Policies Regarding Coalition Member Common Practices**

As members of the Coalition of Orange County Community Clinics, member agencies are asked to abide by the following policies, which have been set through mutual agreement of Coalition members. Each of these policies is intended to assist in creating and maintaining the most positive climate for successful business operations and healthy business relationships.

- Coalition members agree that they will not re-locate or open a facility within three miles of an existing Coalition member clinic without first entering into discussions with the nearby agency/clinic regarding potential duplication of services.
- Coalition members agree to communicate individual agency actions that may cause an impact on other Coalition member agencies' service delivery.
- Coalition members agree that if the Coalition takes a public stance on an issue, and if a member agency is representing the Coalition, the member agency will support said stance. However, the Coalition encourages and invites opposing views during its internal discussions.



## Membership Application Checklist

Clinic Name \_\_\_\_\_ Date \_\_\_\_\_

Application			Comments
<b>1) Membership packet sent to applicant</b>	<b>Sent</b>	<b>Not Sent</b>	
a. Coalition Mission/Philosophy/Vision	<input type="checkbox"/>	<input type="checkbox"/>	
b. Code of Conduct	<input type="checkbox"/>	<input type="checkbox"/>	
c. Coalition By-Laws	<input type="checkbox"/>	<input type="checkbox"/>	
d. Coalition Goals/Objectives – Moving Forward to 2020	<input type="checkbox"/>	<input type="checkbox"/>	
e. Application form	<input type="checkbox"/>	<input type="checkbox"/>	
f. Benefits of Membership	<input type="checkbox"/>	<input type="checkbox"/>	
<b>2) New Member Application Response</b>	<b>Submitted</b>	<b>Not Submitted</b>	
a. Non-profit status - 501(c)(3) letter	<input type="checkbox"/>	<input type="checkbox"/>	
b. Non-profit status – Franchise Tax Board Determination letter	<input type="checkbox"/>	<input type="checkbox"/>	
c. Community clinic license	<input type="checkbox"/>	<input type="checkbox"/>	
d. Clinic services offered defined	<input type="checkbox"/>	<input type="checkbox"/>	
e. Clinic population/area served	<input type="checkbox"/>	<input type="checkbox"/>	
f. Clinic referral patterns	<input type="checkbox"/>	<input type="checkbox"/>	
g. Clinic Mission/Philosophy Statement	<input type="checkbox"/>	<input type="checkbox"/>	
h. Clinic organizational chart	<input type="checkbox"/>	<input type="checkbox"/>	
i. Clinic funding sources	<input type="checkbox"/>	<input type="checkbox"/>	
j. Clinic By-Laws	<input type="checkbox"/>	<input type="checkbox"/>	
k. Board of Directors list	<input type="checkbox"/>	<input type="checkbox"/>	
l. Audited Financial Statement	<input type="checkbox"/>	<input type="checkbox"/>	
m. Coalition Code of Conduct signed	<input type="checkbox"/>	<input type="checkbox"/>	
<b>3) Meeting with Coalition</b>	<input type="checkbox"/>	<input type="checkbox"/>	





**Application for Membership**

Clinic Name \_\_\_\_\_ Key Contact \_\_\_\_\_

Address \_\_\_\_\_ Title \_\_\_\_\_

\_\_\_\_\_ Phone \_\_\_\_\_

Is your Agency a 501 (c)(3)?  Yes  No Tax ID# \_\_\_\_\_

Attach a copy of IRS 501 C3 determination letter.

Attach a copy of Franchise Tax Board Determination letter.

Type of Licensure? \_\_\_\_\_ When was license received? \_\_\_\_\_

Attach a copy of clinic license.

What services does your clinic provide? How many unduplicated patients per calendar year? How many service encounters by type do you provide? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

How are referrals for services not provided by your clinic handled? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

What is the clinic's patient/client population mix in terms of social economics, status, age and ethnicity?

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

What geographical area comprises your service area? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

What is the clinic's mission? (Please attach your organization's formal Mission and Philosophy Statement if available.) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

What is the clinic's organizational structure? (Please attach organizational chart.)



What are the clinic's primary funding sources? (Please provide percentage breakdown for major sources of funding.) \_\_\_\_\_

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Please attach a copy of your latest audited financial statement.

What are plans for funding if current funding sources disappear? \_\_\_\_\_

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Please list community references (Organizations/Individuals familiar with the work of your clinic.)

	<u>AGENCY</u>	<u>CONTACT PERSON</u>	<u>PHONE NUMBER</u>
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

Why is your organization interested in becoming a member of the Coalition of Orange County Community Clinics? \_\_\_\_\_

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\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

Please submit this completed application along with requested documents and any other documents describing key facts about your organization to:

Chief Executive Officer  
Coalition of Orange County Community Health Centers  
17701 Cowan Ave. Suite 220  
Irvine, CA 92614



## Benefits to Membership in the Coalition of Orange County Community Health Centers

Formed in 1974 by and for community-based health center programs the **Coalition of County Community Health Centers'** principle goal is to provide value-added benefits that strengthen and enhance the **quality and access** of the Orange County safety-net for the under and insured.

As members of the Coalition, community clinics and health centers participate in joint advocacy, strategic collaborations, educational and training forums and other shared activities so that CCHCs can continue to serve the health care needs of their communities through innovation, collaboration, and commitment.

*The Coalition of Orange County Community Health Centers is a consortium of safety net providers and key partners creating quality healthcare for vulnerable, underserved communities.*

### Benefits of Membership:

#### **1. Strong advocacy before legislative and regulatory bodies on all major issues that affect health centers and their mission**

The Coalition has developed and maintains high-level links with the Government, funders, community providers and other health care industry stakeholders. The Coalition meets regularly with these groups to represent the member's views and concerns on issues affecting our industry.

#### **Clinic Representation:**

##### *LOCAL*

- *TSR Advisory Committee*
- *TSR Subcommittees*
- *Cal Optima, Provider Advisory Council*
- *MSI-Program*
- *Santa Ana Building Healthy Communities, Steering Committee*
- *OCHNA, Board of Directors*
- *Managed System of Care, Network Development Committee*

##### *REGIONAL*

- *Regional Association of Consortia (RAC), member*

##### *STATE*

- *California Primary Care Association (CPCA) member*

##### *NATIONAL*

- *National Association of Community Health Centers (NACHC) member*



## **2. Resources to enhance the quality of clinic care and services to improve the health status among the vulnerable populations served by community Health Centers and Clinics.**

The Coalition dedicates staff resources and works closely with its members to enhance the quality of clinic care and services provided to patients served by CCHCs. In addition to providing members with training, educational and networking opportunities, the Coalition instituted and supports a comprehensive Quality Enhancement Initiative. The goal is to work with the member clinics to improve clinical outcomes and operational efficiency via countywide data benchmarking, trainings, and learning.

### **Quality Enhancement:**

- *Design and implement clinical and administrative performance measures for member clinics*
- *Implementation of Patient Experience Surveys at all member clinics*
- *Assist member clinics to achieve National Committee for Quality Assurance (NCQA) patient centered medical home recognition*

## **3. Information & Technical Assistance on regulatory and clinical issues including grants, managed care, quality standards, health reform, and more**

The Coalition is committed to providing members with the training and technical assistance they need to advance the clinic and health center delivery model and to effectively manage and improve the health of patients. Clinics have regular access to information and programs on a variety of timely topics, i.e. state and federal regulatory compliance, operational efficiencies, quality improvement and assurance.

### **Technical Assistance:**

- *Technical assistance in such areas as HIPAA, grants management, Title 22 administrative requirements, and other clinic operations*
- *Training workshops in such topics as third-party claims management, HIPAA compliance, and FQHC program expectations*
- *Medi-Cal, Healthy Families and MSI application assistance*
- *Accounting assistance in areas such as sliding fee schedules, cash flow management, internal control systems, and accounting software*

## **4. Strategic partnerships with local and state agencies, and private foundations**

The Coalition has taken a leadership role in facilitating and organizing partnerships in key areas of concern to clinics and their patients. In addition the Coalition contributes to the sustainability of member clinics by providing a range of services to member clinics that include grant research, technical assistance related to developing and proof-reading of grant applications and submission of collaborative proposals coordinated and written by Coalition development staff.





**Partnerships:**

- *Orange County Health Care Agency, Expanded IZ, After Hours Collaborative*
- *Children and Families Commission, Centralized Peds Collaborative*
- *County of Orange Health Care Agency/CalOptima, Patient Centered Medical Home accreditation with NCQA*
- *California Primary Care Association, Emergency Preparedness, HINI, AQICC-MU,*
- *Kaiser, Access Redesign Project*
- *California Wellness Foundation, The California Endowment, Blue Shield Foundation, , Safety-Net of the Future Initiative*
- *UCSF, California Area Health Education Center*

**5. Assistance and information on occurring changes in technology and information systems in health care**

The Coalition assists member clinics in keeping pace with the sweeping changes occurring in technology and information systems in health care. The Coalitions Technology program offers training and technical assistance, discounted group pricing and IS maintenance services..

**Health Information Technology:**

- *IT maintenance group purchasing*
- *Assist clinics on meaningful use of electronic health records as to be defined by the National Coordinator for Health Information Technology and Health Information Technology Policy Committee*

**6. Access to multiple forums providing networking and educational opportunities for collaboration, information-sharing and strategy development among clinics and the Coalition**

The Coalition brings clinic representatives together to provide a forum for information-sharing and to collaboratively develop strategic direction and guidance for Coalition programs and activities.

**Peer networks:**

- *Shared Care Specialty and Diagnostics Referral Coordination*
- *CFO Round Table*
- *Clinic Emergency Preparedness*
- *After Hour Collaborative Medical Advice Line*
- *Medical and Dental Provider Forums*

