

# Whiteside County Community Clinic BYLAWS 9-2022

## BYLAWS

### WHITESIDE COUNTY COMMUNITY HEALTH CLINIC, INC.

#### ARTICLE I – NAME

The name of this Illinois not-for-profit corporation shall be the Whiteside County Community Health Clinic (hereinafter referred to as the “Corporation”).

#### ARTICLE II – GOALS, PURPOSES AND POWERS

**Section One. Goal and Mission.** The Governing Council provides the Health Department the opportunity to enable community and user collaborative involvement pro-actively in the provision of primary and preventative health care for the residents of Whiteside and surrounding counties. The goal of the Whiteside County Community Health Clinic is to assist the Whiteside County Health Department in increasing access to comprehensive primary and preventive health care and to improve the health status of underserved and vulnerable populations.

*“Where needs and resources come together to improve the health of the communities we serve”*

**Section Two. Purposes.** The purposes of the Corporation are:

- (a) Providing community-based governance and oversight of the operation of a federally qualified health center (“Health Center”) by the Whiteside County Health Department Board of Health (“WCHD”);
  - (2) Establishing policies and procedures designed to ensure the Health Center’s provision of preventive, primary and supplemental health care services (including health education and enabling services) to such population in a manner which will best meet their needs; and
  - (3) Otherwise providing leadership and direction to WCHD and Health Center as required by applicable Federal and/or State law.
- (b) To engage in any lawful act in which a corporation incorporated under the corporate law of the State of Illinois may engage.
- (c) To operate exclusively for charitable, scientific, and educational purposes defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and to engage in any and all lawful activities, incidental to the foregoing purposes, except as restricted herein.
- (d) The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal income taxation as a Corporation described in Section 501(c)(3) of the Internal Revenue Code, as amended, or (2) cause it to lose such exempt status. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

**Section Three. Powers.** The Corporation shall have all the powers necessary or convenient to carry out the purposes, subject only to limitation provided by the Articles of Incorporation, or these bylaws. Such powers shall include without limitation: control of its affairs; the designation of time for holding and the manner of conducting its meetings; the determination of the time and manner of selection, qualifications, terms of office, officials designations, powers and duties of its officers, Council members and members of committees; defining what constitutes a vacancy in any office or committee and the manner of filling the same; the numbers of directors necessary for a quorum and for the regulation of all other matters within its purposes and power; and the adoption of such bylaws and rules, not inconsistent with law, its Articles of Incorporation and these bylaws, with the right from time to time to amend or repeal same, as it shall deem

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proper. No individual, entity, or committee (including, but not limited to, an executive committee authorized by the board and consistent with the Corporation's organizational chart) reserves or has approval/veto power over the board with regard to the required authorities and functions. No collaboration or agreements with other entities shall restrict or infringe upon the Council's required authorities and functions.

**Section Four. Membership.** The Corporation shall have no members. The term "member," as used in these Bylaws, shall refer solely to members of the Governing Council and/or members of Council committees.

### **ARTICLE III – GOVERNING COUNCIL**

**Section One. Number.** The number of members of the Board of Directors of this corporation shall be nine (9) to thirteen (13). Two shall be members of the Board of Health (BOH) and are appointed by the BOH Chairman. The Board of Directors shall be known as the Governing Council.

**Section Two. Qualifications of Governing Council.**

(a) A majority of the Council shall be individuals who are or will be served by the Health Center and who, as a group, represent the individuals being or to be served in terms of demographic factors, such as race, ethnicity, gender and economic status ("User Members"). User Members should live or work in the Health Center's service area; utilize the Health Center as their principal source of primary care; and have used the Health Center's services within the last two years. A legal guardian of a patient who is a dependent child or adult, or a legal sponsor of an immigrant patient, may also be considered a User Member.

(b) The remaining Council members ("Non-User Members") shall be representatives of the community, in which the catchment area is located and shall be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community. To the extent possible, Non-User Members should live or work in the Health Center's service area.

(c) No more than one-half of the Non-User Members of the Council may be individuals who derive more than 10 percent of their annual income from the health care industry. The health care industry is defined as those individuals who are doctors, nurse practitioners or dentists.

(d) No Council member shall be an employee of the Health Center or of the Whiteside County Health Department, or the spouse, child, parent, sibling by blood, adoption or marriage of an employee, and any other relationship determined by the Council to be a conflict.

(e) **Conflict of Interest.** If a question concerning a conflict of interest for any Council member is raised, a written secret ballot may be used by the remaining Council members to determine if such conflict exists. A simple affirmative majority of those present shall rule. Should a conflict of interest, pecuniary or otherwise, be determined for any Council member, such Council member shall be excluded from voting on that subject matter. In all events, a Council member shall have an affirmative obligation to disclose any potential or actual conflicts of interest in writing. No Council member shall participate in the selection, award or administration of any contract or other affiliation relating to operations conducted by the Corporation and/or the Health Center or for the furnishing of services or supplies to the Corporation and/or the Health Center, in which he or she or his/her immediate family or partner has a real or apparent conflict of interest (financial or otherwise) or with whom he or she is negotiating or has any arrangement concerning employment, nor shall any Council member divulge the subject or substance of such discussions, contracts or other affiliations to any person, institution, entity, company or other third party.

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### **Section Three. Term of Office.**

- (a) Council members will be elected for three- year terms. Elections for members will occur at the annual meeting. Council members shall be staggered so that 1/3 of members are re-elected every third year.
- (b) Any Council member who has otherwise satisfactorily performed his/her duties as a Council member shall be eligible for re-election to the Governing Council upon expiration of his/her term, provided that such member continues to meet the eligibility guidelines set forth in these Bylaws and by the Corporation.
- (c) Council members may serve as many consecutive terms as a Director as they wish with the Council's consent.

### **Section Four. Replacement of Council Members.**

- (a) Whenever a vacancy exists on the Governing Council, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new member by a majority of the remaining Council members at a regular or special meeting of the Council. Any person appointed or elected to fill the vacancy of a Council member shall have the same qualifications as were required of the member whose office was vacated.
- (b) Any Council member may be removed, with or without cause, by the vote of two-thirds of the members of the Council at a special meeting called for that purpose. Cause shall include, but is not limited to, the requirement to attend a minimum of nine (9) meetings per calendar year and not miss more than three (3) consecutive meetings at any time. The Council may factor extenuating circumstances into consideration. At any such meeting, any vacancy caused by the removal may be filled as stated above.
- (c) The Council selects and removes its members without any limitations. Specifically, the Council has no limitations in selecting or removing the board chair, the majority of health center board members, and the majority of non-patient board members.
- (d) Any person appointed or elected to fill a vacancy in the Council shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.
- (e) A Council member may resign at any time by giving written notice to the Chairperson or Secretary. Resignation of a Council member shall create a vacancy, and a new Councilmember shall be elected in accordance with this Section Four.
- (f) The right of a Council member to vote and all of his/her other rights, titles and/or interests in the Corporation shall cease upon the termination of his/her membership on the Governing Council.

**Section Five. Compensation.** No member of the Governing Council shall receive any compensation from the Corporation or the Health Center for services performed in his/her capacity as a Council member. Council members may be reimbursed by resolution of the Governing Council for reasonable expenses incurred in attending a regular or special meeting of the Governing Council

### **Section Six. Meetings and Voting.**

- (a) Meetings shall be held at such place or places as the Governing Council may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the Corporation.
- (b) The Governing Council shall regularly meet not less than once per month for the transaction of such business as may properly come before the Council. Special meetings of the Governing Council may be called either by the Chairperson or three members of the Council on not less than forty-eight (48) hours prior written notice. Both regular and special meetings shall be in accordance with the Open Meetings Act. All regular and special meetings shall be open meetings except those special cases exempted by law. (See Appendix 1.)

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(c) A majority of the Governing Council shall constitute a quorum for the transaction of business at any meeting of the Council. However, if less than a majority of the Council members are present at any meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice.

(d) Except as may otherwise be provided in these Bylaws, or in the Articles of Incorporation of this Corporation, or by law, the act of a majority of Council members present at any meeting at which a quorum is present shall be the act of the Governing Council. Each Council member shall be entitled to one (1) vote.

(e) Notice: The schedule of regular meetings of the council shall be published at the beginning of the calendar year on the Health Department website and the Whiteside County website. Notice of the date, time, place, and agenda for each regular meeting shall be posted at the Health Department's main Office (1300 West 2<sup>nd</sup> Street, Rock Falls) and on the Whiteside County website at least 48 hours in advance of the meeting. Agendas and supporting information shall be delivered to each member five (5) days prior to the date of the meeting. Written notice of special meetings of the Council shall be delivered personally or emailed to each Council member at least 48 hours prior to the stated time of the meeting.

(f) Annual Meeting. At the regularly scheduled monthly meeting in December of each year, Council members will vote to replace or to reappoint those Council members whose terms shall expire as of December of such year. If the election of Council members shall not be held at the December Meeting, the Governing Council shall hold the election at a special meeting called as soon as possible thereafter.

(g) Public Comment Policy: Any individual or spokesperson for a group shall be permitted to address the Whiteside County Community Health Clinic Governing Council on any matter during the public forum portion of the meeting. Members of the public must fill out the sign-in sheet at the start of the meeting and will wait to be recognized by the Chair. If someone did not have the opportunity to sign in prior to the meeting, the Chair will ask at the end of the public forum if there are any other speakers. The speaker shall raise his/her hand to be recognized by the Chair.

All meetings of the Whiteside County Community Health Clinic Governing Council are open to the public, and public comment is accepted for a maximum of 30 minutes at each meeting. At the beginning of the comment, the speaker shall state his/her name. There is a three (3) minute time limit for your remarks. Please be aware that the Whiteside County Community Health Clinic Governing Council is not required to respond to your remarks during the time of its meeting.

**Section Seven. Action Without Meeting.** No meeting need be held by the Council to take any action required or permitted to be taken by law, provided all members of the Council shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Council. Action by written consent shall have the same force and effect as action by unanimous vote of the Council members. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Council without a meeting, and that the Bylaws authorize the Council members to so act. Such a statement shall be prima facie evidence of such authority.

**Section Eight. Liability of Council Members.** The Council members of this Corporation shall not be personally liable for its debts, liabilities, or other obligations. The Corporation shall carry officers and directors liability insurance covering all members of the Governing Council. No individual Council member shall act for the Governing Council except as may be specifically authorized by the Governing Council. Council members shall refrain from giving personal advice or directives to any staff personnel of the Health Center or the Corporation.

**Section Nine. Functions and Responsibilities.**

The Governing Council shall have, and is vested with; unlimited powers and authority, except as may be expressly limited by law, the Articles of Incorporation or these Bylaws. With respect to the Health Center, the Governing Council shall be specifically responsible for:

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- (a) Subject to the concurrence of WCHD, approving the Health Center's (i) annual operating and capital budgets; and (ii) policies for billing and collections activities, including a policy regarding determinations of eligibility for services, charge structure and criteria for sliding fee discount schedules;
- (b) Developing, adopting periodically updating health care policies, including the scope and availability of services, location and hours of operation, and quality-of-care audit procedures;
- (c) Selecting, annual evaluating, and dismissing the Public Health Administrator/CEO of the Health Center, consistent with the Co-Applicant Agreement with WCHD;
- (d) Evaluating the Health Center's activities, including service utilization patterns, productivity, patient satisfaction, achievement of program objectives, and development of a process for hearing and resolving patient complaints;
- (e) Approving the annual Section 330 grant application and project plan, and any applications for subsequent grants under Section 330;
- (f) In conjunction with WCHD, assuring that the Health Center is operated in compliance with applicable Federal, State and local laws and regulations;
- (g) Evaluating the Health Center's achievements at least annually and utilization of the knowledge gained thereby to revise the Health Center's goals, objectives, plan and budget as necessary and appropriate, including providing advise regarding the establishment of linkages with other health care providers and/or health care programs;
- (h) Since the Health Center is a Public Entity, selecting the Health Center's independent auditor shall be the responsibility County Board; the Council shall approve the annual audit report;
- (i) Evaluating itself periodically for efficiency, effectiveness, and compliance with all requirements imposed upon community health centers, as set forth in Section 330 of the Public Health Service Act, 42 U.S.C. §254b; and
- (j) Consistent with the Co-Applicant Agreement executed with WCHD, exercising all other authorities and responsibilities, which are required by Section 330 and implementing regulations and policies to be vested in a Section 330-compliant governing board.

**Section Ten. Telephonic or Electronic Meeting.** In accordance with OMA (5ILCS 120/7), a majority of the Governing Council may allow members to attend public meetings of the Governing Council, excluding executive session, by video or audio conference if the member is prevented from physically attending because of (a) personal illness or disability; (b) business of the Governing Council or employment purposes; (c) a family or other emergency. A quorum must be physically present in order for a member to participate electronically. Governing Council members attending a meeting electronically are permitted to fully participate in debate, discussion and voting.

**Section Eleven. Remote meetings during a Public Health Emergency**

In June of 2020, the Open Meetings Act was amended to allow for remote meetings without a physical quorum if the statutory guidelines under 5 ILCS120/7 (see Appendix 2).

**Section Twelve Minutes.** Minutes, including a record of attendance, shall be maintained of all meetings of the Governing Council, and all other Council Committees which minutes shall be signed by the Secretary or his/her designee, approved by the Council at a subsequent meeting, and retained at the office of the Corporation. Meeting minutes shall be distributed and stored in accordance with the provisions of these bylaws or as required by statute or resolution and in accordance with the Open Meetings Act.

**Section Thirteen. Executive Session.** The Governing Council may conduct all or any part of a meeting in executive session for such purposes as it deems necessary, including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the

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results of an annual audit. The Chairperson may invite the Public Health Administrator/CEO and such other persons as he or she deems appropriate to attend an executive session. The public and staff personnel are excluded from executive sessions except when invited to give testimony or advice, after which they will be excused.

### ARTICLE IV - OFFICERS

**Section One. Designation of Officers.** The officers of the corporation shall be a chairperson, one or more vice chairpersons (as shall be determined by the Governing Council), a secretary, a treasurer and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Governing Council may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Council. All officers shall be members of the Governing Council. Any two or more offices may be held by the same person, except the offices of chairperson and secretary.

**Section Two. Election, Appointment and Term of Office.** The officers of this Corporation shall be elected annually by the Governing Council at the regular annual meeting of the Governing Council. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the Council. All officers shall be elected for a term of two (2) years and no officer shall be elected for more than two (2) consecutive terms in the same office. The new officers' terms shall commence as of the first day in the following January.

**Section Three. Removal/Resignation.**

(a) Any officer elected or appointed by the Council may be removed by the Council whenever in its judgment the interests of the Corporation would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

(b) An officer may resign at any time by giving written notice to the Chairperson. If the Chairperson is the resigning officer, the written notice shall be given to the Secretary.

**Section Four. Vacancies.** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Council for the unexpired portion of the term.

**Section Five. Chairperson.**

The chairperson:

--Shall preside at all meetings of the Council;

--May sign, with the secretary or other officer duly authorized by the Council, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Council, except in cases where the signing and execution of such instruments has been expressly delegated by the Council by these bylaws, or to some other officer or agent of the corporation by law; and

--Shall perform all other duties generally incident to the office of chairperson and such other duties as may be prescribed by the Council.

**Section Six. Vice Chairperson.** In the absence of the chairperson or in the event of the chairperson's inability or refusal to act, the vice chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chairperson. Any vice chairperson shall perform such additional duties as may from time to time be assigned to him by the chairperson or by the Council.

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**Section Seven.** Treasurer. The Treasurer or designee shall:

- Report on the financial condition of the Corporation and the Health Center to the Governing Council at its regular meetings, the annual meeting and at such other times as the Council may require;
- Be present at the Finance Committee;--Have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- Receive and give receipts for moneys due and payable to the Corporation from any source and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Council; and
- Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the chairperson or by the Council.

**Section Eight.** Secretary. The secretary or the designee shall:

- Keep the minutes of meetings of the Council, in one or more books provided for that purpose;
- See that all notices are duly given in accordance with these bylaws or as required by law;
- Be custodian of the corporate records;
- Keep a record of the names and addresses of all Council members of the Corporation, and with respect to any Council membership which has been terminated, record that fact together with the date of termination;
- Exhibit to any Council member of the Corporation, or to a Council member's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the minutes of any meeting, and the other records of the Corporation.

### ARTICLE V - CONTRACTS

**Section One.** Contracts. The Governing Council may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

### ARTICLE VI – COMMITTEES

The Governing Council may establish whatever standing or special committees it deems necessary to carry out the goal and purposes of the Corporation. The Chairperson, with the consent of the Council, may appoint non-Council members, who may be employees of the Corporation, to assist the Council in carrying out its purposes. All standing committees shall operate within the policies of the Governing Council. Only the Executive Committee shall be authorized to act for the Governing Council where reasonable or necessary. The Chairperson shall be a non-voting ex-officio member of all committees.

**Section One.** Standing Committees.

The Chairperson shall, from among Council members, appoint with the concurrence of the Council, the following standing committees, and their chairperson: Finance Committee, Executive Committee, and Quality Assurance Committee.

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(a) A Finance Committee shall be appointed by the Council Chairperson. It shall assist the Public Health Administrator/CEO in the preparation of the annual budget and related matters, and for monitoring and making recommendations regarding the financial status and policies of the Health Center, including fiscal planning, budgeting, policy development, and financial performance, reviewing financial statements of the Health Center, and reporting on the annual independent financial audit process.

(b) The Executive/Strategic Planning Committee shall consist of the Chairperson, Vice-Chairperson and Secretary and will meet as needed in conjunction with the general meeting. They shall conduct the affairs of the Council between meetings in accordance with the stated purposes and, consistent with established Council policies and direction, shall have the authority to act for the Corporation. It shall also develop the Corporation long-term goals and objectives (including for the Health Center), review the Bylaws and to perform such other duties as directed by the Council. The Executive/Strategic Planning Committee shall pass on all applications for membership to the Council and for reinstatement. It shall meet at the call of the Chairperson or at the request of the majority of members. It shall evaluate the Public Health Administrator/CEO of the Health Center and develop a slate of directors and officers to the Council which shall be presented one meeting prior to the end of the fiscal year annual meeting.

(c) A Quality Assurance Committee shall be responsible for monitoring and making recommendations for the implementation and improvement of the quality assurance/quality improvement program of the Health Center. In addition to Council member representatives, this Committee shall include appropriate Health Center clinicians and/or the chief medical officer of the Health Center as needed. The Quality Assurance Committee serves to approve quality improvement policies, FTCA application, and the clinic quality plan and oversees the meaningful use and PCMH activities.

**Section Two. Function.** The function of all committees shall be advisory and fact-finding in nature, with the exception of the Executive Committee as discussed above. Any action must be approved by the Council. No committee or individual Council member may decide any matter or action without specific Council approval.

**Section Three. Term.** Each standing committee shall be appointed at the annual December meeting of the Governing Council and shall serve for the ensuing one year. Committee chairpersons shall also serve the ensuing year.

**Section Four. Meeting Procedure.** Every meeting of a standing committee of the Council, other than the Executive Committee, shall be called by its chairperson, by a majority of committee members, or by the Public Health Administrator/CEO of the Health Center. Every Council member shall be given adequate notice of such meetings. A quorum for the conduct of committee business shall be a majority of its members.

**Section Five. Membership.** Only Council members may be appointed to standing committees of the Council. Non-Council members may serve only as non-voting consultants to a standing committee.

**Section Six. Voting.** When a committee meets and votes on an issue, only members of that committee may vote. Council members who are present and who are not members of the committee may not vote.

### **ARTICLE VII – FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 through December 31.

### **ARTICLE VIII – AMENDMENTS**

These Bylaws may be amended at a regular meeting of the Governing Council by a two-thirds vote of the entire membership of the Council, only after the proposed change has been presented and discussed at a previous regular meeting.



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## ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Governing Council in all cases to which they are applicable, and in which they are not inconsistent with these bylaws or any special rules, which the Governing Council may adopt.

## ARTICLE X - LIMITATIONS

### Section One. Sharing in Corporate Earnings.

(a) On-going Operations. No Council member, officer, employee, consultant or agent of, or any other person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation and/or the Health Center, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation and/or the Health Center, or the reimbursement of expenses incurred by any such person on behalf of the Corporation and/or the Health Center, in connection with effecting any of the purposes of the Corporation and/or the Health Center.

(b) Dissolution. No Council member, officer, employee, consultant or agent shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Governing Council, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Council may determine, or as may be determined by a court of competent jurisdiction upon the application of the Council, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations there under (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations there under (as they now exist or as they hereafter may be amended).

**Section Two. Prohibition Against Political Activities and Limitations on Lobbying.** The Corporation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence, legislation, except to the extent permitted by law for nonprofit, tax-exempt organizations.

WITNESS THE SIGNATURE of the undersigned as of the date revised above written  
WHITESIDE COUNTY COMMUNITY HEALTH CLINIC GOVERNING COUNCIL

By: Scott Lewis Date: 12 OCT 22  
Chair Scott Lewis

By: Trevor Belzer Date: 10-12-22  
Secretary Trevor Belzer

**Appendix 1: Statutory Exceptions from the Open Meetings Act and Guidelines to Closed Meetings (excerpts)**

Updated: 1/27/2015; 10/27/2020; 03/03/2021

**2.1 – Open and Closed Meetings Statutory Reference:**

**Open Meetings Act 5 ILCS 120/2**

- a) **Openness required.** All meetings of public bodies shall be open to the public unless excepted in subsection (c) and closed in accordance with Section 2a.
- b) **Construction of exceptions.** The exceptions contained in subsection (c) are in derogation of the requirement that public bodies meet in the open, and therefore, the exceptions are to be strictly construed, extending only to subjects clearly within their scope. The exceptions authorize but do not require the holding of a closed meeting to discuss a subject included within an enumerated exception.
- c) **Exceptions.** A public body may hold closed meetings to consider the following subjects:
  - 1) The appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body, including hearing testimony on a complaint lodged against an employee to determine its validity. However, a meeting to consider an increase in compensation to a specific employee of public body that is subject to the Local Government wage Increase Transparency Act may not be closed and shall be open to the public and posted and held in accordance with this Act.
  - 2) Collective negotiating matters between the public body and its employees or their representatives, or deliberations concerning salary schedules for one or more classes of employees.
  - 3) The selection of a person to fill a public office, as defined in this Act, including a vacancy in a public office, when the public body is given power to appoint under law or ordinance, or the discipline, performance or removal of the occupant of a public office, when the public body is given power to remove the occupant under law or ordinance.
  - 4) Evidence or testimony presented in open hearing, or in closed hearing where specifically authorized by law, to a quasi-adjudicative body, as defined in this Act, provided that the body prepares and makes available for public inspection a written decision setting forth its determinative reasoning.
  - 5) The purchase or lease of real property for the use of the public body, including meetings held for the purpose of discussing whether a particular parcel should be acquired.
  - 6) The setting of a price for sale or lease of property owned by the public body.
  - 7) The sale or purchase of securities, investments, or investment contracts.
  - 8) Security procedures, school building safety and security, and the use of personnel and equipment to respond to an actual, a threatened, or a reasonably potential danger to the safety of employees, students, staff, the public or public property.
  - 9) Not Applicable to the WCCHC Governing Council.
  - 10) Not Applicable to the WCCHC Governing Council.
  - 11) Litigation, when an action against, affecting or on behalf of the particular public body has been filed and is pending before a court or administrative tribunal, or when the public body finds that an action is probably or imminent, in which case the basis for the finding shall be recorded and entered into the minutes of the closed meeting.
  - 12) Not Applicable to the WCCHC Governing Council.
  - 13) Not Applicable to the WCCHC Governing Council.
  - 14) Informant sources, the hiring or assignment of undercover personnel or equipment, or ongoing, prior or future criminal investigations, when discussed by a public body with criminal investigatory responsibilities.

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- 15) Professional ethics or performance when considered by an advisory body appointed to advise a licensing or regulatory agency on matters germane to the advisory body's field of competence.
  - 16) Self-evaluation, practices and procedures or professional ethics, when meeting with a representative of a statewide association of which the public body is a member.
  - 17) The recruitment, credentialing, discipline or formal peer review of physicians or other health care professionals or for the discussion of matters protected under the federal Patient Safety and Quality Improvement Act of 2005, and the regulations promulgated thereunder, including 42 C.F.R. Part 3 (73 FR 70732), or the federal Health Insurance Portability and Accountability Act of 1996, and the regulations promulgated thereunder, including 45C.F.R. Parts 160, 162, and 164, by a hospital, or other institution, providing medical care, that is operated by the public body.
  - 18) Not Applicable to the WCCHC Governing Council.
  - 19) Not Applicable to the WCCHC Governing Council.
  - 20) Not Applicable to the WCCHC Governing Council.
  - 21) Discussion of minutes of meetings lawfully closed under this Act, whether for purposes of approval by the body of the minutes or semi-annual review of the minutes as mandated by Section 2.06.
  - (22-36) Not Applicable to the WCCHC Governing Council.
- d) **Definitions.** For the purposes of this Section:
- “Employee” means a person employed by a public body whose relationship with the public body constitutes an employer-employee relationship under the usual common law rules, and who is not an independent contractor.
- “Public Office” means a position created by or under the Constitution or laws of this State, the occupant of which is charged with the exercise of some portion of the sovereign power of this State. The term “public office” shall include members of the public body, but it shall not include organizational positions filled by members thereof, whether established by law or by a public body itself, that exist to assist the body in the conduct of its business.
- “Quasi-judicative body” means an administrative body charged by law or ordinance with the responsibility to conduct hearings, receive evidence or testimony and make determinations based thereon, but does not include local electoral boards when such bodies are considering petition challenges.
- e) **Final action.** No final action may be taken at a closed meeting. Final action shall be preceded by a public recital of the nature of the matter being considered and other information that will inform the public of the business being conducted. (Source: P.A. 100-201, eff. 8-8-17; 100-165, eff. 8-31-17; 100-646, eff. 7-27-18; 101-31, eff. 6-28-19.)

### 2.2 – Guidelines for Managing a Closed Session

- A) A motion and a second, followed by a roll call vote are required. The motion must refer to the statute (Act, Section, Paragraph) for the reason which authorizes the closed session. A simple majority is required to go into closed session. The start time for the closed session must be recorded in the minutes of the open session.
- B) Minutes of the Closed Session must be recorded and maintained, including those physically present, or present by means of video or audio conference, time started, a narrative of the discussion(s) and the roll call vote to return to open session, including ending time. Therefore, a recording secretary should be selected once closed session begins.
- C) No business item can be acted on that is not acted on, afterwards, in open session.
- D) The start time is recorded in the minutes once open session resumes.
- E) The closed session minutes are placed in a binder, which is labeled “Closed Session.”

**Appendix 2:**

**Public Act 101-0640 Illinois Open Meetings Act Amended to Alter Meetings without A Physical Quorum**

Updated: June 12, 2020

**5 ILCS 120/7 (e)**

(e) Subject to the requirements of Section 2.06 but notwithstanding any other provision of law, an open or closed meeting subject to this Act may be conducted by audio or video conference, without the physical presence of a quorum of the members, so long as the following conditions are met:

- 1) The Governor or the Director of the Illinois Department of Public Health has issued a disaster declaration related to public health concerns because of a disaster as defined in Section 4 of the Illinois Emergency Management Agency Act, and all or part of the jurisdiction of the public body is covered by the disaster area;
- 2) The head of the public body as defined in subsection (e) of Section 2 of the Freedom of Information Act determines that an in-person meeting or a meeting conducted under this Act is not practical or prudent because of a disaster;
- 3) All members of the body participating in the meeting, wherever their physical location, shall be verified and can hear one another and can hear all discussion and testimony;
- 4) For open meetings, members of the public present at the regular meeting location of the body can hear all discussion and testimony and all votes of the members of the body, unless attendance at the regular meeting location is not feasible due to disaster, including the issued disaster declaration, in which case the public body must make alternative arrangements and provide notice pursuant to this Section of such alternative arrangements in a manner to allow any interested member of the public access to contemporaneously hear all discussion, testimony, and roll call votes, such as by offering a telephone number or a web-base link;
- 5) At least one member of the body, chief legal counsel, or chief administrative officer is physically present at the regular meeting location, unless unfeasible due to the disaster, including the issued disaster declaration; and
- 6) All votes are conducted by roll call, so each member's vote on each issue can be identified and recorded.
- 7) Except in the event of a bona fide emergency, 48 hour' notice shall be given of a meeting to be held pursuant to this Section. Notice shall be given to all members of the public body, shall be posted on the website of the public body, and shall also be provided to any news media who has requested notice of meetings pursuant to subsection (a) of Section 2.02 of this Act. If the public body declares a bona fide emergency:
  - A. Notice shall be given pursuant to subsection (a) of Section 2.02 of this Act, and the presiding officer shall state the nature of the emergency at the beginning of the meeting.
  - B. The public body must comply with the verbatim recording requirements set forth in Section 2.06 of this Act.
- 8) Each member of the body participating in a meeting by audio or video conference for a meeting held pursuant to this Section is considered present at the meeting for purposes of determining a quorum and participating in all proceedings.
- 9) In addition to the requirements for open meetings under Section 2.06, public bodies holding open meetings under this subsection (e) must also keep a verbatim record of all their meetings in the form of an audio or video recording. Verbatim records made under this paragraph (9) shall be made available to the public under, and are otherwise subject to, the provisions of Section 2.06.
- 10) The public body shall bear all costs associated with compliance with this subsection (e).

(Source: P.A. 100-477, eff. 9-8-17.)