

**HEALTH COUNCIL OF MARIN**

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION AMENDING THE BYLAWS OF THE HEALTH COUNCIL OF  
MARIN LAST UPDATED APRIL 14, 2004, TO REDUCE THE NUMBER OF  
COUNCIL MEMBERS, ESTABLISH A QUORUM AND INCREASE THE TERM  
OF OFFICE**

**WHEREAS**, the Health Council of Marin currently consists of twenty-four (24) members who serve three (3) year terms, and are appointed by the Board of Supervisors;

**WHEREAS**, recently the Health Council has had difficulty with full attendance of twenty-four (24) members on the Council and presently there are only sixteen (16) members;

**WHEREAS**, the Health Council of Marin has opined that it would function more efficiently if the Council consisted of sixteen (16) members who served four-year terms, and the quorum necessary to conduct business were reduced to nine (9) members;

**NOW, THEREFORE, BE IT RESOLVED THAT:**

1. ByLaws, Article IV Section 1a is hereby amended to read:

“a. The council shall consist of sixteen members (16).”

2. ByLaws, Article IV, Section 3c is hereby amended to read:

“c. Council members shall serve for a term of four (4) years and may be nominated for successive terms. Council members appointed to fill a vacancy shall serve out the unexpired term of their predecessor.”

3. ByLaws, Article IV, Section 6c is hereby amended to read:

“A quorum shall be nine (9) members. Every action taken by a majority of members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Council.”

4. A copy of the Amended ByLaws is attached hereto as Exhibit A.

**PASSED AND ADOPTED** at a regular meeting of the Board of Supervisors of the County of Marin, held on the \_\_\_\_ day of \_\_\_\_, 2007 by the following vote:

**AYES:**

NOES:

ABSENT:

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PRESIDENT OF THE BOARD OF SUPERVISORS

Approved November 2, 1982  
Amended April 18, 1985  
Amended January 16, 1986  
Amended January 19, 1989  
Amended April 18, 1991  
Amended January 13, 1993  
Amended March 11, 1998  
Amended April 14, 2004

# HEALTH COUNCIL OF MARIN

## BYLAWS

### ARTICLE I

#### NAME

The name of this organization shall be the Health Council of Marin (hereinafter referred to as Council).

### ARTICLE II

#### PRINCIPAL OFFICE

The principal office of the Council shall be located in Marin County.

### ARTICLE III

#### PURPOSE

The purpose of the Council is to advise the Board of Supervisors and the Marin County Department of Health & Human Services (Public Health Division) on health issues, to advocate for the development and allocation of resources to assure quality and accessible health care, and to educate regarding issues affecting the health and well being of citizens of Marin County.

### ARTICLE IV

#### COUNCIL MEMBERS

##### Section I. Composition

- a. The Council shall consist of sixteen (16) members.
- b. The Council shall have broad-based representation of the County and shall include both consumers and providers of health services.
- c. No more than one-half the membership shall consist of health service providers.

## Section 2. Qualifications

- a. Eligibility for membership on the Council is based on a demonstrated interest in the purposes and activities of the Council.
- b. Members must either live or work in Marin County.

## Section 3. Selection and Term of Office

- a. The Board of Supervisors of Marin County shall appoint members to the Council to fill vacancies pursuant to these bylaws.
- b. The Council will submit to the Board of Supervisors names of qualified individuals with recommendations for appointment.
- c. Council members shall serve for a term of four (4) years and may be nominated for successive terms. Council members appointed to fill a vacancy shall serve out the unexpired term of their predecessor.

## Section 4. Council Member Responsibilities

- a. Members are expected to attend all regular meetings of this Council. Members, who in a 12 month period miss three (3) regular meetings without being excused or miss five (5) regular meetings, whether or not excused, will be referred to the Executive Committee. If, after reviewing the member's level of participation, the Executive Committee recommends termination of Council membership, this recommendation will be forwarded to the full Council for a final vote. If termination is thereby approved, written notice will be sent to the Board of Supervisors for their considered action.
- b. Council members are expected to serve on one or more committees or task forces, serve as a liaison, or assume other responsibilities as may be requested by the Council.

## Section 5. Resignations

A Council member may resign upon giving written notice to the president or secretary of the Council.

## Section 6. Meetings

- a. Types of Meetings
  - 1. Regular meetings of the Council shall be held a minimum of eight (8) times a year. Notice of such meetings shall be sent at least one week in advance.
  - 2. Special meetings of the Council may be called by the president or any 3 (three) members. No less than 48 hours notice shall be given to convene such a meeting.
  - 3. The annual meeting of the Council shall be held in April for the election of officers and for the transaction of other business.
  - 4. A community education forum shall be held a minimum of once a year at the call of the president and duly noticed.

## Section 6. Meetings

### b. Notice and Conduct of Meetings

Council and Standing Committee meetings shall be noticed and conducted in conformity with the Brown Act.

### c. Quorum

A quorum shall be nine (9) members. Every action taken by a majority of members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Council.

## Section 7. Compensation

Council members shall serve without compensation. Members may be reimbursed by action of the Council for expenses incurred while acting on behalf of the Council from funds approved by the Board of Supervisors in the Health & Human Services Budget, or as approved by special requisition.

# ARTICLE V

## OFFICERS AND DUTIES

The officers of the Council shall be the president, vice-president, and secretary-treasurer.

### Section 1. Election and Term

Officers shall be elected to a one-year term at the annual meeting of the Council. Neither the president nor the vice-president shall serve more than two consecutive terms in one office. Nominations from the floor may supplement nominations made by the Nominating Committee.

### Section 2. Resignations

An officer may resign at any time upon giving written notice to the Council.

### Section 3. Vacancies

Vacancies may be filled by the Council acting on a list of nominees submitted by the Nominating Committee.

### Section 4. President

The president shall preside at all meetings of the Council and, with the approval of the Executive Committee, shall appoint chairs and members of all committees, except the Nominating Committee. The president shall exercise such other powers and perform such other duties as may from time to time be assigned to the president by the Council.

The president shall be an ex-officio member of all committees except the Nominating Committee.

#### Section 5. Vice-President

The vice-president shall carry out the duties of the president during his/her absence or disability, or during a vacancy in the office of president. The vice-president shall have such other powers and perform such other duties as from time to time may be assigned by the Council.

#### Section 6. Secretary-Treasurer

The secretary-treasurer shall send notices of meetings as directed by the president and take, prepare, circulate, and keep a permanent file of the minutes of the meetings of the Council. The secretary-treasurer shall help the Council prepare a budget and shall collect and receive revenues, make expenditures as authorized by the Council or the Executive Committee, and report balances to Council at each meeting.

### ARTICLE VI

#### COMMITTEES

##### Section 1. Standing Committees

- a. Nominating Committee. The Nominating Committee shall consist of five (5) members elected at the annual meeting of the Council for a term of one year. There shall be two new members each term and no member shall serve more than two consecutive terms. The Nominating Committee shall accept any applicant for any vacancy in the appropriate category, consumer or provider, their interest having been demonstrated by submitting an application. If there are more applicants than vacancies, the committee may select among candidates, taking into consideration broad-based representation of the County. Such considerations shall never be used to exclude anyone when there are not multiple applicants for any one seat. The committee shall nominate officers of the Council, members of the Nominating Committee, and Council members. All Council member nominees shall be submitted for Council approval, and then forwarded to the Board of Supervisors for final action.

##### Section 1. Standing Committees

- b. Executive Committee. The Executive Committee shall consist of the officers of the Council, the immediate past president, and the standing committee chairpersons. The Executive Committee shall meet as needed to prepare the agenda for the succeeding Council meeting; to transact any other such business as may be delegated by the Council; and to act for the Council when necessary between Council meetings,

provided such action is not contrary to established Council policies.  
All interim Executive Committee actions must be submitted to the  
Council for ratification at the next meeting.

## Section 2. Task Forces

Task forces may be established by the president, the Executive Committee and/or the Council to advise the Council on matters of interest. Membership on these task forces may be open to members of the community who have an interest or special knowledge to contribute. Community members will have full voting privileges on the task force on which they serve. Chairs of these task forces will be members of the Council. These task forces may be terminated upon completion of their goals.

## ARTICLE VII

### LIAISONS

Liaisons shall be encouraged with other County boards and commissions established by the Board of Supervisors for the purpose of advising them about health and related matters.

## ARTICLE VIII

### AMENDMENTS

These bylaws may be amended, from time to time as need arises, by a majority vote of the Council. Proposed amendments must be distributed at least 30 days prior to the meeting at which a vote is to be taken. The Nominating Committee shall be responsible for this procedure.

## ARTICLE IX

### PARLIAMENTARY AUTHORITY

The Council meetings shall be governed by Roberts Rules of Order, unless otherwise provided by these bylaws.