

Southwest Merced/ East Merced  
BUILDING HEALTHY COMMUNITIES EFFORT  
HUB COMMITTEE BYLAWS

**ARTICLE 1. OFFICES**

**Section 1. Principal Office**

The fiscal agent and offices for the Hub are located at: 658 West Main Street, Merced County, CA 95340.

**Section 2. Change of Address**

The fiscal agent for the Hub can only be changed by The California Endowment. The fiscal agent may, however, change the principal office from one location to another within the Merced site by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_ Dated \_\_\_\_\_  
\_\_\_\_\_ Dated \_\_\_\_\_

**PURPOSE**

The purpose of the Hub Committee is to:

1. Guide the community in the development of a comprehensive plan for improving 10 health outcomes based on the yearly review of information on community health assets and needs, through a collaborative process;
2. Identify priorities for primary, secondary, and tertiary prevention that will lay the foundation for the 10-year place-based plan funded by The California Endowment.

**SECTION 1: BASIC RULES OF PROCEDURES**

**1.1. Membership:** The Hub Committee shall consist of no fewer than 20 and no more than 26 members. The Committee should balance resident interests with those of agency representatives and other professional entities. The Membership should represent the diversity of the population of the target area in terms of age, race/ethnicity, gender, socio-economic status, and sexual identity.

**1.2. Membership shall include representation from each of the four geographical areas constituting the site:**

**Residents:** Two (2) community representatives who reside in each four areas: Southwest Merced, Planada, Le Grand, and Beachwood/ Franklin.

**Youth:** One (1) youth representatives (ages 14- 23) who reside in each of the four areas: Southwest Merced, Planada, Le Grand, and Beachwood/ Franklin.

**Agencies:** Six (6) representatives that represent community-based organizations and/or systems such as: health, safety, law enforcement, education, business, government, and faith-based. .

**1.3. New Members: (You don't have in this area the process difference between selecting residents and youth vs. agency/systems reps. I think you need to differentiate those two in order to be clear how they will be selected.)**

The Hub Committee may add members at any time provided the new member meets the general criteria above. The process for adding new members will include: recognition of a vacancy in membership, or identification of a gap in representation; recruitment for member based on criteria to address (e.g., replace interest of the position vacated or address a gap in representation). The Hub Committee may delegate responsibility for recruitment to any active member or hub staff. The Hub Committee may also add members when current members resign or cannot satisfy the attendance requirements. All members will receive a resource binder with general information and background about BHC and the goals of the local plan. In addition, each agency participating in the Hub will sign a Memorandum of Understanding (MOU) and each resident will sign a Statement of Commitment (SOC), both will outline an agreement to work together on BHC activities and abide by the Hub's guiding principles. Additionally, all Hub committee members will sign conflict of interest forms annually. An ad hoc sub-committee or designated member will welcome the new member and provide an informal review of the work to date and background of the Hub Committee.

**1.4. Term.** To ensure continuity of history and implementation of activities, the term of services shall initially be staggered between 2 and three years. Half of the committee will serve a two year term, and the others will serve a 3 year term. All terms will end on December 31, 2020. The Hub Committee will revisit its mission and purpose annually, and on as needed basis to create a forum and/or structure for guidance through the 10 year implementation period.

**Section 5. Compensation**

Hub Committee members shall serve without compensation. Hub Committee members may not be compensated for rendering service to the corporation in any capacity.

**Section 18. Non-Liability of Hub Committee Members**

The Hub Committee Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 19. Indemnification of HUB Committee Members**

To the extent that a person, who is, or was, a Hub Committee Member has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, in connection with such proceedings shall be provided by this

corporation but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**There is no budget allocated for this item in the budget.**

**1.5. Meetings:**

**1.5.1. Hub Committee Co-Chairs:** The Hub Committee will have co-chairs selected by the membership of the full committee. The Co-Chairs will be the community representatives from the four geographical areas in the BHC Southwest Merced/East Merced County. They will provide leadership, facilitate the monthly meetings and group convenings and have the ability to designate another Hub Committee member as the facilitator for these meetings if and when both co-chairs are unable to facilitate. Co-chairs will have the ability/responsibility to call special meetings as needed, and present the face of the BHC Implementation Process by representing the Committee in public presentations.

**1.5.2. Hub Committee Meetings:** The Co-Chairs will facilitate the monthly meetings. Monthly meetings will provide opportunities for discussion of committee and work group reports and obtain public comment. The time range of 2-5 minutes allotted for public will be based on the number of people who are present for public comment. Non-emergency items presented by the public to the Hub Committee for discussion will not be typically responded to (or decided upon) during the actual Committee meeting when the item is first presented. However, the item will be placed in future Hub Committee meeting agendas for further discussion. A committee may go into closed session to discuss and act on personnel matters, legal matters, and any matter deemed to be of a sensitive nature by the committee.

Hub staff will take the lead in preparing the agendas with feedback from the co-chairs and committee and distribute them by e-mail a minimum of 3 business days prior to meetings; notify members of upcoming meetings; record and disseminate minutes and other materials. Hub staff will also distribute the minutes 3 business days prior to meetings. The Co-chairs will guide the process toward achieving consensus in decision making by the Committee; should a vote be required, a simple majority vote will prevail.

**1.6. Committees.** Committees can be formulated as needed by the Hub Committee. All committee and task forces need to engage resident and youth representation to insure adequate representation in all processes, and to further the development of champions for implementation of the 10 year initiative. Task-specific work groups will be formed as needed.

The Hub Committee will work with/ guide the following committees:

Hub Documents Sub Committee

Hub Mini-grants Sub Committee

Logic Model or Community Plan Sub Committee

Committee for Inclusion/Orientation

Committee and Work Group membership will include representatives from the Hub

Committee as well as others from the agency, business community and residents at large. Committees will identify areas of effort and develop action plans to address the issues. They will have chairs and co-chairs and will meet as needed to fulfill their respective responsibilities.

Responsibilities for each are outlined below:

**Communications Committee:** This committee shall ensure that information about all aspects of the initiative are available to members of the Hub committee, members of the geographic area meetings, and members of the large group convening; facilitate the development and distribution of a newsletter; ensure that communications meet the language and cultural needs of the targeted communities This committee will also identify other means of communicating effectively, and address specific communications issues as they arise.

Communicating throughout the planning process and implementation will be a critical component of this grant. There will be communications among members of the collaborative, members of the Hub Committee, contractors, and other place-based sites, and The California Endowment. The Hub will use Cal-connect to facilitate email distribution and posting of materials to engage a broader base of support and participation throughout the implementation process.

**Committee For Inclusion (CFI):** The purpose of this committee is to maximize the participation from the target community in various aspects of the planning process. This committee will determine what interests are missing from the process and extend invitations to those interests to participate in some aspect of the planning process. The committee will identify "who is missing?" and reach out to that person or organization. The committee will provide "orientation" to the new members to insure that they understand the Building Healthy Communities implementation process.

**Community Learning Team:** The purpose of this committee is to focus on the identified priority outcomes; guide and inform the data collection throughout the planning process. The committee will develop documents/tools /questions that will provide structure and guidance during the planning process and community conversation. This committee will help to define indicators (or proxies) to be used as baseline and subsequent measures of change. They will also help to identify existing data sources, both quantitative and qualitative, that has a bearing on any of the 10 outcomes or the four result areas. They may also contribute to the creation of new surveys and data collection tasks as the need arises.

**Community Host Team:** The purpose of this committee is to identify community members who can host small community level meetings in each geographical area, ensuring that meetings engage members of the targeted communities equally. The committee will ensure community conversations are held in representational numbers across the geographical areas, facilitators are trained, hosts are identified, results are gathered systematically, and community members participating in community conversations have meaningful opportunities for input.

## 2. SECTION 2 MEETINGS OF THE HUB COMMITTEE

2.1. Meetings. The Hub Committee will hold **once a month meetings, from 6:00-8:00 pm** unless otherwise re-scheduled by group consensus.

2.2. Committees and Work Groups: The Committees will set their own schedule, and are likely to also meet a minimum of once a month until they complete their tasks as outlined in the roles and responsibilities. All committees and work groups will attempt to schedule meetings that do not conflict with other BHC scheduled meetings and convenings. Chairs will post meeting dates, times, and locations on the Cal-Connect calendar and other BHC designated websites. Committees and Work Groups will actively recruit and engage community residents and youth.

2.3. Location of Meetings. The Hub Committee shall rotate meetings in the four designated site areas and conduct the meetings in designated public locations to ensure full member and public participation.

2.4. Notice for Scheduled Meetings. All regular meetings will be posted on Cal-Connect and members of the website will receive notification via email.

### **Section 16. Action by HUB Committee Without a Meeting**

Any action required or permitted to be taken by the HUB Committee under any provision of the law may be taken without a meeting, if all members of the HUB Committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with minutes of the proceedings of the HUB Committee. Such action by written consent shall have the same force and effect as the unanimous vote of the HUB Committee. Any 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 HUB Committee without a meeting and that the Bylaws of this corporation authorized the HUB Committee to so act, and such statement shall be prima facie evidence of such authority.

## 3. SECTION 3 HUB COMMITTEE AGENDA & RECORDS

3.1. Agenda. The agenda for each meeting shall be prepared by Hub staff, with input from the co-chairs, Hub committee members and any facilitators. Copies of the agenda and any attachments shall be provided to each member of the Hub Committee 3 days prior to the regular meeting, and copies will be available at the meeting site for any meeting participants.

3.2. Minutes. Agency representatives on the Hub Committee shall be responsible for recording and preparing the minutes of each Hub Committee meeting. The minutes shall be in the form of a summary. The Minutes of each meeting shall be presented for approval at the next scheduled meeting of the Hub Committee. The official Minutes of the Hub Committee shall be kept in a binder at the Hub office and posted on Cal-Connect; minutes will also be available upon request.

## 4. SECTION 4 CONDUCT OF HUB COMMITTEE MEETINGS

4.1. Strict adherence to Roberts Rules of Order will not be used to govern this body. Items that need group agreement to pass will be based on group consensus or majority vote.

4.2. Decision making by Consensus: The planning process will represent a nine-month collaborative undertaking. The role of the Hub Committee will be to receive and consider all information derived from the data collection for the purpose of identifying community needs and priorities to recommend to The California Endowment. To the extent feasible, decisions will be made by consensus. In the event that consensus cannot be achieved, majority vote process by the Hub Committee membership in attendance will be used.

4.3. Quorum Required. Fifty-one percent (51%) of current membership attending the Hub Committee meeting shall constitute a quorum at any regular or special meeting for the purpose of transacting business of the Hub Committee. Action can be taken only by a concurring vote of the majority of the Hub Committee membership present.

*(4.3) Quorum Required. A Quorum shall exist when 51% of total Hub Committee membership is present and 51% of the resident members of the Hub Committee is present.*

4.4. Order of Business. The order of business at a meeting shall normally be: member roll call or sign in, approval of minutes, public comment, Hub Staff reports, committee and youth report and adjournment.

4.5. Approval of Items. Any item before the Hub Committee for action may be approved by consensus or an affirmative vote from a majority of the quorum present.

4.7. Voting. All members of the Hub Committee will have equal voting rights. Voting shall be by a voice vote unless a roll call or ballot vote is requested by any member of the Hub Committee. This will be dually recorded in the minutes of the meeting.

4.8. Attendance. Hub Committee membership was designed to assure consistency and continuity throughout the implementation process. Thus, all members agreed to attend the monthly meetings prior to committing to this role. Absences from meetings are discouraged and may result in the replacement of the absent member with another member of the coalition. Agency and community representatives are required to attend the Hub meetings personally and cannot send alternates. The Hub Manager shall develop an attendance report for each Hub meeting indicating for each member, the meetings attended and the meetings missed. More than three absences in one year of service will automatically end the Committee membership. Absenteeism and selection of replacement members will be addressed by the Hub committee as needed.

4.9. Emergency Item. Items not appearing on the agenda may be taken up on an emergency basis. Any member of the Hub Committee requesting emergency consideration of an item shall make a motion to that effect which specifies the subject to be considered. If seconded and approved by a majority vote of the quorum present, the emergency item may then be moved, seconded, discussed, and disposed of in the same manner as any other matter which comes before the Hub Committee for action.

4.10. Final Decisions. The Hub Committee will take to the Large Group Convening for final approval items that are key decisions on strategy, policy and organizational structure and elections.

## 5. SECTION 5 APPEARANCE BEFORE THE HUB COMMITTEE

5.1. Public Appearance. The Hub Committee will retain the ability/right to have a closed session for discussion of confidential information, preliminary discussions of topics in preparation for public comment and Hub Committee member development. A portion of each Hub Committee agenda will be dedicated to public comment period on matters related to the Building Healthy Communities initiative. Any person may appear before the Hub Committee concerning any item on the agenda or any community issue for that meeting. Presentations from the general public or members at large shall be limited to five minutes (depending on the size of the general public in attendance), unless prior arrangements with the facilitator have been made and the presentation is an item on the agenda.

## 6. SECTION 6 MEETING AGREEMENTS AND VALUES

6.1. Courtesy. The meetings of the Hub Committee must adhere to the principles of common courtesy, including but not limited to the following:

6.2. Show up on time: Meetings will start promptly at the designated starting time. Arrange to be there in advance to collect materials, and take a seat ready to go to work.

6.3. No cell phone interruptions: Please turn off the ring tone for your cell phone during all meetings. If you must make or take a call, leave the meeting with minimal disruption.

6.4. Be respectful: Allow the facilitator to recognize you when you want to speak, shown by raising your hand. Listen to others as they speak, and do not carry on side conversations while someone else is speaking. All points of view have merit and deserve equal time.

6.5. Amendments. This Rules of Procedure, in all or in part, may be amended by a concurring vote of the majority of the Hub Committee membership at any regular or special meeting.

## 7. SECTION 7 VALUES

7.1. The Building Healthy Communities Hub Committee conducts its business in accordance with the following values and meeting agreements: Courtesy, inclusion, patience, respect, sensitivity to exclusion, work for the common good, commitment, engagement, transparency, understanding, honesty, cultural sensitivity, passion, flexibility, wisdom, energy, active participation, excitement, and a welcoming attitude to guests and new members.

Meeting Agreements Adopted on May 11, 2011.

1. Be open to all ideas
2. Practice active listening without expressing judgment

3. Seek to understand first, check assumptions, ask for clarification
4. No one is wrong
5. One person speaks at a time
6. Raise your hand when you want to speak
7. Step up (do not be afraid to speak)—Step back (give others the opportunity to speak)
8. Respect the facilitator/moderator
9. Punctuality—show up on time, stay on task and dismiss at scheduled time
10. Spontaneity—let the discussion continue if everyone agrees to it even if it goes over the allotted time
11. Respect Confidentiality
12. Commitment—come prepared to meetings with completed “homework/tasks” if assigned
13. Transparency—information that is shared between agency representatives and TCE should also be shared with community representatives and vice versa
14. Allow time for any decision-making process in order to give everyone the chance to process and understand the information and the opportunity to ask questions or express concerns
15. Have your cell phone on vibrate
16. Honor and practice the agreements

## **ARTICLE 10. AMENDMENTS**

### **Section 1. Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of HUB Committee Members fixed by or in the manner provided by these Bylaws.

### **Section 2. Consent of Directors Adopting Bylaws**

We, the undersigned, are all of the persons named as the initial Hub Committee Members, and, pursuant to the authority granted to the Hub Committee Members by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 9 pages, as the Bylaws of this committee.

Dated: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Hub Committee named in the title thereto and that such Bylaws were duly adopted by the Hub Committee Members of said committee on the date set forth below.

Dated: \_\_\_\_\_

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

DRAFT