

**AMENDED AND RESTATED BY-LAWS**  
**OF**  
**FIRST CHOICE COMMUNITY HEALTHCARE, INC.**

**ARTICLE I**

**NAME, PURPOSE OBJECTIVE, PRINCIPAL OFFICE**

**Section 1:** **NAME** – The name of this Corporation shall be First Choice Community Healthcare, Incorporated, a non-profit corporation incorporated under the laws of the State of New Mexico (hereinafter the “Corporation”).

**Section 2:** **PURPOSE** – The purpose of the Corporation is to provide comprehensive health care for the total person, through the medium of managing and operating coordinated health facilities (sometimes herein called “Centers”) and its programs.

The powers of the Corporation shall be as stated in its Articles of Incorporation, as amended from time to time, and as provided by the laws of the State of New Mexico in which the Corporation was organized.

**Section 3:** **MISSION** - First Choice Community Healthcare is dedicated to improving the health, life skills and wellbeing of all members of the communities that we serve.

**Section 4:** **OBJECTIVES** – The objectives of the Corporation shall be:

- (a) To identify and take action to promote health maintenance and to evaluate health related problems, that in the opinion of the Board of Directors may be justified by the facilities, personnel, funds and other requirements that are, or can be made available.
- (b) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.
- (c) To care for the sick and afflicted without regard to ability to pay, national origin, race, gender, color, sexual preference, political or religious beliefs.
- (d) To develop corporate plans, progress reports, and grant renewals, representing the views of the community as well as the view of the health facilities and individuals most knowledgeable about health problems and the means available for alleviating those problems.

**Section 5:** **PRINCIPAL OFFICE** – The principal office of the Corporation shall be in Bernalillo County in the State of New Mexico.

## ARTICLE II

### BOARD OF DIRECTORS

**Section 1:** **BOARD OF DIRECTORS** – The governing authority shall be known as the “Board of Directors” or “Board” The property, funds, affairs, and business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have and is vested with all powers and authority necessary to achieve the Objectives of the Corporation, except as may be expressly limited by law, by the Articles of Incorporation or by these Bylaws. The Board will ensure that no other individual, entity, or committee (including, but not limited to, an executive committee authorized by the board) reserves approval authority or has veto power over the health center board with regard to the required authorities and functions.

**Section 2:** **RESPONSIBILITY** – The Board of Directors will:

- (a) Establish Goals in furtherance of the Corporation’s Objectives.
- (b) Adopt an organizational structure for the efficient operation of the Corporation, including approval of the selection and the termination or dismissal of the Chief Executive Officer of the Corporation.
- (c) Establish Human Resources policies, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, equal opportunity practices.
- (d) Adopt and approve policies for financial management practices, including financial policies that assure accountability for health center resources; approval of the annual Corporate budget (including the proposed uses of both federal Health Center Program award and non-federal resources and revenue) and audit (including the review of the results and ensuring appropriate follow up actions are taken); all grant applications (including the Health Center Project applications), fee schedules for services, the sliding fee discount program, billing and collections, center priorities, operations of the health center and long-range financial planning.
- (e) Evaluate corporate quality improvement activities including services utilization patterns, productivity of the Centers, patient satisfaction, achievement of the Corporate objectives, the development of a process for hearing and resolving patient grievances, and serve as a focus of responsibility for the assurance of the quality and appropriateness of care provided by the Corporation.

- (f) Assure that the Corporation and its Centers operate in compliance with applicable federal, state, and local laws and regulations.
- (g) Adopt health care policies including scope and availability of health center services (including any decisions to subaward or contract for a substantial portion of the center's services), location and hours of operation of health center sites, and quality-of-care audit procedures.
- (h) Solely represent First Choice Community Healthcare in the community, and adopt policies delegating such representation to the Chief Executive Officer, and as appropriate to Committees and Task Forces.
- (i) Monitor and evaluate the efficiency, effectiveness, performance and compliance with legal and regulatory requirements pertaining to the Organization's and Board of Directors' performance.
- (j) Monitor and evaluate Chief Executive Officer's performance annually.
- (k) Require each Member of the Board of Directors to regularly attend the monthly Board Meeting and any meetings of Committees on which each serves, and the semi-annual retreats conducted by the Board of Directors.
- (l) Conduct long-term strategic planning at least once every 3 years, which at a minimum addresses financial management and capital expenditure needs.

**Section 3:** **CHIEF EXECUTIVE OFFICER** – The Board of Directors shall have authority to select and terminate the Chief Executive Officer. The Board of Directors shall employ a Chief Executive Officer of the Corporation, define duties and set compensation. The Chief Executive Officer shall be the Executive Officer of the Corporation and shall be accountable to the Board of Directors for the operation and execution of policies and activities of the Corporation. The Chief Executive Officer's responsibilities shall include carrying out the management function of planning, organizing, staffing, directing and controlling the operations for the Board of Directors. The Chief Executive Officer, with the assistance of the Board of Directors shall also have the responsibility for securing funds for the Corporation.

### ARTICLE III

#### BOARD MEMBERSHIP

**Section 1:** **SIZE OF BOARD OF DIRECTORS** – The Board of Directors shall consist of no less than nine (9) members and no more than twenty-five (25) members.

**Section 2:**     **COMPOSITION** – Board membership shall be of two types - Patient, who shall be selected by the Board of Directors from active registered patients, and Non-Patient, who may be recommended by outside organizations and shall be selected by the Board of Directors. All Board Members must be at least eighteen (18) years old. Federal Regulations require that the “majority” of Board membership be held by Patient Members.

(a)     PATIENT MEMBERS

Patient Members of the Board shall be individuals who collectively represent patients served by the Corporation in terms of demographic factors, such as race, ethnicity, and gender. Patient Members must have received one or more in-scope services that generated a health center visit within the past twenty-four (24) months.

A “Patient Member” shall include any person, eighteen (18) years or older, who is 1) registered as a patient; 2) who is a legal guardian of a registered patient who is a dependent child or adult; or 3) a legal sponsor of an immigrant patient.

(b)     NON-PATIENT MEMBERS

The remaining members of the Board of Directors shall be selected in compliance with applicable federal regulations and be representative of the community currently served by the Corporation. No more than half of the Non-Patient Members can derive more than ten percent (10%) of their annual income from the health care industry. To the extent the Board of Directors believes it appropriate, selection of Non-Patient Members may be based upon the recommendation of groups such as, but not limited to, the Greater Albuquerque Medical Association, New Mexico Dental Association, UNM Health System, Hispano Chamber of Commerce, Albuquerque Bar Association, New Mexico Society of CPA’s and Central New Mexico Community College. In any event, the Non-Patient Board Members shall be selected for their expertise in community affairs, local government, finance and banking, legal affairs, business, health, managed care, social services, trade unions, and other commercial and/or industrial concerns within the community.

**Section 3:**     **NOMINATION AND SELECTION OF PATIENT AND NON-PATIENT BOARD OF DIRECTORS MEMBERS**

(a)     Candidates for Patient membership on the Board shall be nominated by: 1) other active registered patients at each Center; 2) staff; or 3) the Recruitment, Nominating and Retention Committee. Candidates for Non-Patient membership on the Board shall be nominated by: 1) staff; and 2) the Recruitment, Nominating and Retention Committee after consultation with appropriate community groups.

Upon receiving the nominations, the Recruitment, Nominating and Retention Committee will screen and interview all nominees. A final list of candidates will be submitted at the November Board Meeting each year. Those selected by the Board then in office will represent the Patient and Non-Patient membership commencing the following January.

- (b) All vacant positions for Patient membership whether by term of office, resignation or removal, will be posted at the appropriate Centers. Active patients and parents of or legal guardians of active patients at each Center will be encouraged to apply for Board membership, and nominating forms will be provided on request, to encourage Patients to nominate candidates.
- (c) In order for the Board to ensure that its Patient Members are representative of the population served by each Center, the Recruitment, Nominating and Retention Committee, or its staff designee, may ascertain the patient demographics of the area served by each Center, and may establish screening criteria for evaluating nominees. The Board at a minimum will confirm that Patient candidates are active registered patients or parents or legal guardians of active patients and that all candidates are able to attend Board Meetings and Retreats when usually scheduled. Non-Patient Members will be nominated based on their expertise as needed by the Board.

**Section 4:** **TERM** – Each Board Member shall serve a two (2) year term. The terms shall be staggered, such that the terms of approximately one-half of the terms of the Patient Board Members and Non-Patient Board Members shall expire as of the end of each calendar year. Board Members may serve more than one (1) term by a majority vote of the Board of Directors.

**Section 5:** **VACANCIES** – Any Patient Member vacancy arising out of a failure to complete a term may be filled by the majority vote of the Board of Directors, by selection of an eligible person from the center represented by the resigned/terminated Member, as set forth in Article III, Section 2(a). The person filling a vacancy will serve the remainder of previously Patient Member's term. All vacancies of Patient Board Members, however, following completed terms may only be filled by selection as set forth in Article III, Section 3. Any Non-Patient vacancy shall be filled by a majority vote of the Board of Directors in conformity with Article III, Sections 2(b) and 3. The person filling a vacancy will serve the remainder of previous Non-Patient Member's term.

**Section 6:** **RESIGNATION, REMOVAL, VACANCIES** – A Board Member's term will end upon death, voluntary resignation, or removal upon a vote of the Board.

- (a) Any Member of the Board may resign at any time by giving written notice to the Board President. The resignation shall be effective without the acceptance of the

Board, and at the time specified, or if no time is specified, when accepted by the President of the Board.

- (b) A Member of the Board with unexcused absences at three (3) consecutive Board meetings, or with five (5) unexcused absences at Board meetings within twelve (12) calendar months, will be deemed to have resigned, which resignation may also be confirmed by a majority vote of the Board after written notice delivered at least ten (10) days prior to the meeting of the Board at which removal will be voted on.
- (c) A Member of the Board may be removed with cause upon a majority vote of the Board, taken at a regular or special meeting, and after receiving written notice of impending removal at least ten (10) days before the date of such meeting, for the following reasons: 1) interference by the Member on an individual basis with the employees or operations of any of the Corporation's Centers; 2) individual unauthorized representation, commitments, or the conducting of business on behalf of the Board or Corporation's Centers without prior approval of the Board, the Board President, or the Chief Executive Officer; 3) dishonesty injurious to the Corporation or its reputation in the community; 4) speaking out to the media or community for the Corporation, or the Board, or any Centers without prior authority; 5) inappropriate or disruptive behavior at Board or Committee meetings; 6) persistent disruptions in Center operations or Board meetings; 7) failure to comply with the requirements of these Bylaws; or 8) upon the written request of six (6) Members of the Board to be stated in writing with the notice of proposed removal. The reason(s) for removal shall be stated in the minutes. In determining removal, the Board will consider any extenuating circumstances.
- (d) A vacancy created by the death, resignation or removal of a Board Member shall be filled by the Board, and shall be selected as a Patient or Non-Patient to fill the appropriate category in the manner established by these Bylaws.

## **ARTICLE IV**

### **MEETINGS**

- Section 1:** **REGULAR MEETING** – Meetings of the Board of Directors shall be held at least once a month at such time and place as may be designated by the Board of Directors. Notice of regular meetings shall be in writing and transmitted to each Board Member at least one (1) week prior to the meeting date. Notification shall include a written agenda of items to be considered.
- Section 2:** **ANNUAL MEETING** – The annual meeting shall be held each year during the Board's annual retreat.

**Section 3:** **SPECIAL MEETING** – Special meetings may be called by the Board President or the majority of the Board of Directors.

**Section 4:** **QUORUM** – A quorum shall be constituted by a majority of the Members of the Board of Directors, not counting vacancies. No action may be taken at any meeting without a quorum. For the purpose of a quorum, Members participating by conference call or other similar communications equipment as provided for in Section 6 below shall be counted as present for a quorum.

**Section 5:** **VOTING** – All questions at a meeting of the Board of Directors shall be decided by majority vote of the Members entitled to vote and present, or participating by conference call or other similar communications equipment as provided for in Section 6. Each Member shall be entitled to one (1) vote.

**Section 6:** **ALTERNATIVE PARTICIPATION** – Any member of the Board may participate in a Board or Board Committee meeting by means of conference call or other similar communications equipment when its otherwise difficult or impossible for the Member to attend the meeting in person, provided that each Member participating by conference call or other similar communications equipment can be identified when speaking and all participants are able to hear any Member who speaks during the meeting.

**Section 7:** **CLOSED MEETING** – All meetings will be open to the public, except for meetings which may be closed:

- (a) if the motion and reason for closure is made in an open meeting and approved by majority of a quorum; and
- (b) following the completion of the closed meeting, the minutes of the open meeting or next open meeting will state the matters discussed in the closed meeting were limited only to those specified in the motion for closure; and
- (c) formal action on all matters will be made in the open meeting.

Meetings may be closed at the discretion of the Board, including, but not limited to:

- (a) threatened or pending litigation;
- (b) limited personnel matters which mean the discussion of hiring, demotion, assignment, dismissal, consideration of complaints or charges or evaluation of an organization employee;
- (c) discussion involving protected health information;
- (d) discussion of a bargaining unit representing the employees and collective bargaining sessions at which the representatives of the collective bargaining unit are present;
- (e) discussion of strategic planning and trade secrets that may threaten the long-term viability of the organization and its mission; or
- (f) discussion of the purchase, acquisition or disposal of real property.

## ARTICLE V

### BOARD OFFICERS

**Section 1:** **OFFICERS** – The officers of the Board shall consist of the President, Vice-President, Secretary, Treasurer and such other officers as may be determined by the Board of Directors.

**Section 2:** **PRESIDENT** – The President shall be selected from the Board of Directors and shall preside over all meetings of the Board of Directors. He/she shall be kept advised of the general affairs of the Corporation and insure that all orders, resolutions and policies of the Board of Directors are carried into effect. He/she shall chair the Executive Committee and serve as ex-officio member of all other Committees. He/she shall have the usual powers and duties customarily vested in the office of the President of the Board of Directors and shall perform other duties as may be assigned to him/her by the Board of Directors.

If for any reason it becomes necessary to replace the President prior to expiration of his/her term of office, the Vice-President shall fill the unexpired term, and the Board of Directors shall elect a new Vice-President.

**Section 3:** **VICE-PRESIDENT** – In the absence of the President, the Vice-President shall perform duties of the President, and when so acting, shall have all the power and be subject to the restrictions upon the President. The Vice-President shall also perform such other duties as may be assigned to him/her by the Board of Directors.

**Section 4:** **SECRETARY** – The Secretary shall attend all meetings of the Board of Directors and shall preserve in books of the Corporation true minutes of the proceedings of such meetings. He/she shall give all notices required by statute, by law, or resolution, and shall perform other duties as may be delegated to him/her by the Board of Directors.

**Section 5:** **TREASURER** – The Treasurer shall have charge of, and he/she shall be responsible for, all funds and securities of the Corporation and perform such duties as may be delegated by the Board of Directors.

**Section 6:** **NOMINATION OF OFFICERS** – Nomination of officers for the coming year shall be submitted to the Board of Directors in the November meeting. Any nomination submitted must be with the consent of the nominee.

**Section 7:** **ELECTION OF OFFICERS AND TERM OF OFFICE** – Officers shall be elected at the January meeting. Term of office shall begin immediately upon election and shall be for one (1) year. Any officer may be removed from office with or without cause, by a majority vote of the Board at any regular or special meeting.



**Section 8:** **VACANCIES** – A vacancy in any office, by any cause, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

## **ARTICLE VI**

### **COMMITTEES**

**Section 1:** **STANDING** – Board Members may volunteer to serve on standing committees. In the event each committee is not fully staffed with Board Members, or has too many volunteers, the President will select the Board Members. A majority of the Members of a committee shall constitute a quorum.

- (a) **EXECUTIVE COMMITTEE** – The Executive Committee shall consist of the elected Officers of the Board of Directors. The Chief Executive Officer of the Corporation shall be an ex-officio, non-voting member of the Executive Committee. The Committee may transact Board of Directors business in emergencies between meetings of the full Board of Directors. Actions of the Committee must be ratified by the full Board of Directors at its next regularly held meeting. The President of the Board of Directors shall chair meetings of the Committee.

The Executive Committee shall have all the powers of the Board of Directors when the Board is not in session and shall generally perform such duties and exercise such powers as may be performed and exercised by the Board of Directors, but only in emergency situations when it is not feasible to bring the full Board of Directors together.

- (b) **FINANCE COMMITTEE** – The Finance Committee shall consist of at least four (4) Members. At least one (1) Member of this Committee shall have expertise in finances. The Chairperson of the Committee shall be selected by the Board President. The Chief Financial Officer of the Corporation shall be an ex-officio, non-voting member of the Committee.

The Finance Committee shall 1) act as financial advisor to the Board of Directors in all financial affairs of the Corporation; 2) be responsible for the review and recommendation to the Board of Directors of the annual operating budget as well as any special grants, or contracts including the federal 330 budget, or any other financial matters; 3) adopt policy for financial management practices including a system to assure accountability for center resources, approval of the annual corporate budget, center budget priorities, eligibility for services including criteria for partial payment schedules, and 4) long range financial planning.

As part of its duties, the Finance Committee shall annually review the audit procedures of the Corporation, make recommendations for maintaining or revising the current procedure and select the independent auditor. The Finance Committee shall receive both an oral and written report from the auditors.

The Finance Committee shall meet monthly and review the financial reports prepared by the Chief Financial Officer, and its findings should be reported to the full Board of Directors each month.

- (c) **STRATEGIC PLANNING COMMITTEE** – The Strategic Planning Committee shall consist of at least three (3) Members. In addition, other non-voting individuals may be appointed to serve on the Committee in an advisory or consultative capacity, who are not Members of the Board of Directors but who possess special skills and knowledge which would contribute to the tasks of the Committee. The Chairperson of the Committee shall be selected by the Board President.

The Strategic Planning Committee will be responsible for evaluating organizational achievements, mission, goals and objectives at least annually and for making recommendations to the Board of Directors including indicated revisions and 1) plans for development, expansion, modernization, and replacement of the corporation's facilities and equipment; 2) cooperation/coordination with other health care providers or strategic partners; 3) monitoring the Strategic Plan; 4) reviewing the 330 grant application; 5) planning the Retreat; 6) orienting new Board members about policies and responsibilities; and 7) such other tasks that may be assigned by the Board President.

The Strategic Planning Committee shall determine programs and legislative strategy which are consistent with the Corporation's Strategic Plan. The Strategic Planning Committee will work closely with the Health Care Services Committee in determining the scope of services offered by the Corporation.

- (d) **HEALTH CARE SERVICES COMMITTEE** – The Health Care Services Committee shall consist of at least three (3) Members. The Chairperson of the Committee shall be selected by the Board President. The Compliance Officer and/or other assigned employees of Corporation shall be an ex-officio, non-voting members of the Committee. The Committee shall meet as needed, but no less than quarterly.

The Health Care Services Committee shall be charged with the responsibility of formulating and evaluating objectives for patient care, quality assurance, and patient education. The Health Care Services Committee shall also be charged with the responsibility of developing and recommending plans for programs to meet such objectives. The Health Care Services Committee shall relate to the

community and collaborate with other health care agencies in providing comprehensive planning to assist in meeting the total health care needs of the community, both for the present and the future.

The Health Care Services Committee will make recommendations to the Board of Directors about policies relating to all clinical services. The Health Care Services Committee will work closely with the Strategic Planning Committee in determining the scope of services offered by the Corporation.

The Health Care Services Committee shall be the focal Board Committee regarding the Corporate Quality Program.

- (e) **HUMAN RESOURCES COMMITTEE** – The Human Resources Committee shall consist of at least three (3) Members and will meet on an as-needed basis. The Chairperson of the Committee shall be selected by the Board President. The Human Resources Officer shall be an ex-officio, non-voting member of the Committee.

The Human Resources Committee will be responsible for making recommendations to the Board of Directors on any personnel policies and procedures including those related to selection and dismissal, salary and benefit scales, employee grievances and equal opportunity practices.

- (f) **RECRUITMENT, NOMINATING AND RETENTION COMMITTEE** – The Recruitment, Nominating and Retention Committee shall consist of at least three (3) Members. The Chairperson of the Committee shall be selected by the Board President. No more than two (2) Members of the Executive Committee shall be on the Recruitment, Nominating and Retention Committee.

The Recruitment, Nominating and Retention Committee shall ~~not only~~ recruit and nominate persons for selection to the Board of Directors for both Patient and Non-Patient membership, and shall also explore avenues to retain the membership at full capacity. Nominations shall be made annually at the November meeting or as needed to fill a vacancy. The Recruitment, Nominating and Retention Committee shall prepare a slate of officers for presentation at the November meeting for election in January. The Recruitment, Nominating and Retention Committee will meet as needed, but at least annually.

**Section 2:** **AD HOC** - The President of the Board of Directors shall have the authority to appoint Ad Hoc Committees as deemed necessary to carry out the aims and objectives of the Corporation. Upon completion of the task(s) the Committee shall be discharged.

**Section 3:**     **STAFF SUPPORT** – The Chief Executive Officer will be responsible for assuring the attendance of appropriate employee members at each Committee meeting. Employee members are non-voting.

**Section 4:**     **TASK FORCES** – With the permission of the President, and notice to the Chief Executive Officer, any Standing Committee may form a Task Force comprised of Committee Members, other Board Members, Volunteers, and/or employees to address particular specific issues. The Task Force will not have any authority to commit the Corporation, or to speak on behalf of the Corporation, without advance permission of the Board.

## **ARTICLE VII**

### **NEPOTISM/CONFLICT OF INTEREST**

The Board and Corporation shall attempt to eliminate all potential real or apparent conflicts of interest and nepotism. It shall comply with all federal law relating to conflict of interest and nepotism, and shall draft and implement policies to assure that Board Members and employees are able to perform their functions and job independent of improper influence.

In the event of a real or apparent conflict of interest with a Board Member concerning an item of interest to the Corporation, the Member will serve the best interest of the Corporation by disclosing this conflict in writing, and will abstain from voting on any such matter in which that Member has a personal interest, although such Board Member shall be counted toward a quorum.

At a minimum, no Member of the Board, or his/her spouse, child, parent or sibling, by blood, adoption or marriage, shall be an employee. Furthermore, no person who is a Board Member's spouse, child, parent or sibling, by blood or marriage shall be hired while that Board Member is serving.

No Member of the Board of Directors can become an employee of the Corporation unless a period of three (3) years has elapsed since his/her resignation or completion of term. No employee of the Corporation may become a Member of the Board of Directors unless a period of three (3) years has elapsed since his/her termination or resignation from the Corporation.

## **ARTICLE VIII**

### **SEAL**

The Board may adopt a corporate seal which the Corporation may use by impressing or affixing it or a facsimile thereof, but the failure to have or affix a corporate seal does not affect the validity of any instrument or any action taken in reliance thereon or in pursuance thereof.

**ARTICLE IX**

**AMENDMENT OF BY-LAWS**

These Bylaws can be amended at any regular meeting or special meeting of the Board of Directors by a two-thirds (2/3) vote, provided that the amendment has been transmitted to each member at least twenty (20) days prior to the next regular meeting.

**ARTICLE X**

**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

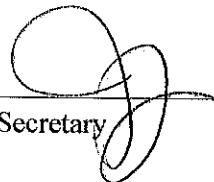
**ARTICLE XI**

**DISSOLUTION**

The organization may be dissolved only at any regular meeting or special meeting of the Board of Directors by a two-thirds (2/3) vote of the Board Members, provided that the proposed dissolution has been transmitted to each member at least twenty (20) days prior to the meeting. Any remaining assets of the organization will be distributed in accordance with federal and state laws and regulations.

Amended this 16<sup>th</sup> day of May 2023.

  
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President

  
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Secretary

Implemented: 5/1991

Revised: 8/1993, 9/1994, 8/1995, 8/1997, 10/1999, 11/1999, 6/2009, 4/2010, 8/2013, 5/2016, 3/2017, 8/2018, 4/2023, 5/2023