

**SECOND AMENDED AND RESTATED
BYLAWS**

County Medical Services Program Governing Board

Adopted by the County Medical Services Program Governing Board on December 6, 2012

B.	Composition, Selection and Term.....	7
C.	Meetings of the Executive Committee.....	7
D.	Officers of the Executive Committee	7
2.	Standing Committees	8
A.	General	8
B.	Planning and Benefits Committee	8
C.	Eligibility Committee.....	9
3.	Other Committees	9
4.	Resignation, Vacancies and Removal of Committee Members.....	9
A.	Resignation	9
B.	Vacancies	9
C.	Removal	10
ARTICLE VI	Executive Director	10
1.	Executive Director	10
ARTICLE VII	Independent Contractor for Day-To-Day Administration of the Program.....	10
ARTICLE VIII	Records	11
ARTICLE IX	Amendments	11
EXHIBIT 1	Group 1	
EXHIBIT 2	Group 2	
EXHIBIT 3	Group 3	

SECOND AMENDED AND RESTATED BYLAWS
OF
COUNTY MEDICAL SERVICES PROGRAM GOVERNING BOARD

ARTICLE I

Name and Form

The name of this public entity shall be County Medical Services Program Governing Board, which has been established in accordance with the California Welfare and Institutions Code ("W&IC") Section 16809 et seq. References in these Bylaws to "Board" shall mean County Medical Services Program Governing Board, unless otherwise specified.

ARTICLE II

Purposes and Powers

The Board was formed for the purposes and has the powers set forth in the W&IC Section 16809, et seq. More specifically, the Board shall govern the County Medical Services Program ("CMSP" or "Program").

ARTICLE III

Board Membership and Meetings

1. Powers and Responsibilities. Subject to the provisions of the W&IC Section 16809, et seq., applicable law and these Bylaws, the business and affairs of the Program shall be managed, and all powers shall be exercised, by or under the direction of the Board.

2. Members.

A. Composition of Board Members.

1. There shall be eleven (11) members of the Board.
2. The Board shall be comprised of three (3) voting members of each of the following county categories: member of a county board of supervisors ("County Supervisor") and County Administrative Officer ("CAO"). The Board shall also be comprised of two (2) voting members of each of the following county categories: Health Official and Welfare Director. A member of the Board must currently hold the office of County Supervisor or be employed by a CMSP County as a CAO, Health Official or Welfare Director. For purposes of these Bylaws, a "Health Official" means any of Director or Assistant Director of the Health and Human Services Agency, Director of the Health Department or Health Officer of a CMSP

County. In addition, the Board shall have one (1) ex officio, nonvoting member, who shall be the Secretary of the California Health and Human Services, or his or her designee.

B. Nomination and Selection.

1. The Board members shall be elected by representatives of counties that have elected to participate in CMSP pursuant to W&IC Section 16809, et seq. (individually, a "CMSP County," and collectively, "CMSP Counties") in accordance with W&IC Section 16809.4(d)(3).

2. The County Supervisor members of the Board shall be elected by the Supervisors of the CMSP Counties. Each CMSP County shall be entitled to one (1) vote for each County Supervisor member to be elected from that CMSP County's specified county group as listed on Exhibits 1, 2 and 3 ("Specified County Group"). The remaining Board members shall be similarly elected by representatives from each category in the CMSP Counties (i.e., the CAO members shall be elected by the CAOs of the CMSP Counties; the Health Official member shall be elected by the Health Officials of the CMSP Counties, and the Welfare Director shall be elected by the Welfare Directors of the CMSP Counties) from that CMSP County representative's Specified County Group. A majority of the representatives of a category in a Specified County Group is sufficient to elect a Board member for that category in that Specified County Group.

3. The senior health official in a CMSP County shall be solely authorized to vote on behalf of that CMSP County for the Health Official. The senior health official shall be the Director of the Health and Human Services Agency for the CMSP County. If no such position exists, the senior health official shall be the Director of the Health Department for the CMSP County. If no such position exists, the senior health official shall be the Health Officer of the CMSP County.

4. Election of Board members may be made by mail ballot or take place at a meeting or series of meetings. The election may also take place by a meeting or meetings through use of teleconferencing, provided that all voting must be done by roll call votes. If the election takes place at a meeting, participants (i.e. representative from the County category holding the election) shall be provided with notice and opportunity to be heard. Records shall be made of the manner of the election and the vote tally. The Board shall keep and maintain records of all Board member elections.

5. The Board Chair shall cause the foregoing elections to take place and shall designate the Executive Director or another designee to conduct the elections in accordance with the Bylaws.

C. Qualifications of Members and Term Membership.

1. A Board member shall currently hold the office of County Supervisor or be employed by a CMSP County as a CAO, Health Official or Welfare Director.

2. The three (3) County Supervisors and the three (3) CAOs shall be representative of Specified County Groups as follows: one (1) County Supervisor and one (1)

CAO from a CMSP County listed in Exhibit 1; one (1) County Supervisor and one (1) CAO from a CMSP County listed in Exhibit 2; one (1) County Supervisor and one (1) CAO from a CMSP County listed in Exhibit 3.

3. No two (2) Board members from the same CMSP County may serve as members of the Board at the same time.

4. Terms of Board membership shall be for three (3) calendar years (commencing on January 1 and ending on December 31), except as provided in Article III, 3.B for the terms of members filling vacancies. A Board member shall serve his/her designated term unless he/she resigns or is removed or otherwise disqualified to serve.

3. Resignation, Vacancies and Removal.

A. Resignation. A Board member may resign at any time by giving written notice to the Board, the Board Chair or the Executive Director. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon the date of receipt of such notice.

B. Vacancies. A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Board member, or a Board member's failure to meet the qualifications set forth in Article II, 2.C.1. Vacancies on the Board shall be filled by the procedure set forth in Article III, 2.B. In the event of a vacancy on the Board, an appointment of a successor member shall be made as soon as reasonably practicable following notification of the vacancy to the Board, Board Chair or the Executive Director. The successor member shall serve the unexpired term of the predecessor member. If the unexpired term is six (6) months or less, then the successor member shall serve a term of three (3) years plus the unexpired term. If the unexpired term is more than six (6) months, then the successor member shall serve the unexpired term and face re-election to serve a new three (3)-year term.

C. Removal. The Board may remove a member who has been:

1. Upon failure to meet the qualifications set forth in Article III, 2.C;
2. For any reason that would constitute grounds for the removal of a public officer; or
3. Found by a majority vote of the appointing authority that the member be removed (i.e., the Supervisors of the CMSP Counties in that County Supervisor member's Specified County Group remove that County Supervisor member; the CAOs of the CMSP Counties in that CAO member's Specified County Group remove that CAO member, etc.).

4. Meetings of the Board.

A. Voting. Each member eligible to vote shall be entitled to one (1) vote, to be exercised in person. Neither cumulative, substitute, nor proxy voting shall be allowed. All matters submitted to the Board for determination shall be decided by a minimum of six (6)

affirmative votes of the members. The representative from the Health and Human Services shall serve as a nonvoting member.

B. Quorum. The presence of six (6) voting members shall constitute a quorum for the transaction of business.

C. Meetings.

1. The Board may meet once every calendar month; however, additional meetings may be held if requested by the Chair.

2. Written notice of the place, date, and time of each meeting of the Board shall be sent to all interested persons as required under W&IC Section 16809, et seq.

3. If the scheduled meeting is being held to eliminate or reduce the level of services, restrict eligibility for services or adopt regulations, the public will be notified not less than thirty (30) days prior to the meeting. In addition, notice of the meeting will be published in a newspaper of general circulation in each CMSP County. Such notice shall include, at a minimum, the amount and type of each proposed change, the expected savings and the number of persons affected. These meetings shall be held in at least four (4) locations throughout the state selected by the Chair in conformance with W&IC Section 16809.4(h)(6).

4. All meetings of the Board shall be open to the public in conformity with W&IC Section 16809, et seq. The Board may hold regular or special meetings (exclusive of any meeting described in Article III, 4.C.3) through use of teleconferencing conducted pursuant to the Ralph M. Brown Act (California Government Code Section 54950, et seq.).

5. Contracts. No member of the Board shall have any power or authority to execute or bind the Board by any contract or engagement unless authorized by the Board.

6. Conflict of Interest. Members of the Board shall comply with all laws and regulations pertaining to conflict of interest. Any Board member shall not participate in any discussion and shall abstain from voting on an issue where that Board member has a conflict of interest.

7. Use of Board Letterhead. Board letterhead shall not be used by Board members, consultants or other persons unless authorized by the Chair of the Board or the Chair's designee. No Board member shall use Board letterhead to reflect opinions other than those approved by the majority of members. The Executive Director is authorized to use the Board letterhead in the conduct of the Board's business.

8. Representing/Speaking for the Board. Board members are not authorized to issue statements, news releases or otherwise represent or speak for the Board without prior approval by the Chair of the Board or the Chair's designee. The Executive Director and other Board staff designated by the Chair may speak for the Board in the conduct of the Board's business.

9. Changes in Program Policy. Board members shall follow these guidelines regarding CMSP policy changes.

A. Upon adoption by a majority of the members of the Board of a policy change, the Executive Director or other Board staff designated by the Chair shall implement the policy change, or if appropriate, direct the entity which contracts with the Board for the administration of the Program ("Contractor") to implement the policy change under the Executive Director's or designated Board staff's oversight and direction.

B. No Board member shall unilaterally act to change CMSP policy without the approval of the Board.

10. Tasks for New Board Members. New Board members will be required to complete the following:

A. Oath of Office (Std. 688). An Oath of Office form will be maintained in the Board's administrative office (the "Board's Office").

B. Identify a Headquarters Address. A headquarters address is necessary to be used in determining the point of origin on all travel to Board meetings. Most Board members file their work address as the headquarters address.

C. Authorization to Use Privately Owned Vehicles on State Business (Std. 261). This form should be completed and returned to the Department's Office, with a copy to the Board's Office. The filing of this form is required prior to claiming reimbursement for vehicle use.

D. Conflict of Interest. This statement of economic interest must be filed as required by the Board's conflict of interest code.

ARTICLE IV

Officers of the Board

1. Officers. The officers of this Board shall be a Chair and a Vice Chair.
2. Election and Terms. All officers shall be elected on an annual basis and shall serve a term of one (1) year at the pleasure of the Board. All officers shall take office at the first meeting of the calendar year for which they are elected. All officers shall be nominated from and elected by the Board.
3. Vacancy. A vacancy in any office shall be filled in the manner prescribed in Article IV, 2.
4. Chair of the Board. The Chair of the Board shall be the chief executive officer of the Board and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by W&IC Section 16809, et seq., or the Bylaws. The Chair shall preside at all meetings of the Board. The Chair (with concurrence of the Board) shall be responsible for the appointment of the Chair of each committee of the Board, exclusive of the Executive Committee. The Chair may execute contracts on behalf of the Board and designate the duties of Board staff unless otherwise determined by the Board.

5. Vice Chair of the Board. The Vice Chair shall perform the duties of the Chair in his/her absence and, when so acting, shall have all the powers of the Chair and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by W&IC Section 16809, et seq. or the Bylaws.

ARTICLE V

Committees

1. Executive Committee. The Board may establish an Executive Committee in accordance with the Bylaws.

A. Authority.

1. The Executive Committee shall have the power and authority as determined by the Board, subject to the limitations imposed on such power and authority by law or the Bylaws. The Board may grant to the Executive Committee any of the power and authority of the Board, except with respect to:

(a) Acting for the Board on any matters which require Board action pursuant to W&IC Section 16809, et seq.;

(b) Acting for the Board on any matters which require Board action pursuant to the Bylaws, including but not limited to filling vacancies in officer positions of the Board or any of its committees or the position of Executive Director;

(c) Adopting, amending or repealing the Bylaws;

(d) Amending or repealing any resolution of the Board unless by its express terms the Board has authorized the Executive Committee to modify its terms; and

(e) Appointing other committees of the Board or their members.

2. Specifically, the Executive Committee shall have the power and authority to act for the Board in the following circumstances:

(a) In matters specifically delegated by the Board; and

(b) In matters in which the Board's position on pending legislation is necessary to both meet an urgent timeframe and further the best interests of the Board and the Program.

All action taken by the Executive Committee shall be consistent with the mission and adopted policies of the Board.

B. Composition, Selection and Term.

1. The Executive Committee shall be composed of five (5) Board members. The Board Chair shall be an ex officio voting member of the Executive Committee and the representative from the Health and Human Services shall be an ex officio non-voting member of the Executive Committee. The remaining three (3) members shall be voting members and shall be elected by the Board and be representative of three of the following categories: a County Supervisor, a CAO, a Health Official and a Welfare Director; provided that no category is represented by more than one (1) member of the Executive Committee (i.e., the three remaining members shall be selected from categories not represented by the Board Chair). The representatives of each category of Board members shall nominate a representative of their category (i.e., the three (3) Board members who are County Supervisors shall nominate the County Supervisor representative, the three (3) Board members who are CAOs shall nominate the CAO representative, etc.).

2. Members of the Executive Committee shall be elected on an annual basis and shall serve a term of one (1) year at the pleasure of the Board. An Executive Committee member shall serve his/her designated term unless he/she resigns or is removed or otherwise disqualified to serve.

C. Meetings of the Executive Committee.

1. The presence of three (3) members shall constitute a quorum for the transaction of business.

2. Each voting member shall be entitled to one (1) vote, to be exercised in person. Neither cumulative, substitute, nor proxy voting shall be allowed. All matters submitted to the Executive Committee for determination shall be decided by a minimum of three (3) affirmative votes of the members.

3. Meetings of the Executive Committee may be called at any time by the Chair of the Executive Committee, or if the Chair is unavailable, the Vice Chair of the Executive Committee, and may be called by such officers upon the recommendation of the Executive Director.

4. Written notice of the place, date, and time of each meeting of the Executive Committee shall be sent to all interested persons as required under W&IC Section 16809, et seq.

5. All meetings of the Executive Committee shall be open to the public in conformity with W&IC Section 16809, et seq. The Executive Committee may hold regular or special meetings through use of teleconferencing conducted pursuant to the Brown Act.

D. Officers of the Executive Committee. The Chair of the Board shall be the Chair of the Executive Committee. A Vice Chair of the Executive Committee shall be nominated from and elected by the Executive Committee. All officers shall be elected on an annual basis and shall serve a term of one (1) calendar year at the pleasure of the Executive

Committee. All officers shall take office at the first meeting of the calendar year for which they are elected or as soon as possible thereafter election of the Board Chair. A vacancy in any office shall be filled by the same procedure nominating and selecting new officers.

2. Standing Committees. The Board may establish standing committees as it deems necessary to carry out the duties of the Board.

A. General.

1. All standing committees shall be advisory and no standing committee shall have the power to bind the Board, except when specifically authorized by the Board.

2. Members of the standing committee shall be elected on an annual basis and shall serve a term of one (1) calendar year at the pleasure of the Board. A standing committee member shall serve his/her designated term unless he/she resigns or is removed or otherwise disqualified to serve.

3. The Chair of each standing committee shall be appointed by the Chair of the Board (with concurrence of the Board).

4. Each standing committee member shall be entitled to one (1) vote, to be exercised in person. Neither cumulative, substitute, nor proxy voting shall be allowed.

5. A majority of the standing committee members shall constitute a quorum. All matters submitted to the standing committee for determination shall be decided by a minimum of a majority of a quorum of committee members.

6. The Chair of the standing committee or his/her designee shall report to the Board on matters discussed by the standing committee and any action taken. In the absence of a quorum, the Chair of the standing committee or his/her designee may report the absence of a quorum and the results of such discussions that may have occurred of those committee members present.

7. Meetings of the standing committee may be called at any time by the Board Chair or the Chair of the standing committee.

8. All meetings of the standing committee shall be open to the public in conformity with W&IC Section 16809, et seq. The standing committee may hold regular or special meetings through use of teleconferencing conducted pursuant to the Brown Act.

B. Planning and Benefits Committee. The Board may establish a Planning and Benefits Committee in accordance with the Bylaws.

1. The Planning and Benefits Committee ("P&B Committee") shall be a standing committee of the Board and have the power and authority as determined by the Board, subject to the limitations imposed on such power and authority by law or the Bylaws.

2. The P&B Committee shall be composed of fifteen (15) members. Two (2) members shall be Board members elected by the Board. Seven (7) members shall be representatives of CMSP Counties with a minimum of one (1) from each of the Specified County Groups listed in Exhibits 1, 2 and 3. The remaining six (6) members shall be provider/beneficiary advocate representatives.

3. The Board shall nominate and elect the two (2) members of the P&B Committee who are Board members. The P&B Committee shall nominate the remaining candidates to the Board. The P&B Committee shall seek the input of CMSP Counties and provider/beneficiary advocate representatives in developing candidates for nomination. P&B Committee members shall be elected by the Board from those candidates nominated by the P&B Committee. The Board may, in its sole discretion, elect members who are not nominated candidates.

C. Eligibility Committee. The Board may establish an Eligibility Committee in accordance with the Bylaws.

1. The Eligibility Committee shall be a standing committee of the Board and have the power and authority as determined by the Board, subject to the limitations imposed on such power and authority by law or the Bylaws.

2. The Eligibility Committee shall be composed of twelve (12) members. Nine (9) members shall be representatives of CMSP Counties with a minimum of one (1) from each of the Specified County Groups listed in Exhibits 1, 2 and 3; provided, however, that one (1) of these representatives shall be a Board member. The remaining three (3) members shall be provider/beneficiary advocate representatives.

3. The Board shall nominate and elect the one (1) member of the Eligibility Committee who is a Board member. The Board shall appoint the remaining members of the Eligibility Committee from a list of candidates nominated by the current Eligibility Committee. The current Eligibility Committee shall seek the input of CMSP Counties and provider/beneficiary advocate representatives in developing candidates for nomination. The Board may, in its sole discretion, appoint members who are not nominated candidates.

3. Other Committees. The Board may establish such other committees as it deems necessary to carry out the duties of the Board. Such committee(s) shall have such power and authority as may be determined by the Board and shall consist of such persons as may be determined by the Board.

4. Resignation, Vacancies and Removal of Committee Members.

A. Resignation. A committee member may resign at any time by giving written notice to the Board, the relevant committee, the Board Chair or the Executive Director. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon the date of receipt of such notice.

B. Vacancies. A vacancy on a committee shall be deemed to exist in case of the death, resignation or removal of any committee member. Vacancies on committees shall be

filled by the same procedure nominating and selecting new committee members. In the event of a vacancy on a committee, an appointment of a successor member shall be made as soon as is administratively feasible following notification of the vacancy to the Board, relevant committee, Board Chair or the Executive Director. The successor member shall serve the unexpired term of the predecessor.

- C. Removal. Any committee member may be removed by the Board.

ARTICLE VI

Executive Director

1. Executive Director.

A. The Board shall appoint an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall be the chief operating officer of the Board and shall have such duties as may be prescribed by the Board. The Executive Director shall supervise, direct and administer the Board's activities and affairs. As part of these duties, the Executive Director shall be responsible for the oversight of all Board assets and accounts, including but not limited to the County Medical Services Program Account in the County Health Services Fund (also known as Fund 896) and all other assets and accounts maintained by the State of California Department of Health Services or the Contractor on behalf of the Board and the Program. The Executive Director shall have the authority to make deposits and disbursements of Board funds and to assure that the Board's financial matters are performed in accordance with the Board's approved budget and policies. The Executive Director shall also employ such other staff members as necessary to accomplish the Board's activities and affairs, consistent with the annual budget, personnel rules and Board policies and directives. In addition, the Executive Director shall be responsible for the implementation of contracts entered into by the Board and shall have the authority to supervise the performance of third party contractors and assure that the performance of these contracts are in accordance with the Board's policies and directives. The Executive Director shall attend the meetings of the Board.

B. During any period for which an Executive Director is not appointed to serve the Board, the Chair shall serve as chief operating officer of the Board and shall have the duties of the Executive Director as set forth in A above or as otherwise provided in these Bylaws, and any such other duties as prescribed by the Board. In carrying out these duties, the Chair shall employ such staff members as necessary to accomplish the Board's activities and affairs, consistent with the annual budget, personnel rules and Board policies and directives. Such employment may be achieved through employment arrangement(s) or service contract(s). Any offers of such employment or service contract(s) shall be approved by the Board. The duties of the Chair as described in this Article IV, 1.B, shall be in addition to such other duties of the Chair as described in the Bylaws and any other duties as prescribed by the Board.

ARTICLE VII

Independent Contractor for Day-To-Day Administration of the Program

Pursuant to W&IC Section 16809, et seq., the Board may contract with a third party to administer the Program. The Board entered into an agreement (the "Administration Agreement") with the Contractor as an independent contractor for the day-to-day administration of the Program in accordance with the terms of the Administration Agreement and the policies and directives of the Board. The Board authorizes the Executive Director to oversee all aspects of the Contractor's performance under the Administration Agreement. The Executive Director shall regularly report to the Board on the performance of the Contractor under the terms of the Administration Agreement.

ARTICLE VIII

Records

Records of proceedings of all Board and committee meetings shall be kept and maintained in the Board's Office.

ARTICLE IX

Amendments

These Bylaws may be amended by action of the Board at any meeting called for that purpose.

EXHIBIT 1

Group 1

Representatives from Counties in Group 1:

Alpine

Amador

Calaveras

Colusa

Del Norte

Glenn

Inyo

Lake

Lassen

Mariposa

Modoc

Mono

Nevada

Plumas

San Benito

Sierra

Siskiyou

Trinity

Tuolumne

EXHIBIT 2

Group 2

Representatives from Counties in Group 2:

Butte

El Dorado

Humboldt

Imperial

Kings

Madera

Mendocino

Shasta

Sutter

Tehama

Yolo

Yuba

EXHIBIT 3

Group 3

Representatives from Counties in Group 3:

Marin

Napa

Solano

Sonoma