

KINGSBURG HEALTHCARE DISTRICT

BYLAWS

REVISED AND AMENDED:

February 13, 2024

ATTEST:



Kenneth Crabb, Board Secretary

2-5-25
Date

Section 5.01 - Powers.	13
Section 5.02 - Number and Qualifications of Directors.....	13
Section 5.03 - Election and Term of Office.	13
Section 5.04 - Vacancies.....	13
Section 5.05 - Place of Meeting.	13
Section 5.06 - Organization Meetings.....	13
Section 5.07 - Other Regular Meetings.	13
Section 5.08 - Special Meetings.	14
Section 5.09 - Quorum.	14
Section 5.10 - Adjournment.	14
Section 5.11 - Fees and Compensation.	15
Section 5.12 - Attendance of Directors at Meetings.....	15
Section 5.13 - Board Member Education.....	15
Section 5.14 - Orientation for Board Members.....	16
Section 5.15 - Agenda at Meetings.....	16
Section 5.16 - Amendment of Meeting Agendas.....	16
Section 5.17 - Adoption of Modified Version of Rosenberg’s Rules of Order.	16
ARTICLE VI. AMENDMENTS	17
Section 6.01 - Amendment of Bylaws.....	17
Section 6.02 - Review of Bylaws.....	17
ARTICLE VII. RULES OF DECORUM	18
Section 7.01 - Policy.	18
Section 7.02 - Presiding Officer.	18
Section 7.03 - Board Officers.	18
Section 7.04 - Addressing the Board.	19
Section 7.05 - Meeting Disruptions.....	20
APPENDIX 1 - Rosenberg’ s Rules of Order	22

ARTICLE I. PREAMBLE, PURPOSES AND SCOPE OF BYLAWS

Section 1.01 – Preamble.

The Kingsburg Healthcare District (“**District**”) is organized under the provisions of the Local Health Care District Law (California Health and Safety Code §§ 32000 et seq.) to promote the public health and general welfare. This organization shall be fully empowered to receive and administer funds for the attainment of these objectives, all in accordance with the purposes and powers set forth in the Local Health Care District Law.

Section 1.02 – Scope of Bylaws.

These Bylaws, and any amendments thereto, shall be known as the “District Bylaws” and shall govern the Kingsburg Healthcare District Board of Directors (“**Board**”) and its decisions regarding each and all of its affiliated and subordinate committees, organizations and entities. Accordingly, these Bylaws now supersede and fully replace all prior bylaws enacted by the Board which are now repealed.

The Board of Directors may delegate certain authority to committees and other affiliated and subordinate organizations and entities. In so doing, the Board shall retain overriding authority over the delegated subject-matter. Such delegated powers are to be exercised in accordance with the respective bylaws of such groups and consistent and not in conflict with Board-adopted bylaws, policies, regulations, rules and orders. All powers, authority and functions not expressly delegated by the Board are and remain vested in the Board of Directors of this District.

The bylaws of other affiliated and subordinate organizations and groups, and any amendments thereto, shall not be effective until the Board of Directors of the Kingsburg Healthcare District approves same. In the event of any conflict between the bylaws of any committee or other affiliated or subordinate organization or group, the provisions of Board-adopted bylaws, policies, regulations, rules and orders shall prevail. In the event any provision of these District Bylaws is in conflict with any statute of the State of California governing local health care districts, such statute shall prevail.

Section 1.03 – Purposes.

ARTICLE II. PRINCIPAL OFFICE OF THE DISTRICT

Section 2.01 – Principal Business Office.

The principal office of this District shall be located at 1425 Marion Street, Kingsburg, Fresno County, California. The Board of Directors may from time to time by resolution change the principal business office of this District from place to place within the boundaries of the District.

corporate officer who was not directly selected by the Board may be removed by the Board or by any other officer on whom the Board confers the power of removal.

Section 3.05 – Resignation of Corporate Staff Officers

Provided no disciplinary charges are pending or under investigation, a corporate staff officer may resign at any time by giving written notice to the chief executive officer or, if the resigning officer is the chief executive officer, to the corporate secretary who shall promptly notify the Board Chair. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Whenever disciplinary charges are pending or under investigation, a resignation shall not become effective until the Board formally approves the acceptance of the resignation, which may be retroactive.

Section 3.06 – Vacancies in Corporate Staff Office

A vacancy in any corporate staff office because of death, resignation, termination, removal, disqualification or any other cause must be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 3.07 – Chief Executive Officer

Subject to the control of the Board, the chief executive officer shall be the general manager of the District and must supervise, direct and control the District's activities, affairs, corporate officers, employees and agents. The chief executive officer shall have such other powers and duties as the Board or the bylaws may prescribe.

Section 3.08 – Assistant Chief Executive Officer

If the chief executive officer is absent or disabled, on an interim basis the assistant chief executive officer or other subordinate corporate officers, if any, and in order of their rank as fixed by the Board, or, if not ranked, an officer designated by the Board, must perform all duties of the chief executive officer which require immediate attention. When so acting, an assistant chief executive or other designated officer shall have all powers of and be subject to all restrictions upon the chief executive officer. The assistant chief executive officer shall have such other powers and perform such other duties as the Board or the bylaws may require.

special, how authorized; the notice given; and the names of persons present at board and committee meetings.

(b) Agreements and Related Insurance: The corporate secretary shall be responsible for acquiring and safely maintaining, at the District's principal office, copies of all District agreements and related documentation including, without limitation, insurance policies and certificates of insurance. Upon receipt of any certificate of insurance, it shall be the responsibility of the corporate secretary to ensure that it is timely reviewed for sufficiency by a qualified person on behalf of the District. If the District has no corporate officers and employees, the Board Chair shall either assign a qualified consultant or another Board member to obtain and review certificates of insurance; and, in the absence of such an assignment from the Board Chair, the Board secretary shall be responsible for ensuring a timely review for sufficiency of certificates of insurance by a qualified person on behalf of the District, and may enlist the assistance of existing District consultants in so doing.

(c) Patient Records: The corporate secretary shall cause to be safely and securely maintained, in accordance with all federal, State and local laws and regulations, all patient records which are required to be maintained under federal, State or local laws and regulations, including District policy. Such records must be maintained at the District's principal office or at a secure offsite facility which is experienced in safely, securely and confidentially maintaining patient records in accordance with applicable federal, State and local requirements.

(d) Records Requests: The corporate secretary shall have the primary responsibility to ensure that patient records requests and public records requests received by the District are timely processed and otherwise responded to. In the event of a vacancy in the office of the corporate secretary, chief executive officer or designee shall assume the corporate secretary's responsibilities hereunder on an interim basis. If the District has no other corporate officers and employees, the Board Chair shall either assign a qualified consultant or another Board member to respond to and comply with public records requests; and, in the absence of such an assignment from the Board Chair, the Board secretary shall be responsible for timely

and District requirements. This includes the timely posting of the Board agenda and timely distribution of Board agenda packets to each Board member. The corporate secretary shall have such other powers and perform such other duties as the Board or the bylaws may require.

The treasurer of the Board of Directors must perform such powers and duties as the Board may assign from time to time. If there is no chief financial officer or assistant treasurer, the treasurer of the Board shall serve in the capacity of the chief financial officer with all of the powers, duties and limitations imposed upon the chief financial officer of the District, on an interim basis, until such time as a chief financial officer is retained.

Section 4.06 – Board Secretary

(a) The secretary of the Board of directors must cause to be taken accurate minutes of all actions taken at each meeting of the Board of Directors and perform such other powers and duties as the Board may assign from time to time. The secretary of the Board must attest in writing to all resolutions approved by the Board. If there is no corporate secretary or assistant corporate secretary or any qualified District employee who can serve as an interim corporate secretary, the secretary of the Board shall serve in the capacity of the corporate secretary with all of the powers, duties and limitations imposed upon said office of the District, on an interim basis, until such time as a corporate secretary is retained.

(b) If an audio and/or a video recording is made of any Board meeting, said audio and/or video recording shall be deemed a draft used to prepare the written Board meeting minutes. Upon the Board’s approval of the written Board meeting minutes, the audio and/or video draft may be destroyed provided such destruction is not inconsistent with the California Secretary of State’s existing “Local Government Records Management Guidelines”.

(c) The secretary of the Board shall have direct oversight and control over each deputy secretary of the Board, but only as to the preparation, maintenance and/or signing of the Board meeting minutes, resolutions, agendas and notices, and attesting to certified copies of the same.

Section 4.07 – Resignation of Board Officers

Any officer of the Board of directors may resign from holding a Board office at any time by giving written notice to the Board chairperson, corporate secretary or Board secretary. If the notice is given to the corporate secretary, the corporate secretary must notify the Board chairperson and Board secretary as soon as practicable. The resignation shall take

ARTICLE V. MEETINGS OF BOARD OF DIRECTORS

Section 5.01 – Powers.

The powers of the Board of Directors shall be all those expressly given or implied under applicable laws, including without limitation Division 23, Chapter 2, Article 2 of the Local Health Care District Law, as the same may be amended from time to time. The Board may approve an official corporate seal which shall become the District's seal. The corporate secretary must keep, or cause to be kept, the District's seal, if any, in safe custody at all times.

Section 5.02 – Number and Qualifications of Directors.

The authorized number of Directors shall be such number and their qualifications shall be such as is provided under the Local Health Care District Law.

Section 5.03 – Election and Term of Office.

The election and term of office of the Directors shall be in accordance with the Local Health Care District Law.

Section 5.04 – Vacancies.

Vacancies in any seat on the Board of Directors shall be filled in accordance with all applicable laws, including without limitation the Local Health Care District Law.

Section 5.05 – Place of Meeting.

Regular meetings of the Board of Directors shall be held at 1401 Draper Street, Kingsburg, Fresno County, California, or such other location identified by duly adopted resolution of the Board.

Section 5.06 – Organization Meetings.

At the first regular meeting following November 30 of each even-numbered year, or at such other regular or special meeting occurring soon thereafter, the Board of Directors shall hold a meeting at the place identified in Section 5.05 or at such other location as may be approved by the Board of Directors, for the purpose of organization and election of Board officers.

Section 5.07 – Other Regular Meetings.

otherwise, may adjourn the meeting until the time fixed for the next regular meeting of the Board.

Section 5.11 – Fees and Compensation.

The Board of Directors shall serve without compensation, except that each Director shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of the official business of the District, as approved by the Board.

Section 5.12 – Attendance of Directors at Meetings.

All members of the Board of Directors are expected to attend all regular meetings of the Board, and should any Director be absent from all regular meetings or special meetings of the Board for a period of sixty (60) days, the Board, by resolution, may declare that a vacancy exists on the Board.

Section 5.13 – Board Member Education.

There shall be an ongoing program for the education of the Board of Directors through seminars and/or the attendance of meetings and/or conferences on such topics as required by law, including without limitation AB-1234 (2004).

Following a regular election of members of the Board, and immediately after newly elected or re-elected Board members assume their new term of public office, the Board shall convene one or more regular or special meetings which shall include an agenda item for the purpose of completing one (1) or two (2) hours of training required under AB-1234. Both hours of training must be completed by each member of the Board no later than April 1 of each calendar year following a regular election of Board members to a new full-term of public office.

Within six (6) months after assuming office, either a new term or a partial term, each Board member must complete two (2) hours of sexual harassment and abusive conduct prevention training which satisfies the requirements of SB-1343 (2018) for supervisors and managers. Such training must again be completed every two years while in public office. The training requirements of SB-1343 may be satisfied by online training.

ARTICLE VI. AMENDMENTS

Section 6.01 – Amendment of Bylaws.

The Board of Directors, upon the affirmative vote of a majority of the Directors, or such larger vote as may be specifically required herein for any particular matter, may amend or repeal these Bylaws and may adopt new Bylaws.

Section 6.02 – Review of Bylaws.

The Board of Directors shall, no less often than annually or yearly, review these Bylaws to the end that these Bylaws shall be made current in light of any changes in applicable laws. Should any changes in these Bylaws, as a result of such review be deemed necessary or prudent, such changes shall be made in accordance with the amendment procedures set forth in Section 6.01 of this Article.

Presiding Officer). No person shall be permitted to interrupt any speaker who has the floor, except for a Board member to raise a question of order.

Section 7.04 – Addressing the Board.

(a) Speakers. Any person addressing the Board on either an agenda item or general public comments must step to the podium before the Board and, after being recognized by the Presiding Officer, must provide for the record their name and an address where they can be contacted. All remarks must be addressed to the entire Board as a body, and not to any individual Board member, staff member or consultant of the District. No member of the public shall approach the speaker's podium while a District meeting is in session, unless specifically requested to do so by the Presiding Officer.

(b) Public Comment. Members of the public may comment on any item not appearing on a regular meeting agenda but within the subject-matter jurisdiction of the District (“**general public comment**”). Under State law, matters presented by members of the public under this item cannot be discussed or acted upon by the Board at this time. For items appearing on the agenda, the public is invited to make comments at the time the item comes up for Board consideration, and the Presiding Officer may at any time set a maximum allotment of time for public comment. Any person addressing the Board during the general public comment period will be limited to a maximum of five (5) minutes so that all interested parties have an opportunity to speak, with an overall total allotment of twenty-five (25) minutes for the general public comment period. The Presiding Officer and a majority of the Board (which may vote to overrule the Presiding Officer) shall each have the discretion to modify the time limits on public comment.

(c) Meeting Documents. For documents distributed to the Board less than 72 hours before a regular meeting, any public records which are subject to public inspection and pertain to an open-session item on the regular meeting agenda shall be available online (www.kthd.org/meetings) and/or at the following address at the time they are distributed to a majority of the Board: 1425 Marion Street, Kingsburg, California 93631. Public records distributed to the Board at a public meeting will be available to the public at such meeting if

individuals who are willfully interrupting the meeting, the Board members conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to Government Code § 54957.9. Nothing shall prohibit the Board from establishing a procedure for re-admitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

(f) Disturbance of Public Assembly or Meeting. Under Penal Code § 403, every person who, without authority of law, willfully disturbs or breaks up any assembly or meeting which is not illegal in character, is guilty of a misdemeanor.