

KINGSBURG TRI-COUNTY HEALTH CARE
DISTRICT BYLAWS

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ATTEST:

Lori Sanders, Board Secretary

Date

TABLE OF CONTENTS

ARTICLE I. PREAMBLE, PURPOSES AND SCOPE OF BYLAWS 1

Section 1.01 – Preamble. 1

Section 1.02 – Scope of Bylaws. 1

Section 1.03 – Purposes. ~~2~~ **21**

Section 1.04 – Profit or Gain..... 2

Section 1.05 – Disposition of Surplus. 2

ARTICLE II. PRINCIPAL OFFICE OF THE DISTRICT 3

Section 2.01 – Principal Business Office..... 3

ARTICLE III. CORPORATE OFFICERS..... 4

Section 3.01 – Corporate Staff Officers; Appointment And Duties..... 4

Section 3.02 – Multiple Offices By Same Person 4

Section 3.03 – Appointment Of Corporate Staff Officers..... 4

Section 3.04 – Removal Of Corporate Staff Officers 4

Section 3.05 – Resignation Of Corporate Staff Officers 5

Section 3.06 – Vacancies In Corporate Staff Office 5

Section 3.07 – Chief Executive Officer..... 5

Section 3.08 – Assistant Chief Executive Officer 5

Section 3.09 – Chief Financial Officer 6

Section 3.10 – Corporate Staff Secretary 6

Section 3.11 – Record of Formation Documentation And Bylaws..... 8

Section 3.12 – Record Of Current Board Members 8

Section 3.13 – Notice Of Meetings And Other Duties 8

ARTICLE IV. BOARD OFFICERS 9

Section 4.01 – Election Of Board Officers..... 9

Section 4.02 – Appointment Of Chairperson Of Board..... 9

Section 4.03 – Chairperson Of The Board 9

Section 4.04 – Vice-Chairperson Of The Board 9

Section 4.05 – Board Treasurer..... 9

Section 4.06 – Board Secretary..... 10

Section 4.07 – Resignation Of Board Officers..... 10

Section 4.08 – Vacancies In Office 10

ARTICLE V. MEETINGS OF BOARD OF DIRECTORS 11

Section 5.01 – Powers. 11

Section 5.02 – Number and Qualifications of Directors..... 11

Section 5.03 – Election and Term of Office. 11

Section 5.04 – Vacancies.....	11
Section 5.05 – Place of Meeting.	11
Section 5.06 – Organization Meetings.....	11
Section 5.07 – Other Regular Meetings.	11
Section 5.08 – Special Meetings.	12
Section 5.09 – Quorum.	12
Section 5.10 – Adjournment.	12
Section 5.11 – Fees and Compensation.	13
Section 5.12 – Attendance of Directors at Meetings.	13
Section 5.13 – Board Member Education.....	13
Section 5.14 – Orientation for Board Members.....	13
Section 5.15 – Agenda at Meetings.....	13
Section 5.16 – Amendment of Meeting Agendas.....	13
ARTICLE VI. AMENDMENTS.....	14
Section 6.01 – Amendment of Bylaws.	14
Section 6.02 – Review of Bylaws.....	14

ARTICLE I. PREAMBLE, PURPOSES AND SCOPE OF BYLAWS

Section 1.01 – Preamble.

The Kingsburg Tri-County Health Care 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 Tri-County Health Care 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 Tri-County Health Care 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.

The purposes of the Kingsburg Tri-County Health Care District shall be, but are not necessarily limited to, the following:

(a) Within the limits of community resources, to provide and/or fund the best facilities possible for the acute and continued care of the injured and ill, regardless of race, creed, national origin or any other classification protected by applicable laws.

(b) To coordinate health care services of the District, community agencies and/or other health care providers and organizations providing specialized care in order to promote the best health care possible to the residents of the District.

(c) To conduct and/or fund health related educational and research activities essential to the attainment of its purpose.

(d) To do any and all other acts and things necessary or convenient to carry out the provisions of the Local Health Care District Law, the purposes of Kingsburg Tri-County Health Care District and manage the District's assets to minimize risk of losses and/or maximize the preservation of public funds.

(e) In order to provide and/or fund the best facilities possible and to promote and maintain the best possible health care for the residents of the District, the Board of Directors is duly authorized to enter into any of various business relationships with independent contributors including, but not limited to, partnerships, tenancies, joint ventures, corporations and trusts.

Section 1.04 – Profit or Gain.

There shall be no contemplation of profit or pecuniary gain, and no distribution of profits or any distribution of assets or surpluses, to any individual upon the dissolution of this District.

Section 1.05 – Disposition of Surplus.

Should the operation of the District result in a surplus of revenues over expenses during any particular period, such surplus may be used and dealt with by the Board for charitable purposes, for acquisition of, construction of or improvements to District facilities, or for other purposes not inconsistent with the Local Health Care District Law.

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.

ARTICLE III. CORPORATE OFFICERS

Section 3.01 – Corporate Staff Officers; Appointment And Duties

(a) The primary officers of this District shall be a chief executive officer, a secretary, and a chief financial officer. The District, at the Board's discretion, may also have one or more assistant chief executive officers, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed under these bylaws or other District policy or Board action, in order to assist the primary officers. Whenever such corporate offices are vacant, the corresponding Board officers shall have the authority to, and may, carry out their functions.

(b) Concerning the District's corporate officers, agents and employees, the Board of Directors reserves the power to at any time to duly: appoint and remove, at the pleasure of the Board, any or all of the District's corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the legislation under which the District is formed and these bylaws; fix their compensation, if any; and require from them security for faithful service.

Section 3.02 – Multiple Offices By Same Person

Any number of corporate offices may be held by the same person unless prohibited by law or an incompatibility of offices. This prohibition shall not apply to brief simultaneous holding of more than one office on an interim basis when one or more vacancies exist.

Section 3.03 – Appointment of Corporate Staff Officers

The Board shall exercise the authority to appoint the chief executive officer and may exercise its authority to appoint any corporate staff officer(s) who are subordinate to the chief executive officer. Each appointed corporate staff officer shall serve at the pleasure of the Board, have the title and authority, hold office and perform the duties specified in the bylaws or established by the Board for such position.

Section 3.04 – Removal of Corporate Staff Officers

Without prejudice to the rights of any corporate officer under an employment contract, the Board may remove any corporate staff officer with or without cause. A

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.

Section 3.09 – Chief Financial Officer

The chief financial officer shall be the treasurer of the District. The treasurer must keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the District, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included within financial statements.

The treasurer must deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the District with such depositories as may be designated by the Board of Directors. The treasurer must disburse or cause to be disbursed the funds of the District as may be ordered by the Board of Directors, and must render to the Board chairperson, any member of the Board of Directors and the chief executive officer, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the District. If required by the Board of Directors, the treasurer must give the District a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to the District of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control upon the treasurer's death, resignation, retirement or removal from office. The District must pay the cost of such bond.

Section 3.10 – Corporate Staff Secretary

(a) Custodian of Corporate Records: The corporate secretary, or her or his designee, shall be custodian of all records and documents of the District which are required to be kept at the principal office of the District and must assist the Board secretary at all the meetings of the Board of Directors. The corporate secretary shall serve, ex officio, as the deputy Board secretary. The corporate secretary must keep or cause to be kept, at the District's principal office or such other place as the Board may direct, a book of minutes of all Board meetings, board resolutions, board policies, proceedings and actions of the Board of Directors, of committees of the Board of Directors. The minutes of meetings must include the time and place where the meeting was held; whether the meeting was annual, regular or special and, if

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

responding to and complying with public records requests, and may enlist the assistance of existing District consultants in so doing.

(e) All records required to be maintained under this Section are the property of the District and must not be removed from the District's principal office or other Board-approved offsite storage facility except under authority of a subpoena, court order or as may otherwise be required by federal or State law, a Board-approved policy or a Board decision reflected in a written resolution or Board minutes. Unauthorized removal of any District record from the District's principal office or other Board-approved offsite storage facility is grounds for suspension or removal of the custodial authority of the actual or acting custodian of records for a period to be determined by the Board.

Section 3.11 – Record of Formation Documentation and Bylaws

The corporate secretary must keep or cause to be kept, at the principal California office or at a place determined by resolution of the Board, a copy of the District's formation documentation and bylaws, as amended to date.

Section 3.12 – Record of Current Board Members

The corporate secretary must keep or cause to be kept, at the District's principal office or at a place determined by resolution of the Board, a current record of the District's Board members, showing each Board member's name, address, Board office held, if any, and approximate term.

Section 3.13 – Notice of Meetings And Other Duties

The corporate secretary must give, or cause to be given, all official notice(s) of all meetings of the Board and of committees of the Board which are required by applicable laws and District requirements. The corporate secretary shall have such other powers and perform such other duties as the Board or the bylaws may require.

ARTICLE IV. BOARD OFFICERS

Section 4.01 – Election of Board Officers

The officers of the Board of Directors, except any appointed under these bylaws, must be chosen by the Board at a Board meeting held after each general election which results in one or more Board director(s) commencing a new full 4-year term of office, or at such subsequent time when a vacancy arises, and shall serve at the pleasure of the Board, subject to the governing laws.

Section 4.02 – Appointment of Chairperson of Board

After each general election which results in one or more Board director(s) commencing a new full 4-year term of office, the Board must elect a chairperson of the Board of Directors to serve for a two-year term.

Section 4.03 – Chairperson of the Board

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

Section 4.04 – Vice-Chairperson of The Board

In the absence or disability of the Chair, the Vice-Chair, or the other Vice Chairpersons, if any, in order of their rank, as fixed by the Board of Directors, shall perform all the duties of the Chair, and when so acting shall have the powers and be subject to all the restrictions upon the Chair. Any Vice-Chair shall have such powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 4.05 – Board Treasurer

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”.

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 effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 4.08 – Vacancies in Office

A vacancy in any Board office because of death, resignation, removal, disqualification or any other cause must be filled in the manner prescribed in these bylaws.

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.

Additional regular meetings of the Board of Directors may be set by Board resolution.

Section 5.08 – Special Meetings.

Special meetings of the Board of Directors may be called by three (3) Directors and, unless a prior general written waiver has been signed by a Director and submitted to the Board secretary, notice of the holding thereof shall be personally delivered, electronically mailed and telephoned to each Director at least twenty-four (24) hours before the meeting using the contact information each Director has on file with the District. Directors may also orally waive written notice, on a case by case basis, if they are reached by telephone or email prior to the start of the special meeting. Special meetings may also be called at any time by the Chairman and written notice of any special meeting so called shall be provided in the same manner specified in this Section. In the event that all the Directors are present at such special meeting and either consent to a waiver of such twenty-four (24) hour written notice or do not object to proceeding with the meeting, the same may be noted by recording such fact in the minutes of said meeting. Such special meeting shall be legal for all purposes notwithstanding the fact that hardcopy notices were not provided. Special meetings shall be held at the same location where regular meetings are held unless such venue is unavailable, in which case the location shall be as specified within the special meeting agenda and within the boundaries of the District.

Section 5.09 – Quorum.

A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn, as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law.

Section 5.10 – Adjournment.

A quorum of the Board of Directors may adjourn any meeting of the Board to meet again at a stated day and hour, provided, however, that in the absence of a quorum, a majority of the Directors present at any noticed Board meeting, whether regular, special or

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).

Section 5.14 – Orientation for Board Members.

An orientation for Board members shall be available to board members within three (3) months of taking office, unless the Board authorizes otherwise. An ongoing orientation program will be available for all Board members in matters pertaining to the operations of the District.

Section 5.15 – Agenda at Meetings.

It shall be the obligation of the Board Chair to cause the Board agenda to be prepared and posted in accordance with applicable laws. The Board Chair may enlist the assistance of District staff and/or consultants to accomplish this task. The Board Chair, or two or more directors jointly, may add items to the agenda prior to publication of the agenda under applicable laws.

Section 5.16 – Amendment of Meeting Agendas.

All meeting agendas, whether organizational, regular or special meeting agendas, may be amended by the Board, as needed, in a manner consistent with applicable law.

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.