# AMENDED AND RESTATED BYLAWS

OF

CORCORAN DISTRICT HOSPITAL

Adopted and Effective: March 5, 2020

#### **BYLAWS**

OF

#### **CORCORAN DISTRICT HOSPITAL**

#### ARTICLE I

## **PURPOSES AND POWERS**

Section 1.1 <u>Purposes and Powers.</u> The principal purpose of the Corcoran District Hospital (hereinafter called "District") is to provide and advance adequate health services for the residents of the District. The powers of the District are specified in The Local Hospital District Law, Health and Safety Code Sections 32000-32492.

## Section 1.2 <u>Specific Purposes</u>. The specific purposes of the District shall be:

- (a) To identify and pursue opportunities for the District to promote, enhance and improve the quality of healthcare in the communities served by the District; and
- (b) To promote education and wellness in the communities served by the District.

#### ARTICLE II

#### **BOARD OF DIRECTORS**

Section 2.1 <u>Number and Qualifications of Directors</u>. The elective officers of the District shall be a Board of Directors (hereinafter called "Board"), consisting of five members, each of whom shall be a registered voter residing in the District.

Section 2.2 <u>Powers.</u> The Board of Directors has all the powers of a hospital district's board of directors as specified in the Local Hospital District Law, Health and Safety Code Sections 3200-32492.

- Section 2.3 <u>Elections and Terms of Office</u>. The Board of Directors shall be elected as specified in Health and Safety Code Section 32100.5. The term of office of each Director shall be four years, or until his/her successor is elected and has qualified.
  - (a) Terms of office commence on the first Friday of December.

#### Section 2.4 Vacancies.

- (a) Any vacancy upon the Board shall be filled by appointment by the remaining members of the Board. Any person appointed to fill the vacancy shall hold office for the unexpired term.
- (b) If a Board member is absent from three (3) consecutive regular meetings of the Board, or from three (3) of any five (5) consecutive meetings of the Board, the Board may, by resolution declare that a vacancy on the Board exists.
- Section 2.5 <u>Compensation</u>. The Board of Directors shall serve without compensation. Each member of the Board of Directors shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District, as approved by the Board.
- Section 2.6 <u>Place of Meetings.</u> Regular meetings of the Board of Directors shall be held quarterly on the third Monday of the month at 6:30 pm at the Corcoran District Hospital office, 1040 Whitley Avenue. The Board of Directors may change the time and place of such regular meetings, as necessary, by majority vote.
- Section 2.7 <u>Special Meetings.</u> A special meeting may be called at any time by the Chairperson of the Board of Directors, or mail, written notice to each Board member and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally or by mail at least 24 hours before the time of such meeting as specified in the notice. Call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at special meetings.
- Section 2.8 <u>Public Meetings</u>. All meetings of he Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided in the Ralph M. Brown Act, Government Code Sections 54950-54961.
- Section 2.9 Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

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Section 2.10 <u>Adjournment.</u> A quorum of the Directors may adjourn any meeting of the Board of Directors, either regular or special, 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 meeting, either regular or special, may adjourn from time to time until the next regular meeting of the Board.

#### ARTICLE III

## **OFFICERS**

- Section 3.1 <u>Officers</u>. The officers of the Board of Directors shall be a Chairperson, a Secretary and Treasurer. The Board may, in its discretion, also have a Vice-Chairperson.
- Section 3.2 <u>Election of Officers.</u> The officers of the Board of Directors shall be elected annually by the members of the Board at its December meeting. Each officer shall hold office for one (1) year following the election, or until his/her successor shall be elected and qualified, or until he/she is otherwise disqualified to serve.
- Section 3.3 <u>Chairperson</u>. The Chairperson, subject to the control of the Board of Directors shall:
  - (a) Preside over all meetings of the Board;
  - (b) Execute, with the Secretary's attestation, all contracts, conveyances, or other written instruments which the Board had authorized him/her to sign;
  - (c) Have general supervision, direction, and control of the affairs of the District.

Section 3.4 <u>Vice-Chair</u>. In the absence or disability of the Chairperson, the Vice-Chair, if any, shall perform all duties of the Chairperson, and when so acting, have all powers of, and be subject to all the restrictions upon the Chairperson. If the Vice-Chair is absent or disabled, the remaining Board members may appoint another member of the Board to perform all duties of the Chairperson, who, when so acting, shall have all the powers of and subject to all restrictions as the chairperson.

#### Section 3.5 Secretary.

(a) The Secretary or his/her designee shall keep at the principal office of the District, a book of minutes of all meetings of the Board of Directors, with the time and place of holding whether regular or special, and, if special, how authorized, the notice thereof given, the names of those Board members present at Board meetings, the number of Directors present, and the proceedings thereof. (b) The Secretary or his/her designee shall give notice of all meetings to the Board of Directors required by the Bylaws or by law to be given, and he/she shall keep the seal of the District in safe custody, and shall have such other powers and perform such duties as may be prescribe by the Board of Directors.

#### Section 3.6 Treasurer.

- (a) The Treasurer or his/her designee shall keep and maintain accurate and correct accounts of the properties and business transactions of the District, including accounts of its assets, labilities, receipts, disbursements, gains and losses. The books of account shall at al reasonable times be open to inspection by any members of the Board of Directors.
- (b) The Treasurer or his/her designee shall deposit all monies 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 or his/her designee shall disburse the funds of the District as may be ordered by the Board of Directors, shall render or cause to be rendered, to the Chairperson and the Board of Directors, whenever they request it, an account of all disbursements made and of the financial condition of the District, and shall have such other powers and perform such other duties as may be prescribed by the board of Directors or the Bylaws.
- (c) The offices of the Secretary and Treasurer may, at the discretion of the Board of Directors, by vested in one person.

Section 3.7 Other Officers. The Board of Directors may create such other officers as the business of the District may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in the Bylaws or as the Board of Directors may from time to determine. Such other officers must be members of the Board of Directors.

Section 3.8 <u>Resignation.</u> Any officer may resign at any time by giving written notice to the Board of Directors, to the Chairperson, or to the Secretary of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 3.9 Vacancies and Removal of Officers.

- (a) In the event of a vacancy in the office of Chairperson, the Vice-Chair shall fill such vacancy for the balance of the term. In the event of a vacancy in the office of Vice-Chair, the Secretary shall fill such vacancy for the balance of the term.
- (b) All other vacancies and/or simultaneous vacancies shall be filled by majority vote of the Board of Directors.
- (c) Officers may be removed by vote of a majority of Board members for failure to perform the duties of the office or for malfeasance in office.

#### ARTICLE IV

## **COMMITTIEES**

- Section 4.1 <u>Committees Generally.</u> The Board of Directors generally operates as a committee as a whole, rather than through an executive committee or other committees. In the event the Board establishes a committee, the Chairperson will select committee chairpersons, subject to the Board's approval.
- Section 4.2 <u>Committee Appointment and Term of Office.</u> The Board of Directors shall appoint the members, including the chairperson, to committees it establishes. The term of office of the committee members, including the chairperson, will be either one (1) year, or until the end of the calendar year, in the event a committee is established after January 1.
- Section 4.3 Meetings; Quorum. Each committee shall meet as often as is necessary to perform its duties at such times and places as directed by its chairperson or by the Board of Directors. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Al committees shall keep minutes of their proceedings and actions and shall report periodically to the Board of Directors.
- Section 4.4 <u>Special Committees</u>. Special committees may be appointed from time to time by the Chairperson, subject to the Board's approval for specific purposes or activities to the accomplishment of the task for which it is appointed and shall have no power to act except such specific powers as conferred upon by the Board of Directors. Upon completion of te task for which it is appointed, each committee shall stand discharged.

#### ARTICLE V

#### **MISCELLANEOUS**

Section 5.1 Office. The principal office of the district is located at 1040 Whitley Avenue, P.O. Box 758 Corcoran, California. Branch offices may be established from time to time at any place within the District's boundaries when necessary t conduct District business.

Section 5.2 <u>Purchase or Disposition of Property; Investment or Disposal of Funds.</u> Purchase or disposition of District property and investment or disposal of District funds requires authorization of the Board of Directors and the written signatures of both the Chairperson and Secretary.

### Section 5.3 Indemnification of Board of Directors, Officers and Others.

- (a) To the full extent permitted by law and in the manner provided by law, the District may indemnify any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the District. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, any insurance purchase by the District, or any agreement, vote of disinterested directors, or otherwise, and shall continue as to a person who had ceased to be a director, officer, employee or agent and shall inure to the benefit of the estate, executors, administrative, heirs, legatees or devices of such a person.
- (b) The District may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in Section 5.3 (a) in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case and as permitted by law.
- (c) The District may purchase and maintain directors' Bylaws and officers' liability insurance on behalf of any person who is or was a director, officer or agent of the District.

Section 5.4 <u>Auxiliary and Associated Organizations</u>. The Board may authorize the formation of auxiliary and associated organizations to assist in the fulfillment of the purposes of the District. Each such organization shall establish its bylaws, rules and regulations and make amendments therefore which shall be subject to Board approval and which shall not be inconsistent with these bylaws.

#### ARTICLE VI

#### **CONFLICTS OF INTEREST**

- 6.1 <u>Conflicts of Interest.</u> Pursuant to Health and Safety Code section 32111, members of the Board and officers of the District shall not be financially interested in any contract, as defined under Government Code section 1090, made by them in their official capacity, or by the District or any body or board of which they are members. Members of the Board or officers of the District shall not be purchasers at any sale or vendors at any purchase made by them in their official capacity.
- 6.2 <u>Permissible Remote Interests.</u> The Board may approve a proposed transaction in which a member of the Board or officer of the District has only a remote interest, as defined by Government Code sections 1091 through 1091.5, upon the disclosure of such interest pursuant to the requirements of Government Code section 1091.
- 6.3 <u>Duty to Disclose</u>. Members of the Board and officers of the District shall disclose any potential conflict t the Board prior to entering into any transaction entered by the District, and prior to participation in any related meetings, negotiations, discussions or other matters related to the transaction.

ARTICLE VII

#### **GRANT REQUEST POLICY**

TO BE DEVELOPED AND APPENDED TO THE BYLAWS.

## ARTICLE VIII

# <u>AMENDMENTS</u>

Section 8.1 <u>Power of Directors.</u> New bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the Board of Directors.

## ARTICLE IX

# **REVIEW OF BYLAWS**

Section 9.1 Review. These Bylaws will be reviewed every two (2) years.