

Compensation Policy: See Page 4, section D

**AMENDED AND RESTATED BYLAWS
OF
SAN BENITO HEALTH CARE DISTRICT
SAN BENITO COUNTY, CALIFORNIA**

ADOPTED BY

LOCAL HEALTH CARE DISTRICT BOARD OF DIRECTORS

MARCH 25, 2021

PREAMBLE

These Amended and Restated Bylaws are adopted by the Board of Directors (“Board”) of San Benito Health Care District (“SBHCD” or “District”), a local health care district organized under the terms of the Local Health Care District Law (Health and Safety Code of the State of California, Division 23, Sections 32000-32492), pursuant to Section 32104 of the California Health and Safety Code. These Amended and Restated Bylaws are adopted by the SBHCD Board for the purpose of establishing such rules and regulations, not inconsistent with governing laws and regulations, that in the opinion of the Board are necessary for the exercise of the powers and duties of the Board imposed upon it by Local Health Care District Law and related statutes.

I. ORGANIZATION AND PURPOSE

A. Purpose

San Benito Health Care District is organized and operated pursuant to California Health and Safety Code Section 32000 and following. The purpose of the District is to establish, maintain, operate, and provide assistance in the operation of one or more health facilities or health services at any location inside or outside of the territorial limits of the District for the benefit of the District and the community served by the District. The District exists for purposes related to community health needs, and for the following general purposes:

1. Encourage competent health care at reasonable cost.
2. Attract a staff of qualified and competent health care practitioners.
3. Oversee efficient organizational methods and sound financial management.
4. Encourage availability of innovative health care methods to the community.
5. Provide opportunities for health care education of community members.
6. Establish and maintain a hospital environment and hospital operations conducive to quality and efficient patient care.

II. OFFICES

The principle office of this organization is located at Hazel Hawkins Memorial Hospital (“Hospital”), located at 911 Sunset Drive, Hollister, California, 95023.

III. TITLE TO PROPERTY

The title, direction, and control of all property owned by the District is vested in the District Board of Directors and the signatures of the President and the Secretary of the District Board, as authorized, shall constitute the proper authority for the purchase or sale of property, or for the investment or other disposal of trust funds which are subject to the control of the District.

IV. SURPLUS OF REVENUE

A. Profit or Gain

There shall be no contemplation of profit or pecuniary gain, and no distribution of profits to any individual, under any guise whatsoever, nor shall there be any distribution of assets or surpluses to any individual on the dissolution of this District.

B. Disposition of Surplus of Revenue

Should the operation of the District result in a surplus of revenue over expenses, such surplus may be used and dealt with by the Board of Directors as they determine within the limits of California Local Health Care District Law and these Bylaws.

V. SCOPE OF BYLAWS

A. Definition

These bylaws shall be known as the District Bylaws, and shall govern the San Benito Health Care District, its Board of Directors, and all of its affiliated and subordinate organizations and groups.

B. Delegation

The Board of Directors may delegate certain powers to the Chief Executive Officer, the Medical Staff, or other affiliated subordinate organizations and groups. No assignment, referral or delegation of authority by the Board of Directors shall preclude the Board of Directors from exercising the authority required to meet its responsibilities for operation of the District and the quality of patient care. The Board of Directors shall retain the right to rescind any such delegation.

C. Medical Staff and Subordinate Organizations

The Bylaws, Rules and Regulations of the Medical Staff and other affiliated and subordinate organizations and groups, and any amendments to such Bylaws, shall not be effective until the same are approved by the Board of Directors. These shall include an effective formal means for the Medical Staff to participate in committees and give input to the Board relative to issues affecting the discharge of medical staff responsibilities. In the event of any conflict between the Bylaws of the Medical Staff, or any other affiliated or subordinate organization or group, and the provisions of these District Bylaws, these District Bylaws shall prevail.

D. Conflicts

In the event these District Bylaws are in conflict with any statute of the State of California governing local health care districts, such statute shall prevail.

E. Policies and Procedures

The Board of Directors shall review and approve policies and procedures for the operation of the District.

F. Policy and Procedures Manual

The Policy and Procedures Manual memorializes additional policies of the Board of Directors. Each Board Member shall become familiar with the Manual in order to carry out the Board Member's responsibilities.

VI. POWERS OF DISTRICT

The District shall have and exercise the powers set forth in Section 32121 and following of the California Health and Safety Code.

VII. DIRECTORS

A. Number, Qualifications, District Zones, Election and Term

1. Number and Qualifications. The Board shall consist of five (5) elected board members. Each member of the Board (i) shall be a registered voter; (ii) shall reside within the geographic boundaries of the District Zone where elected; and (iii) shall for the duration of the member's term continue to reside within the geographic boundaries of the District Zone where elected.
2. District Zones. The District shall consist of five (5) District Zones designated Zone 1, Zone 2, Zone 3, Zone 4 and Zone 5. Beginning with the General Election in November, 2016 and every four (4) years thereafter, the election of members to the Board shall take place in Zone 1, Zone 3, and Zone 5. Beginning with the General Election in November, 2018, and every four (4) years thereafter, the election of members to the Board shall take place in Zone 2 and Zone 4.
3. Election. Each Board member shall be elected by the eligible voters within the geographic boundaries of the District Zone represented by the Board member. Procedures of the election shall be governed by Local Health Care District Law and the Uniform District Election Law.
4. Term. Each Board member shall serve a term of four (4) years. Board members may succeed themselves indefinitely. In the event a member is appointed to a vacancy on the Board, such member will serve the balance of the unexpired term of office or will serve until the next consolidated election subsequent to the appointment, as provided in Section 1780 of the California Government Code.
5. Public Meeting Regulations. The District shall cause each Board member and any person elected to serve as a member of the Board who has not assumed the duties of office to receive a copy of California Government Code Sections 54950-54962 ("The Ralph M. Brown Act").

B. Duties

1. Attend board meetings.
2. Attend meetings of committees to which the member is assigned.
3. Relate community input to the Board.
4. Represent the District in a positive and effective manner in public forums.
5. Accept and fulfill reasonable assignments from the President of the Board.

6. Learn enough details about hospital management and patient care services so that the Board members can effectively question reports of both institutional managers and the professional staff and evaluate the answers.
7. Cooperate with the annual evaluation of each individual Board member, conducted according to established procedure by the President of the Board.
8. Participate in the orientation program for new Board members.
9. Participate in a continuing education program.
10. Become familiar with the provisions of California Government Code Sections 54960-54962, known as The Ralph M. Brown Act.

C. Vacancies and Removal of Directors

If a Board member is absent from three (3) consecutive regular meetings, 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. Vacancies so created or vacancies created by other means, such as resignation, death, or moving out of the boundaries of the District or District Zone, shall be filled by the methods provided by law.

D. Compensation

1. The members of the Board shall serve without compensation except that each shall be allowed actual necessary travel and incidental expenses incurred in the performance of the official business of the District as approved by the Board.
2. The members of the Board shall be entitled to participate in District-sponsored health and life insurance by virtue of their status as Board members.

E. Conflict of Interest

No Board member shall realize economic gain from an action of the Board in which that Board member participated. Board members shall be required to follow the *Conflict of Interest Code* adopted by the Board of Directors.

VIII. MEETINGS OF DIRECTORS

A. Regular Meetings

Regular meetings of the Board shall be held monthly on the fourth (4th) Thursday of each month at 5:00 p.m. at a location on the Hazel Hawkins Memorial Hospital campus. The Board may from time to time, by majority vote, change the time and place of a regular meeting. The District shall post an agenda complying with the California Government Code at least seventy-two (72) hours prior to a regular meeting.

B. Special Meetings

Special meetings of the Board may be called by the President of the Board or by three (3) directors. The District shall deliver written notice of a special meeting to all Board members at least twenty-four (24) hours prior to the time of the meeting as specified in the notice. The District shall post the notice of the special meeting in a location that is freely accessible to members of the public. This 24-hour notice requirement shall not apply in an “emergency situation” as defined in the California Government Code.

C. **Quorum**

For regular and special meetings of the Board, a quorum shall be three (3) members.

D. **Majority Vote**

All actions of the Board shall be taken by a majority of three (3) of the Board members. No action shall be taken by the Board, however, by secret ballot, whether preliminary or final.

E. **Public Meetings**

All meetings of the Board, whether regular, special, or adjourned, shall be open and public, and all persons shall be permitted to attend any meeting, unless otherwise provided by law. Public testimony on a particular issue shall be limited to a maximum of three (3) minutes for each individual speaker for each issue. The Board may, at its discretion, allow for more time if deemed appropriate or necessary.

F. **Minutes**

A record of proceedings of all public meetings of the Board shall be kept on file.

IX. OFFICERS

A. **Positions**

Board Officers shall be a President, a Vice President, a Secretary, Assistant Secretary, and Treasurer.

B. **Election of Officers**

1. The Board of Directors shall, at their December meeting, subsequent to the Health Care District general elections, elect the officers from among its own members.
2. Officers are elected for a period of two (2) years, and shall serve until a successor is elected. No Board member shall serve more than two (2) consecutive terms in the same office, unless the Board elects to extend additional terms by majority vote. In no event shall Board member serve more than four (4) consecutive terms in the same office.
3. To be eligible to be elected to the office of President, the candidate shall have served at least two (2) years on the Board, provided that the Board may waive this eligibility requirement if there are no candidates so eligible.

C. **Duties**

1. President. The President shall: (i) Preside over all meetings of the Board of Directors; (ii) Sign as President and jointly with other officers as appropriate, and execute in the name of the District, contracts, conveyances, and other written instruments which have been authorized by the Board of Directors; and (iii) Appoint chairperson and members of board committees.
2. Vice President. The Vice President shall, in the event of death, absence or other inability of the President, exercise all the powers and perform all the duties of the President.
3. Secretary. The Secretary shall maintain accurate and complete minutes of meetings, call meetings on order of the President, attend to all correspondence, execute contracts and conveyances as required, and perform such other duties as ordinarily pertained to his/her office.
4. Assistant Secretary. The Assistant Secretary shall, in the absence of the Secretary, assume the duties of the Secretary.

5. Treasurer. The Health Care District shall establish its own treasury and shall appoint a treasurer charged with the safekeeping and dispersal of the funds in the treasury of the District.

D. Vacancies and Removal of Officers

1. In the event of a vacancy in the office of President, the Vice-President shall fill such vacancy for the balance of the term. In the event of a vacancy in the office of Vice President, the Secretary shall fill such vacancy for the balance of the term. All other vacancies and/or simultaneous vacancies shall be filled by majority vote of the Board of Directors.
2. Officers may be removed by vote of three (3) Board members for failure to perform the duties of the office or for malfeasance in office.

X. COMMITTEES OF THE BOARD

A. Appointment and Terms of members of Board Committees

The President of the Board shall appoint members of Board committees. Committee appointments are for one (1) to two (2) years, at the discretion of the President.

B. Standing Committees

1. *Strategic Planning Committee*

- a. *Composition*: The President of the Board shall appoint all members of the Strategic Planning Committee to include at least: two (2) members of the Board, one (1) representative of the Medical Staff, one (1) representative of the Hospital Auxiliary, one (1) representative of the Director of Nursing, one (1) representative of the Foundation Board, and the Chief Executive Officer and/or his/her designee.
- b. *Duties*: The Strategic Planning Committee shall meet as necessary during the year to propose to the Board specific goals and objectives for a minimum three (3) year period. The long-range plan shall be revised and updated no less than annually.

2. *Finance Committee*

- a. *Composition*: The Finance Committee consists of the Treasurer of the Board, who shall serve as its chairperson, one (1) additional Board member appointed by the President of the Board, the Chief Executive Officer, and the Chief Financial Officer.
- b. *Duties*: (i) assists in establishing valid business and financial contracts; (ii) annually reviews and recommends a budget to the Board; (iii) makes recommendations to the Board concerning capital improvements requests; and (iv) makes quarterly reports to the Board of Directors regarding the Pension Plan

3. *Facilities & Service Development Committee*

- a. *Composition*: The Facilities & Service Development Committee consists of two Board members appointed by the President, one of whom shall be the committee chairperson, and the Chief Executive Officer and his/her appointee(s).
- b. *Duties*: (i) serves as a forum for consideration of community concerns and opportunities; and (ii) reviews specific facility projects in conjunction with the Finance Committee.

4. *Quality & Patient Satisfaction Committee*

- a. *Composition:* The Quality Committee consists of two Board members appointed by the President, one of whom shall be the committee chairperson, one (1) member of the community appointed by the President, the Chief of the Medical Staff or his/her designee, and the Chief Executive Officer and his/her appointees.
- b. *Duties:* (i) assists the Board in its responsibility to ensure that the Hospital provides high-quality patient care, patient safety and patient satisfaction; (ii) makes recommendations concerning physician credentialing and other oversight activities; and (iii) recommends appropriate Board policies and Board action for quality matters brought before the Board.

5. *Advisory or “Ad Hoc” Committees*

Advisory or “ad hoc” committees may be established to study and make recommendations to the Board on specific matters. The scope of such committees shall be limited and shall not be of a continuous or on-going nature. Upon determination by the Board that the period for advice has passed, the advisory committee shall be disbanded. Advisory committees shall be comprised of two (2) Board members and are not subject to Ralph M. Brown Act provisions.

6. *Additional Committees*

Additional committees, permanent or temporary, can be established at any time, and from time to time, by the President or the Board.

XI. CHIEF EXECUTIVE OFFICER

A. Appointment

The Board of Directors is authorized to employ a Chief Executive Officer of the District who shall be responsible for the day-to-day management of the District and employment of District personnel in accordance with these Bylaws. The qualification of the Chief Executive Officer shall meet the requirements established by the Board. The duties of the Chief Executive Officer shall be set forth by the Board and the Chief Executive Office shall be evaluated annually by the Board. The State Department of Health Services shall be notified in writing if a new Chief Executive Officer is employed, as stated in the Administrative Policies & Procedures Manual.

B. Committee Membership

The Chief Executive Officer shall be a member, ex-officio, of all committees of the Board and its adjunct organizations, such as the Medical Staff, the Hazel Hawkins Memorial Hospital Auxiliary, and the Hazel Hawkins Hospital Foundation where he/she will represent the Board unless in specific case where the Board directs otherwise.

C. Meeting Attendance

The Chief Executive Officer and his/her representatives shall be privileged to attend all Medical Staff meetings and Medical Staff Committee meetings and shall be given notice of such meetings. They shall be accorded the courtesy of a voice in these meetings, but shall have no vote.

D. Evaluation

The Board of Directors shall annually evaluate the performance of the Chief Executive Officer.

XII. MEDICAL STAFF

A. Appointment

The Board shall appoint a Medical Staff. The Board shall approve Medical Staff Bylaws which set forth qualifications for Medical Staff membership and clinical privileges. The Medical Staff shall govern its affairs, subject to these Bylaws, to its own Bylaws, and to relevant statutes and legal precedents.

B. Review and Delineation of Clinical Privileges

The Board shall consider appointment and specific clinical privileges of each practitioner every two (2) years. The Board acts upon Medical Executive Committee recommendations regarding renewal and/or upgrading and/or restriction of Medical Staff membership and/or clinical privileges for each practitioner subject to the Medical Staff Bylaws.

C. Scope of Privileges

The Board shall require that patient care services under the District auspices be provided only within the scope of privileges granted by the Board of Directors.

D. Reports by Medical Staff

The Board shall receive, question, and act upon regular reports of the clinical activities of medical Staff members and of other practitioners actively engaged in providing clinical services in or under the auspices of the Hospital.

E. Quality of Care Procedures

The Board shall provide adequate support personnel to assist the Medical Staff with organizational functions, including Medical Staff membership and clinical privileges (credentialing), physician performance evaluation (peer review), and collection and analysis of clinical data (quality assurance, utilization review, analysis of uniform levels of care, and risk management).

F. Termination and Due Process

Membership on the Medical Staff and specific practice privileges are subject to denial, suspension, termination, or curtailment for cause by the Board. In such an event, due process shall be provided as described in the Medical Staff Bylaws and the California Health Care District Law.

G. Meeting Attendance

The Chief of the Medical Staff, or his/her designee appointed by the Chief of the Medical Staff on an annual basis, is requested to attend all regular and special meetings of the District Board of Directors.

XIII. AUXILIARY AND FOUNDATION

The Hazel Hawkins Memorial Hospital Auxiliary and the Hazel Hawkins Hospital Foundation shall assist in promoting the health and welfare of the community in accordance with these Bylaws and shall delineate their purpose and function in their respective Bylaws. The Bylaws and rules of the Auxiliary and the Foundation shall be subject to approval of the Board.

XIV. INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she, his/her estate, or his/her personal representative is or was a member of the Board of Directors, officer of the Board of Directors (e.g.,

President, Vice President, Secretary, Assistant Secretary, Treasurer), officer or employee of the District (e.g., Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Medical Officer, Chief Nursing Officer), or an individual (including a committee appointee) acting as an agent of the District, or serves or served any other corporation or other entity or organization in any capacity at the request of the District while acting as a member of the Board, officer of the Board, officer or employee of the District, or an agent of the District, shall be and hereby is indemnified by the District, as provided in California Government Code Section 825 and following.

Indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of California, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the laws of California, including California Government Code Section 825 and following.

XV. GENERAL PROVISIONS

- A. **Execution of Contracts.** The Board, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract to execute any contract or execute any instrument in the name of and on behalf of the District.
- B. **Seal.** The District may have a seal and may alter said seal at its pleasure.
- C. **Fiscal Year.** The fiscal year of the District shall commence July 1st of each year and shall end June 30th of each year.
- D. **Annual Audit.** The affairs and financial condition of the District shall be audited annually at the end of each fiscal year by a Certified Public Accountant selected by the Board and the Chief Executive Officer and a written report of such audit and appropriate financial statements submitted to the Board. Additional audits may be authorized by the Board.
- E. **Review of Bylaws.** The Bylaws of the Board should be reviewed at least every two (2) years and revised as necessary.
- F. **Amendment.** These Bylaws may be amended at any properly noticed meeting of the Board by a majority of three (3) Board members.
- G. **Adoption.** Adoption of Bylaws shall be by a majority of three (3) Board members, at any properly noticed meeting of the Board.

These Amended and Restated Bylaws of San Benito Health Care District were approved by Resolution 2021-05 of the SBHCD Board of Directors on March 25, 2021.

Revised: May 24, 2001

Revised: December 15, 2005

Reviewed: November 3, 2016

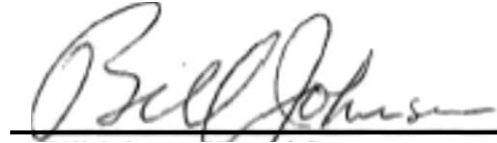
Amended/Restated: March 25, 2021

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of the Board of Directors of San Benito Health Care District, do hereby certify:

That the foregoing Amended and Restated Bylaws were adopted as the Bylaws of San Benito Health Care District by Resolution 2021-05 of the Board of Directors of the San Benito Health Care District on March 25, 2021, and that the same do now constitute the Bylaws of San Benito Health Care District.

Dated: March 25, 2021

A handwritten signature in cursive script, reading "Bill Johnson", is written over a solid horizontal line.

Bill Johnson, Board Secretary
San Benito Health Care District