

**BYLAWS
OF
SELMA HEALTHCARE DISTRICT**

April 3, 2018

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**ARTICLE I
ORGANIZATION**

1.01 Name. The name of this organization is the Selma Healthcare District (the “District”). The District is a local health care district organized pursuant to California Health and Safety Code sections 32000, *et seq.*, otherwise known and referred to herein as “The Local Health Care District Law.”

1.02 General Purposes. The District is formed improve the quality of health care in the communities served by the District. The District shall do any and all things necessary to carry out the provisions of The Local Health Care District Law and the District Bylaws.

1.03 Specific Purposes. The specific purposes of the District shall be:

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

1.04 Location. The geographic area served by the District, which includes the City of Selma and a portion of the City of Parlier.

1.05 Offices.

(a) Principal Office. The principal office for the transaction of the activities and affairs of the District shall be established by the Board (the “Board”). The Board shall have the authority to change the location of the principal office.

(b) Other Offices. The Board may at any time establish branch or subordinate offices at any place or places, within or without the State of California, where the District is qualified to conduct its activities.

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ARTICLE II
MEETINGS AND ORDER OF BUSINESS

2.01 Meetings.

(a) Compliance with Law. All meeting sessions of the Board, whether regular or special, shall be conducted in accordance with The Local Health Care District Law and California Government Code sections 54950 *et seq.*, otherwise known and referred to herein is the Ralph M. Brown Act (the “Brown Act”).

(b) Regular Meetings. The regular meetings of the Board shall be held on such day, time, or location as the Board may from time to time establish so long as such meetings are within the District’s boundaries.

(c) Special Meetings. Special meetings of the Board of the may be held in conformance with The Local Health Care District Law and the Brown Act. Special meetings may be called by the Chair or a majority of the members of the Board. Consistent with the Brown Act, notice of the holding of a special meeting shall be provided in writing to each member of the Board at least twenty-four (24) hours before the special meeting and shall be provided to each newspaper of general circulation, and radio and television station that has requested such notice in writing. Additionally, notice of each special meeting shall be posted at the District's offices and at the meeting location at least twenty-four (24) hours in advance of the special meeting.

(d) Agendas. The agenda for any regular meeting of the Board for the District shall be posted in a clearly visible and accesible site where the District meeting is held, no less than seventy-two (72) hours prior to the regular meeting. The agenda shall contain a description of each item to be transacted. Items not appearing on the agenda shall not be transacted, except in copmliance with the applicable provisions of the Brown Act.

2.02 Order of Business.

(a) Quorum. A majority of members of the Board shall constitute a quorum for the transaction of business.

(b) Minutes. The Secretary of the Board or his or her designee shall cause to be kept at the Office of the Board a book of minutes of all meetings of the Board showing the time and place, whether regular or special, and, if special, how authorized, the notice given, the name of the directors present, and a statement of the vote of the directors on all motions and resolutions.

(c) Action. The Board shall act only by motion, resolution and ordinance and all votes, motions, resolutions and ordinances shall be entered upon the minutes.

ARTICLE III
GOVERNING BOARD

3.01 General Powers and Responsibilities. Subject to the provisions and limitations of California law and these Bylaws, the activities and affairs of the District shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board.

3.02 Specific Powers and Responsibilities. Without prejudice to the general powers set forth in 3.01 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

(a) Perform any and all duties imposed upon them collectively or individually by California law or by these Bylaws;

(b) Appoint and remove, subject to any employment agreement and, at the pleasure of the Board, any officers, agents, and employees of the District; prescribe powers and duties for them that are consistent with California law, and with these Bylaws;

(c) Change the principal executive office in the State of California from one location to another; cause the District to conduct its activities within or without the State of California; and designate any place within or without the State of California for holding any meeting of Directors;

(d) To approve an annual operating budget and capital expenditure budget, to borrow money and incur indebtedness on behalf of the District and cause to be executed and delivered for the District's purposes, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and

(e) Pursuant to authority hereinafter granted, to appoint committees and to delegate to such committees powers and authority of the Board in the management of the activities and affairs of the District, except the power to adopt, amend or repeal Bylaws or Articles, and except as otherwise set forth herein.

3.03. Number of Directors. Subject to Health and Safety Code section 32100.02, the Board shall consist of five (5) members elected at large, or as revised by statute, who are registered voters residing in the District.

3.04. Term of Office. Members of the Board shall serve a term of four (4) years.

3.05. Election and Vacancies.

(a) The election of the members of the Board shall be held on the first Tuesday after the first Monday in November in each even-numbered year, at which time a successor shall be chosen for each Director whose term shall expire on the last Friday of November following such election. The election shall be consolidated with the Statewide General election pursuant to California Election Code section 10400, *et seq.*

(b) Vacancies on the Board shall be filled by the remaining members of the board by appointment, as provided by California Government Code section 1780. Additionally, any such vacancies shall be filled by the remaining members of the Board after a thirty (30) day public notice has been made and interested parties have been interviewed by the remaining members. Any person appointed to fill such vacancy shall hold office for the remainder of the unexpired term.

3.06. Compensation. Members of the Board shall serve without compensation, except each director shall be reimbursed for necessary travel and incidental expenses incurred in the performance of the official business of the District.

ARTICLE IV **OFFICERS**

4.01. Officers. The officers of the District shall be members of the Board and duly elected. The officers shall include a Chair, Vice-Chair, Secretary and Treasurer. The Chair, Vice-Chair, Secretary and Treasurer and such other officers as may be designated by the Board shall be elected by the Board at the first regular meeting in January of each year, or in the case of a year in which there has been an election of one or more members of the Board, at the first regular meeting following certification of the results of said election.

Each officer so elected shall serve a term of (2) year, or until a successor is elected; provided, however, that an officer may resign at any time or be removed by majority vote of the other members of the Board then in office at any regular or special meeting of the Board so long as such item is placed on the agenda in a manner consistent with the Brown Act..

In the event of a resignation or removal of an officer, the Board shall elect a successor to serve for the balance of that officer's unexpired term.

4.02. rChair. The Board shall elect a one of its members to act as Chair and, if at any time the Chair shall be unable to act, the Vice-Chair shall take the rChair's place and perform the duties of Chair. The duties of the Chair, or officer acting as such, include:

(a) Shall preside over all meetings of the Board of the District.

(b) Shall sign, as Chair, such contracts, conveyances and other instruments in writing as the Board shall authorize or direct the Chair to sign.

(c) Shall be responsible for coordination and liaison with District legal counsel, auditors and consultants.

(d) Designate members of the Board to undertake special responsibilities and to report to the Board on those activities.

(e) Appoint members of standing and *ad hoc* committees.

(f) Represent the Board at official functions when necessary, serve as the spokesperson for the Board regarding Board actions, and keep the Board informed of such occasions.

(g) Shall perform such other duties as pertain to the office, as prescribed by the Board.

4.03. Vice Chair. In the absence or inability of the Chair to serve, the Vice-Chair shall perform the duties of the Chair, and shall perform other duties as pertain to the office as are prescribed by the Board.

4.04 Secretary.

(a) The Secretary shall act as Secretary of both the District and the Board. The Board may, in its discretion, delegate the duties of Secretary to an administrative staff person of the District. In such an event, that staff person will not be a voting member of the Board.

(b) The Secretary shall be responsible for seeing that records of all actions, proceedings, and minutes of meetings of the Board are properly kept and maintained in the office of the Board.

(c) The Secretary shall be responsible for seeing that all ordinances and resolutions of the Board, if any, pertaining to policy and government of the District and its facilities are properly recorded and are maintained in the office of the Board.

(d) The Secretary shall serve, or cause to be served, all notices required either by law or the District Bylaws and, in the event of their absence, inability, refusal or neglect to do so, such notices shall be served by any person thereunto directed by the Chair or Board.

(e) The Secretary shall perform such other duties as pertain to their office and as are prescribed by the Board.

4.05. Treasurer.

(a) The Treasurer shall have the responsibility for the safekeeping and

dispersal of funds in the treasury of the District, in accordance with the provisions of The Local Health Care District Law and in accordance with such resolutions, procedures and directions as the Board may adopt.

(b) The Treasurer shall receive regular monthly reports with respect to the financial condition of the District and shall present such reports to the Board as directed by the Board.

(c) The Board may designate, by motion, resolution or by proper procedure, any other person or persons who shall have authority to sign checks drawn on the appropriate accounts of the District, and to execute in the name of the District all contracts and conveyances and other instruments in writing.

(d) The Treasurer shall perform such other duties as pertain to their office and as are prescribed by the Board.

ARTICLE V **COMMITTEES**

5.01. Committees of the Board. The Chair shall have the power to create committees as necessary to achieve the purposes of the District subject to the approval of a majority of the Board. Appointments to such committees, including alternative members, shall be by majority vote of the Directors then in office. Any such committee, to the extent provided in the Board motion, shall only have the authority delegated by the Board and may not bind the District regarding matters that should be before the Board. All Committees, except Ad Hoc committees provided in Section 5.03 below, shall comply with the Brown Act. No committee, regardless of Board motion, may:

(a) Fill vacancies on the Board or on any committee that has the authority of the Board;

(b) Amend or repeal Bylaws or adopt new Bylaws;

(c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; or

(d) Create any other committees of the Board or appoint the members of committees of the Board.

5.02. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board motion or, by the Chair. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in

the absence of rules adopted by the Board, the committee may adopt such rules. All meetings of standing Committees shall comply with Ralph M. Brown Act as specified in Section 2.01(a) above.

5.03. Ad Hoc or Special Committees. Ad Hoc or Special committees may be established by the Chair for such special tasks as circumstances warrant. It shall be the duty of the Chair to appoint the chairperson and member of each Ad Hoc or Special committee. The Ad Hoc or Special committee shall limit its activities to the accomplishments of the task for which it is appointed and shall not have power to act, except as is specifically conferred by action of the Board. Upon completion of the task for which appointed, such Ad Hoc or Special committee shall stand discharged. Ad Hoc committees shall include no more than two (2) members of the Board.

ARTICLE VI **ADMINISTRATOR**

6.01. General Provisions. The Board may enter into a contract of employment with a competent experienced Administrator who shall be the manager of the District. The Administrator shall have the operational authority for the day-to-day administration and management of the District in all its services, activities and departments, and medical staff relations, if any, subject only to such policies adopted and/or issued by the Board. The Administrator shall act as the “duly authorized representative” of the Board in all matters the Board has not otherwise formally designated to another or to itself.

6.02. Authorities and Duties. The authorities and duties of the Administrator, as required and as authorized by the Board shall be:

- (a) To prepare and submit to the Board for approval a plan or organization of the personnel and others concerned with the operation of District programs, services and other activities concerning the provision of health care in the District;
- (b) To prepare an annual budget of the expected receipts and expenditures;
- (c) To select, employ, assign, supervise, and discharge all employees;
- (d) To ensure physical properties are kept in good repair and operating condition;
- (e) To supervise all business affairs, financial transactions, collections of accounts, purchase and insurance of supplies, and to ensure all funds are collected and expended to the best possible advantage;
- (f) To submit the Board capital expenditures required exceeding the sum of Five Thousand Dollars (\$5,000.00);

(g) To prepare and submit regularly to the Board periodic reports showing the professional services provided the financial activities, and such other reports as may be required by the Board;

(h) To attend meetings of the Board and its committees; and

(i) To perform other duties necessary to the best interest of the District and the communities served by the District.

ARTICLE VII **NONDISCRIMINATION POLICY**

The District, including its members of the Board, officers, employees and agents, shall not engage in discrimination on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status.

ARTICLE VIII **SEVERABILITY**

If any article, subsection, paragraph, sentence, clause or phrase of the District Bylaws is for any reason held to be in conflict with the provisions of The Local Health Care District Law or any other law, statute, rule or regulation, such conflict shall not affect the validity of the remaining portion of the District Bylaws.

ARTICLE IX **CONFLICTS** **OF INTEREST**

9.01. Conflicts of Interest. 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.

9.02. Permissible Remote Interests. 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.

9.03. Duty to Disclose. Members of the Board and officers of the District shall disclose any potential conflict to 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 X
INDEMNIFICATION

To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former members of the Board, officers and employees with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member, officer, or employee acted or failed to act because of actual fraud or corruption.

ARTICLE XI
AMENDMENTS

11.01. Amendments by Majority. The District Bylaws may be amended by affirmative vote of majority of the total members of the Board at any Regular or Special meeting of the Board, provided a full statement of such proposed amendment shall have been sent to each member of the Board not less than seven (7) days prior to the meeting.

11.02. Action to Amend. Affirmative action may be taken to amend the District Bylaws by unanimous vote of the entire membership of the Board at any Regular or Special meeting of the Board in which event the provision for seven (7) days notice shall not apply.

Adopted by the Board of Directors on April 3rd, 2018