

**BYLAWS
OF
SOLEDAD COMMUNITY HEALTH CARE DISTRICT**

(Amended and Restated by Action of Board of Directors February 28, 2019)

ARTICLE I. PRINCIPAL OFFICE

- 1.1 **Principal Office.** The principal office of Soledad Community Health Care District (“District”) shall be located at 612 Main Street, Soledad, California, 93960.

ARTICLE II. PURPOSES

- 2.1 **Organization.** The District is organized and operated pursuant to Division 23 of the California Health and Safety Code.
- 2.2 **Purpose.** The District exists for purposes related to community health needs and for the following general purposes:
- 2.2.1 Encourage competent health care at reasonable cost.
- 2.2.2 Attract qualified and competent health care practitioners to the District.
- 2.2.3 Oversee sound organizational methods and efficient financial management.
- 2.3 **Dedication.** The District is irrevocably dedicated to hospital, scientific, and educational purposes, and fully empowered to receive and administer funds for the attainment of these objectives, all in accordance with the purpose and powers set forth in the local Health Care District Law.

ARTICLE III. TITLE TO PROPERTY

- 3.1 **Authority of Board.** The title, direction, and control of all property owned by the District is vested in the Board of Directors (“Board”), and the signatures of the President and the Secretary as authorized shall constitute the proper authority for the purchase or sale of property, or for the investment of other disposal of trust funds which are subject to the control of the District. The Board may, by resolution, authorize other or different signatories if it determines that such authorization is necessary.

ARTICLE IV. SURPLUS REVENUE

- 4.1 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.
- 4.2 Disposition of Surplus 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 Health Care District Law and these Bylaws.

ARTICLE V. SCOPE OF BYLAWS

- 5.1 Definition. These Bylaws shall be known as the District Bylaws, and shall govern the Soledad Community Health Care District, its Board of Directors, and all of its affiliated and subordinate organizations and groups.
- 5.2 Delegation. The Board of Directors may delegate certain powers as appropriate and in accordance with Health Care District Law. 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. The Board of Directors shall retain the right to rescind any such delegation.

ARTICLE VI. POWERS OF DISTRICT

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

ARTICLE VII. DIRECTORS

- 7.1 Qualification and Number. The Board of Directors shall consist of five (5) members, each of whom shall be a registered voter residing in the District. Members shall be elected by the registered voters residing in the District, pursuant to Health and Safety Code Section 32100 and following. Terms shall be set in accordance with California Health Care District Law and California Uniform District Election Law.
- 7.2 The Brown Act. 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, known as

the Ralph M. Brown Act.

7.3 Duties. Duties of individual Board members include, but are not necessarily limited to:

7.3.1 Attend board meetings.

7.3.2 Attend meetings of committees to which the member is assigned.

7.3.3 Relate community input to the Board.

7.3.4 Represent the District in a positive and effective manner in public forums.

7.3.5 As appropriate, be politically active on behalf of the District and its interests and needs.

7.3.6 Learn enough details about health care services so that a Board member can effectively question reports of both institutional managers and the professional staff and evaluate the answers.

7.3.7 Accept and fulfill reasonable assignments from the President of the Board.

7.3.8 Participate in the orientation of new Board members.

7.3.9 Become familiar with the provisions of Government Code Sections 54950-54962, known as the Ralph M. Brown Act.

7.4 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.

7.4.1 Filling Vacancies. Vacancies so created or vacancies created by other means, such as resignation, death, or moving out of the boundaries of the District, shall be filled by the methods provided by law.

7.5 Compensation. The members of the Board each shall be reimbursed for actual necessary travel and incidental expenses incurred in the performance of the official business of the District as approved by the Board and shall receive such compensation as approved by the Board in accordance with Health Care District Law.

- 7.6 **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.

ARTICLE VIII. MEETINGS OF DIRECTORS

- 8.1 **Regular Meetings.** Regular meetings of the Board shall be held monthly on the last Thursday of each month at 4 p.m. at the offices of Eden Valley Care Center, 612 Main Street, Soledad, CA 93960. The Board may from time to time, by majority vote, change the time and place of a regular meeting.
- 8.2 **Agenda.** The District shall post an agenda complying with Government Code Section 54954.2 at least 72 hours prior to a regular meeting.
- 8.3 **Adjournment.** If all members of the Board are absent from a regular meeting, the Board secretary shall declare the meeting adjourned to a stated time and place. The secretary shall cause a notice of adjournment to be posted within 24 hours after the adjournment. He/she shall also cause a written notice of adjournment to be mailed to each Board member at least 24 hours before the time and date to which the meeting is adjourned.
- 8.4 **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 a written notice of a special meeting to all Board members at least 24 hours before the time of the meeting as specified in the notice. The District shall post the notice of the special meeting at least 24 hours prior to 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 California Government Code Section 54956.5.
- 8.5 **Quorum.** For regular and special meetings of the Board, a quorum shall be three (3) members.
- 8.6 **Majority Vote.** All actions of the Board shall be taken by majority, consisting of at least three (3) of the Board members. No action shall be taken by the Board, however, by secret ballot, whether preliminary or final.
- 8.7 **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, however, at its discretion, allow for more time if deemed

appropriate or necessary.

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

ARTICLE IX. OFFICERS

- 9.1 Positions. The officers of the Board shall be a President, a Vice President, a Secretary, Assistant Secretary and Treasurer.
- 9.2 Election of Officers. The Board of Directors shall, at their January meeting, subsequent to the Health Care District General Elections, elect the officers from among its own members.
- 9.3 Term of Office. 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 four (4) consecutive terms in the same office.
- 9.4 Duties.
- 9.4.1 President. The President shall:
- 9.4.1.1 Preside over all meetings of the Board of Directors.
 - 9.4.1.2 Sign as President and jointly with other officers as appropriate, and execute in the name of the district, contract, conveyances, and other written instruments which have been authorized by the Board of Directors.
 - 9.4.1.3 Appoint chairperson and members of board committees.
- 9.4.2 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 herein given to or imposed upon, the President.
- 9.4.3 Secretary. The Secretary shall maintain accurate and complete minutes of all meetings, call meetings on order of the President, attend to all correspondence, execute contracts and conveyances and all other instruments in writing, and perform such other duties as ordinarily pertained to his office.
- 9.4.4 Assistant Secretary. The Assistant Secretary shall in the absence of the

Secretary assume the duties of the Secretary.

9.4.5 Treasurer. The 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.

9.5 Vacancies and Removal of Officers.

9.5.1 Vacancy. Vacancy in any office shall be filled by special Board election as soon as is reasonably possible.

9.5.2 Removal. 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.

ARTICLE X. COMMITTEES OF THE BOARD

10.1 Election and Terms of Members of Board Committees. Members of board committees may be elected by the board when needed. Appointments are for a maximum term of two (2) years.

10.2 Committees. Committees, permanent or temporary, may be established at any time and from time to time by the Board.

ARTICLE XI. INDEMNIFICATION

11.1 Indemnification of Directors and Officers. Directors and officers shall be indemnified to the full extent permitted by law against all claims, liabilities and expenses incurred as a result of an action by the Board, except in the instance of willful misconduct in the performance of duties as a director or officer.

ARTICLE XII. GENERAL PROVISIONS

12.1 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 to execute any instrument in the name of and on behalf of the District.

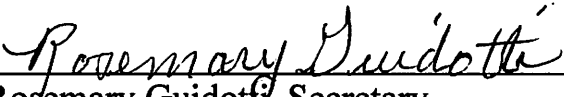
12.2 Seal. The District shall have a seal and may alter said seal at its pleasure.

12.3 Fiscal Year. The fiscal year of the District shall commence on the first day of July of each year and shall end on the last day of June of each year.

- 12.4 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 a written report of such audit and appropriate financial statements submitted to the Board. Additional audits may be authorized as considered necessary or desirable by the Board.
- 12.5 Review of Bylaws. The Bylaws of the Board should be reviewed at least every two (2) years and revised as necessary.
- 12.6 Amendment. These Bylaws may be amended at any properly noticed meeting of the Board by a majority of three (3) Board members.
- 12.7 Adoption. Adoption of Bylaws shall be by a majority of three (3) Board members, at any properly noticed meeting of the Board.

CERTIFICATION BY SECRETARY

I am the duly elected Secretary of the Board of Directors of Soledad Community Health Care District. I hereby certify that the attached Bylaws are a true and correct copy of the Bylaws of the District with all amendments thereto effective February 28, 2019.



Rosemary Guidotti, Secretary

Board of Directors

Soledad Community Health Care District