

**BYLAWS OF THE BOARD OF DIRECTORS OF
MENDOCINO COAST HEALTH CARE DISTRICT**

775 RIVER DRIVE
FORT BRAGG, CA 94537

Adopted: NOVEMBER, 2020

ARTICLE I. GENERAL

Section 1. Title

These Bylaws shall be known as the "Bylaws of the Board of Directors of Mendocino Coast Health Care District," and may be referenced as the "Bylaws."

Section 2. The District

- (a) Mendocino Coast Health Care District (the "District") is a local healthcare district organized on March 6, 1967, under the provisions of the Local Healthcare District Law, Health & Safety Code section 32000, et seq., (the "District Law"). Under the terms of the District Law, as amended from time to time, the District owns and leases a hospital (the "Hospital") and rural health clinics (collectively, "District Facilities")
- (b) The District is governed by an elected five-member Board of Directors (the "Board"). The Board is responsible for oversight of all District Facilities, and shall make all rules and regulations necessary for the administration of the District Facilities.

Section 3. Bylaws and Policy Manual.

These Bylaws govern the conduct of the Board and implementation and compliance with the District Law and other applicable federal and state statutes and regulations. In addition to the Bylaws, the Board shall adopt a policy manual governing specific matters of the Board to augment the Bylaws (the "Policy Manual"), including, at a minimum, a Conflict-of-Interest Code and policies for ethics standards, Board and committee meetings, investments, legal claims, contracts and purchasing, environmental review of District projects and public records and retention.

Section 4. Effect of Bylaws on Past Actions and Obligations.

The adoption of these Bylaws or the repeal of a resolution by the Bylaws shall not affect:

1. Vested rights and obligations pertaining to any prior resolution; or
2. Other matters of record referring to resolutions and not included within the Bylaws.

All previous legal agreements will continue.

Section 5. Maintenance of Bylaws.

1. At least three signed copies of the Bylaws shall be maintained on file in the District office and a current copy maintained on the district website. Each director shall be given a copy of the Board Bylaws and Policy Manual. Additional copies of the Bylaws shall be distributed as directed by the President.
2. Each resolution making a change in the Bylaws shall be filed by the Secretary and digitally stored.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Mission of Board of Directors

The mission of the Board is to

- a. Ensure that the resources of the Health Care District are used in the best interests of the public.
- b. Meet its financial, contractual and regulatory obligations.
- c. Implement and support programs providing they are congruent with regulations and existing contracts.
 1. Ensure that the district maintain its fiscal solvency with its limited resources.
 2. The bylaws and the mission should be reviewed annually for continued relevance

Section 2. Memberships

- a. Assuming office: A person may assume the office of Director by election or appointment.
- b. Election: Directors shall be elected in accordance with the District Law, except the date of election shall be the same date as the statewide general election. The dates of any notices, canvass of voters, certification of election, and all other procedural requirements shall comply with those for the statewide general election. Directors shall take office at noon on the first Friday following certification of the election results by the Mendocino County Registrar of Voters, as provided by Elections Code section 10554.
- c. Appointment:
 1. The office of director may become vacant before the end of the term because of death, resignation or other event causing vacancy. A resignation is effective when accepted by the Board and is irrevocable.
 2. The position shall be filled in accordance health care district regulations. Regulations are as follows:
 - i. Notwithstanding any other provision of law, a vacancy in any elective office on the governing board of a special district, other than those specified in Section 1781, shall be filled pursuant to this section.
 - ii. The district shall notify the county elections official of the vacancy no later than 15 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later.
 - iii. The remaining members of the district board may fill the vacancy either by appointment pursuant to subdivision (d) or by calling an election pursuant to subdivision (e).
- d. Remaining members:
 1. The remaining members of the district board shall make the appointment pursuant to this subdivision within 60 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later. The district shall post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the district board makes the appointment. The district shall notify the county elections official of the appointment no later than 15 days after the appointment.

2. If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office. If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.
- e. In lieu of making an appointment the remaining members of the board may within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, call an election to fill the vacancy. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.
 - f. If the vacancy is not filled by the district board by appointment, or if the district board has not called for an election within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, then the city council of the city in which the district is wholly located, or if the district is not wholly located within a city, the board of supervisors of the county representing the larger portion of the district area in which the election to fill the vacancy will be held, may appoint a person to fill the vacancy within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, or the city council or board of supervisors may order the district to call an election to fill the vacancy. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the city council or board of supervisors calls the election.
 - g. If within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the district board or the appropriate board of supervisors or city council have not filled the vacancy and no election has been called for, then the district board shall call an election to fill the vacancy. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

Notwithstanding any other provision of this section, if the number of remaining members of the district board falls below a quorum, then at the request of the district secretary or a remaining member of the district board, the appropriate board of supervisors or the city council shall promptly appoint a person to fill the vacancy, or may call an election to fill the vacancy. The board of supervisors or the city council shall only fill enough vacancies by appointment or by election to provide the district board with a quorum. If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold the office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office. If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office. The election called pursuant to this subdivision shall be

held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is held 130 or more days after the date the city council or board of supervisors calls the election.

- h. Oath of Office. Persons elected or appointed to the Board shall take the oath of office prior to assuming office in the manner and at the time prescribed by law. The Secretary or other person authorized by law shall administer the oath.

(Amended by Stats. 2007, Ch. 343, Sec. 4. Effective January 1, 2008.)

Section 3. Ethics and Conflict of Interest Code.

It is the intent of the Board to act in the highest ethical standard in carrying out its duties to the public. It is also the intent of the Board to protect the District's interests when entering in to a transaction or agreement, and not the private interests of any director, officer, or employee. To that end, the Board has adopted an "Ethics Policy" and a "Conflict of Interest Code" contained in the Board Policy Manual.

Section 4. Organization.

- a. Officers of the Board. The officers of the Board shall be Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be elected at the Board's regular December meeting for the next calendar year, and shall serve until the successor assumes office. A Board Member cannot hold more than one office at a time.
- b. Chair. The Chair shall:
 - 1. Preside over all the meetings of the Board
 - 2. Be responsible for coordination and liaison with community groups, public agencies, and residents served by the District.
 - 3. Be responsible for the ongoing administrative affairs of the Board, including without limitation, supervision of financial matters, correspondence, and administrative activities of the Board.
 - 4. Sign as Chair: contracts, conveyances, and other instruments in writing, and checks on the funds of the District as the Board shall authorize or direct the President to sign.
 - 5. Be responsible for coordination and liaison with District legal counsel, auditors, and consultants.
 - 6. Designate members of the Board to undertake special responsibilities and to report to the President on those activities.
 - 7. Coordinate with the District's legal counsel:
 - i. Receive all requests from Board members for the preparation of legal opinions, legal memoranda, contracts, corporate documents, or other legal work for legal counsel so as to eliminate duplication of same before submitting to legal counsel;
 - ii. Prepare Board agendas with the assistance of the District Manager and legal counsel, and if necessary, instruct legal counsel to prepare memoranda which are necessary to hold closed session meetings, Board Resolutions, and other material pertinent to Board meetings as required;
 - iii. Serve as an alternate meeting, if able, upon the excused absence of a Committee member, and
 - iv. Invite legal counsel to attend Committee meetings, as desired.

8. Perform other duties as pertain to the office as prescribed by the Board.
 9. Appoint, with the concurrence of the Board, members of standing and ad hoc committees.
 10. Represent the Board at official functions and digital media platforms when necessary. Ensure that postings meet the requirement of the digital media policy, serves as a spokesperson for the Board regarding board actions, and keep the Board promptly informed of these occasions.
- b. Vice-Chair. In the absence or inability of the President to serve, the Vice- President shall perform the duties of the President, and shall perform other duties as are prescribed by the Board.
- c. Treasurer. The Treasurer or designee shall:
1. Keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the District;
 2. In conjunction with the District Manager, present an annual budget to the Board;
 3. Cause an annual independent audit of the District to be performed in accordance with law; and
 4. Perform all duties incident to the office and such other duties as prescribed by the Board.
 5. Monitor the financial activities that result from the Agreements and ensure these are in compliance with such Agreements.
 6. Will act as board liaison with the oversight committee.
- d. Secretary. The Secretary or designee shall ensure:
1. That minutes of all meetings of the Board occur, and assure such minutes are filed in the official records of the District;
 2. That the official record of resolutions, actions and orders passed or adopted by the Board are maintained
 3. All correspondence, financial records and reports in the records of the District.
 4. Appropriate notices in accordance with these Bylaws or as required by law;
 5. Act as custodian of records of the District's records;
 6. Certify the official status, capacity and signature of directors, officers and employees;
 7. Assure the District Seal is affixed, when required by law, to documents executed on behalf of the District;
 8. Perform all duties incident to the office and such other duties as prescribed by the Board; and

9. Oversee all official and communications on media to ensure propriety and posts in accordance

Section 5. Powers.

The powers of the District are set forth in the District Law and other applicable law. The powers of the District are vested in the Board, which may delegate one or more of its powers in its sole discretion. Specifically, the Board shall:

- a. Establish by Resolution substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.
- b. Monitor the activities of the District Manager (or other designee) as administrator of the District.
- c. Enter into contracts and agreements with respect to the affairs of the District, including contracts for management services and for other activities approved by the Board.
- d. Effectuate the purpose of the District to enhance the provision of quality healthcare in the communities served by the District by, among other efforts, working with public and private entities (including the provision of financial assistance where feasible).
- e. The District and Adventist Health Mendocino Coast shall collaborate to develop and agree proactively on a comprehensive community needs assessment and plan. Both parties will abide by the lease provisions as stated in Section 25.8 Restrictive Covenant.
- f. Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.

Section 6. Meetings.

- a. The board will be schedule meetings based on board need. The Board will meet at minimum once per quarter. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, et seq. (the "Brown Act"), and any other applicable law or regulation. Regular meetings of the Board shall be held on the last Thursday of the month at 6:00 p.m. at the District's administrative office. November and December meetings will be held on the second Thursday of the month
- b. Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a closed session.
- c. A quorum of the Board shall not discuss the business of the District directly, serially or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place and agenda for a meeting at any time. Two members of the Board (but not a standing committee) may discuss District business at any time.

Section 7. Compensation, Benefits and Expense

- a. Members of the Board of Directors shall serve without compensation.
- b. Benefits. Directors are entitled to the following benefits on the same terms as other officers:
 1. A Flexible spending account funded by the district to be used towards health care costs.
 2. Expenses.
 - i. If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.
 - ii. Directors must be authorized in advance to incur expenses for District purposes, and shall submit a written request with supporting documents for reimbursement.
 - iii. During July of each year the District Manager shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.

Section 8. Appointment of District Manager

- a. The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's operations, facilities, and property. The Board shall adopt a written statement setting forth the qualifications, authority, and duties of the District Manager. The Board shall set the District Manager compensation.
- b. The Board shall at least annually conduct a review of the performance and compensation of the District Manager
- c. The District Manager may recommend and shall implement policies adopted by the Board. The Board is not responsible for day-to-day management or operations of the District.
- d. The Board and individual Directors may question the District Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the District Manager with respect to the development and implementation of District policy.
- e. Individual Directors shall not direct employees in the performance of their duties.
- f. Any such direction shall be reported to the Board and District Manager

- g. The District Manager may discuss District business with Directors outside a public meeting, but the District Manager shall not communicate the views of Directors to one another, except at a Board meeting. The Board shall not discuss or act on the District Manager's recommendations, except at a public meeting.

Section 9. Duties of the District Manager

The Board of Directors, unless otherwise stated, shall delegate to District Manager full charge and control of the affairs of the District consistent with the policies established by the Board. The District Manager shall work with the Board or any of its committees in a highly professional manner. The District Manager also shall:

- a. Present to, and upon Board approval, implement a District strategic plan.
- b. Develop and implement a plan, along with the appropriate budget and schedule, that will meet the state of California's seismic upgrade requirement
- c. Administer the Agreements.
- d. Serve as liaison between the Board and District employees.
- e. If an emergency arises and there is insufficient time to notify the Board, the District Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The District Manager shall report such action to the Board as soon as possible.
- f. The District Manager shall hire, with the concurrence of the Board, other District officers as the District may require, each of whom shall perform such duties as the Board may determine from time-to-time. Officers shall serve at-will.
- g. The District Manager may engage professional consultants to provide specialized service with the approval of the Board.
- h. The District Manager may engage an engineer to assist in the planning and design of District facilities with the approval of the Board.

Section 10. Other Officers.

- a. Other officers and employees shall assist the District Manager in the implementation of policy.
- b. Directors may discuss District business with officers. The officers shall, if possible, supply information requested by Directors in writing, and shall inform the District Manager when information is supplied.

Section 11. Employees.

The District Manager shall serve as head of Human Resources. Directors are not encouraged to discuss District business with employees. If a Director inquires of an employee about District business, the employee shall respond to the Director and inform the District Manager

Section 12. Legal Counsel.

- a. An attorney shall be retained by the Board to act as General Counsel. The Board may appoint special counsel. The Board will set the compensation of General Counsel and Special Counsel. General and Special Counsel serve at the pleasure of the Board.
- b. The General Counsel is directly accountable to the Board. General Counsel shall provide legal advice and services as requested by the Board, and shall work with the District Manager on the District's legal matters.
- c. General Counsel represents the District. General Counsel shall not represent individual directors, officers or employees, unless authorized in writing by the Board.
- d. General Counsel will recommend appointment of special counsel when conflicts arise or if necessary to deal with matters requiring specialized knowledge.

ARTICLE III. BOARD COMMITTEES

Section 1. General

- a. Committees of the Board shall be standing or ad hoc. The committee members shall be appointed by the President at the January regular Board meeting and as otherwise needed. The President's action shall be final unless a majority of directors object. Two directors shall be appointed to each committee, one of whom shall be the committee chair, and both of whom shall be voting members. Any director not appointed to a committee may serve as an alternate to that committee. Regular meetings of committees shall be set at the same time at which committee members are appointed.
- b. All committees shall be advisory to the Board, except as otherwise expressly specified by the Board.

Section 2. Standing Committees.

- a. Standing committees are managed by the entire board.
- b. Every quarter at a board meeting there will be a planning and finance agenda item.
- c. Finance will be represented by the Treasurer and Planning will be represented by Vice-chair.

Section 3. Planning

- a. Recommending and overseeing Human Resources policies and procedures;
- b. Reviewing and recommending employee compensation and benefits;
- c. Quality control and performance improvement; and
- d. Overseeing short- and long- term facility planning and maintenance

Section 4. Finance

- a. Recommending and overseeing fiscal and business policies and procedures;
- b. Overseeing financial management and budgeting;
- c. Recommending and overseeing fiscal controls;
- d. Recommending and overseeing Investments;
- e. Overseeing internal audits and ensuring an annual independent audit; and

- f. Reviewing and presenting to the Board financial statements and reports. Monitoring the financial activities that arise from the Agreements to ensure compliance with the terms and conditions of such Agreement.
- g. The Treasurer and one other board member will review the spending of the Measure C funds

Section 5. Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the President, subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee shall only perform those duties assigned by the President, and upon their completion be discharged. The President, in consultation with the Board, shall determine the members of the committee.

ARTICLE IV. MISCELLANEOUS

Section 1. Review of Bylaws.

At least annually the Board shall review these Bylaws and the Policy Manual to ensure they comply with the District Law and all other applicable federal and state laws and regulations in keeping with the functions of the Board.

Section 2. Amendment of Bylaws.

These Bylaws may be amended by a majority of the Board at a duly noticed Board meeting, provided a full statement of each proposed amendment has been sent to each director along with the meeting agenda and packet.

Section 3. Indemnification.

- a. Civil proceedings. The District shall, to the full extent of the law, defend and indemnify each of its employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any civil claim arising out of the scope of his or her employment for the District. For purposes of this section, the term "employee" shall have the same meaning set for in Government Code section 810.2, or any successor statute thereof, and includes without limitation any person who was or is a director, officer, employee or servant of the District.
- b. Criminal and administrative proceedings. The District may but is not obligated to defend and indemnify its employees (as defined above). If an employee seeks defense and indemnification in any such proceeding, he or she shall submit a written request to the Board, which shall conduct a review of the request in accordance with Government Code sections 995.6 and 995.8, or any successor statutes.

CERTIFICATION OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Mendocino Coast Healthcare District; and
2. That the foregoing Bylaws comprised of twelve (12) pages constitute the Bylaws, as amended, of the District as duly adopted at a meeting of the Board of Directors thereof duly held on the _____ day in the month of _____, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this day
_____, 2022

Mendocino Coast Healthcare District