

**LOS MEDANOS COMMUNITY
HEALTHCARE DISTRICT
BYLAWS**

ARTICLE I

NAME, AUTHORITY, PURPOSE AND LOCATION

Section 1. NAME

The Name of this District shall be “LOS MEDANOS COMMUNITY HEALTHCARE DISTRICT.”

Section 2. AUTHORITY

- a. This District having been established June 14, 1948, by vote of the residents of said District under the provisions of Division 23 of the Health and Safety Code of the State of California, otherwise known and referred to herein as "The Local Health Care District Law" and ever since said time having been operated thereunder, these bylaws are adopted in conformance therewith and subject to the provisions thereof.
- b. In the event of any conflict between these bylaws and “The Local Health Care District Law,” the latter shall prevail.
- c. These bylaws shall be known as the “District Bylaws.”

Section 3. PURPOSE

- a. The primary purpose of the District shall be to identify and pursue opportunities for the District, as a governing Board, to improve the quality of health care in the community while promoting education and wellness, and to do any and all other acts and things necessary to carry out the provisions of these bylaws and “The Local Health Care District Law.”

Section 4. LOCATION

- a. The principal office for the transaction of business of the District is hereby fixed and located at 2311 Loveridge Road, Pittsburg, California.
- b. Other offices may be at any time established by the Board of Directors at any other place or places within the boundaries of the LOS MEDANOS COMMUNITY HEALTHCARE DISTRICT.

ARTICLE II

MEETINGS, ORDER OF BUSINESS, COMPENSATION

Section 1. MEETINGS

- a. The regular meetings of the Board of Directors of the Los Medanos Community Healthcare District shall be held monthly on the second Monday at 6:30 p.m., or on such other day and time as the Board of Directors may from time to time establish by resolution.
- b. Special meetings of the Board of Directors may be held in conformance with "The Local Health Care District Law."
- c. All of the sessions of the Board of Directors, whether regular or special, shall be conducted in accordance with "The Local Health Care District Law" and the Ralph M. Brown Act (commencing with Government Code Section 54950, and following).

Section 2. ORDER OF BUSINESS

- a. A majority of the members of the Board shall constitute a quorum for the transaction of business.
- b. The Secretary of the Board shall cause to be kept at the principal 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. The Board of Directors shall act only by motion, resolution and ordinance. The Ayes and Noes shall be taken, with the passage of all motions, resolutions and ordinances and entered upon the minutes.
- d. Decision of the Board of Directors establishing ordinances, general rules, requirements and/or procedures affecting the directors shall be by resolution. All other decisions of the Board, unless otherwise controlled by statute, shall be by motion, which shall become effective upon the affirmative vote by the majority of the directors present upon entry in the minutes, or as otherwise provided.

Section 3. COMPENSATION

- a. Board members shall receive a stipend of \$100.00 per meeting, per month, not to exceed a maximum of \$400.00 a month, to include Special or Ad Hoc Committee meetings. To qualify for the Board stipend, directors must be present for at least 75% of the meeting's duration.

- b. Members of the Board of Directors shall further be allowed actual necessary traveling and incidental expense incurred in the performance of the duties of the District as approved by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 1. ELECTION

The Board of Directors shall be elected as provided in “The Local Health Care District Law.”

Section 2. POWERS

- a. The Board of Directors shall determine policies and shall have control of and be responsible for the overall operations and affairs of this District and its facilities according to the best interests of the public health and welfare.
- b. From time to time the Board of Directors may pass resolutions and ordinances regarding specific policy issues which resolutions and ordinances may establish policy for the operation of this District and any of its facilities.
- c. The Board of Directors shall have all of the other powers given to it by “The Local Health Care District Law.”
- d. A vacancy in the office of the Board of Directors shall be filled by the remaining members of the Board of Directors of the District by appointment, as is provided in California Government Code Section 1780.

ARTICLE IV

OFFICERS

Section 1. OFFICERS

The officers of this District are members of the Board and are elected. The officers of this District shall be a President, Vice President, Secretary and Treasurer. The President, Vice President, Secretary and Treasurer and such other officers as may be designated by the Board shall be elected by the Board of Directors at the first Regular meeting in November 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 of Directors, at the first regular meeting following certification of the results of said election. Each officer so elected shall serve for a term of one year, or until their successor is elected, provided, however, that an officer may resign at any time or be removed as follows:

In the event that an officer is removed, they may be removed by the majority vote of the other directors then in office at any regular or special meeting of the Board of Directors. Reason for action shall be given to the Board members ten (10) days prior to that action.

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

A Board member may be removed only by recall vote as set forth in Elections Code Section 2700.

Section 2. PRESIDENT

The Board of Directors shall elect one of its members to act as President and, if at any time the President shall be unable to act, the Vice President, in the order hereinafter set forth, shall take the President's place and perform their duties. The President or officer acting as such as provided:

- a. Shall preside over all the meetings of the Board of Directors.
- b. Shall sign, as President, such contracts, conveyances and other instruments in writing as the Board of Directors shall authorize or direct the President to sign.
- c. The President shall perform such other duties as pertain to their office and as are prescribed by the Board of Directors.

d. Section 3. VICE PRESIDENT

- i. In the absence or inability of the President to serve, the Vice President shall perform the duties of the President.

Section 4. SECRETARY

- a. The Secretary shall act as Secretary of both the District and the Board of Directors.
- b. The Secretary shall be responsible for seeing that records of all actions, proceedings, and minutes of meetings of the Board of Directors are properly kept and maintained in the Board office.
- c. The Secretary shall be responsible for seeing that all ordinances and resolutions of the Board of Directors pertaining to policy and government of the District and its facilities are properly recorded and are maintained in the Board office.
- d. The Secretary shall serve, or cause to be served, all notices required either by law or these 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 President or Board of Directors of this District.
- e. The Secretary shall be responsible for seeing that the seal of this District is in safekeeping in the Board office and shall use it under the direction of the Board of Directors.
- f. The Secretary shall perform such other duties as pertain to their office and as are prescribed by the Board of Directors.

Section 5. 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 of Directors 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 of Directors as directed by the Board of Directors.
- c. The Treasurer shall perform such duties as pertain to their office and as are prescribed by the Board of Directors.
- d. The Board of Directors 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.

ARTICLE V
COMMITTEES

Section 1. GENERAL PROVISIONS

- a. The duties of District Board Committees shall be to develop and make policy recommendations to the Board and to perform such other functions as shall be stated in these bylaws or in the motion creating the committee.
- b. The Board of Directors may sit as a Committee of the Whole on any and all matters, or may create such advisory Standing or Ad Hoc Committees as are deemed appropriate.
- c. The Board President, as needed, shall appoint the members of all committees, subject to Board approval. It shall be the duty of the President to appoint the chairperson of each Committee. Policies and procedures for the Committee(s) shall be developed by the Committee(s) for approval by the Board of Directors.
- d. Each Standing Committee will include at least two Board members, one of whom shall act as Chairperson of the Standing Committee. Standing committee membership may consist of Directors only or Directors and non-directors.
- e. The Board of Directors may create Standing or Ad Hoc "Committees of the Board". Only Directors may be appointed to committees of the Board. Each committee of the Board shall consist of two or more Directors. The President, subject to Board approval, may designate one or more Directors as alternate members of any such committees, who may replace any absent member at any meeting of the committee.
- f. Each committee shall maintain minutes and shall report its activities to the full Board. Aside from committees upon which the President is appointed as a voting member, the President of the Board shall be an ex officio member of all committees, without being a voting member.
- g. The President of the Board shall appoint, with full Board approval, the Chair and members of each Committee at the Board's regular January meeting of each calendar year. The Chair and members of each committee shall serve one year, or until successors have been appointed and approved.

Section 2. AD HOC COMMITTEES

Ad Hoc committees may be established by the Board, or the Board President with the approval of the Board of Directors, for such special tasks as circumstances warrant. Ad Hoc committees may consist only of Directors, or they may include non-directors, or they may consist entirely of non-directors. Voting rights on special committees shall be specified by the Board of Directors at the time the committee is created. The Ad Hoc 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 committee shall stand discharged.

Section 3. STANDING COMMITTEES

- a. Finance Committee: The Finance Committee shall be a Committee of the Board and oversee the financial affairs of the District, including budget planning and review. The Finance Committee shall review the financial impact of all non-budgeted new projects. Two members of the Board shall serve on the Committee including the Board Treasurer, who shall serve as Chair of the Committee. The Treasurer shall, at his or her discretion, notice and chair monthly special meetings of the Finance Committee. The location, date, and time of the meeting shall be decided by a majority of the Finance Committee. However, if the number of checks written in a month falls to a minimum or the activity is minor, then the Treasurer shall report the activity in the regularly scheduled meeting without the need for a special monthly meeting.
- b. Grants Committee: The Grants Committee shall be a Committee of the Board and shall function as a Committee of the Whole. The function of this Committee is to oversee the District's Community Grants Program. The Committee will oversee and implement the Program as set forth in the District's Grants Policies and Guidelines.
- c. The Community Outreach Committee (COC) shall be a Committee of the Board consisting of two Board members. COC will conduct community outreach to support the function and activities of the District. COC shall engage the community by planning COC efforts to provide information about LMCHD programs to District residents and organizations and participate in regular district-wide assessment of health and health disparities; periodically review the District's Health Profile and community relations status and report back to the Board with any recommendations; assign and strengthen health benefit projects that will be developed by the committee and staff; participation in Good Health Youth and Good Health Adult Forums; and continue to coordinate and strengthen LMCHD's efforts with Board of Supervisors, Pittsburg City, Pittsburg Police, Sheriff's Department, Hospitals, Crisis Centers, Bay Point Chamber of Commerce,

Pittsburg Chamber of Commerce, and Contra Costa Community College District.

ARTICLE VI

SEVERABILITY

Section 1. SEVERABILITY

If any article, section, subsection, paragraph, sentence, clause or phrase of these 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 made pursuant to the same, such conflict shall not affect the validity of the remaining portion of these bylaws. The Board of Directors may declare they would have adopted these bylaws in every article, section, subsection, paragraph, clause, sentence or phrase thereof, regardless of any one or more articles, sections, subsections, paragraphs, sentences, clauses, or phrases being declared to be in conflict with said laws or any laws or statutes of the State of California.

ARTICLE VII

CONDUCT

Section 1. CONDUCT

The District shall not tolerate workplace harassment, discrimination or favoritism of any sort or any other corrupt practices by its directors, staff, consultants, vendors or agencies receiving its funds and will promptly investigate any written complaint, will respond in a reasonable time frame, and will vigorously seek to curtail improper activities through Board action or referral to appropriate enforcement authorities.

ARTICLE VIII

INDEMNIFICATION

Section 1. INDEMNIFICATION

To the fullest extent permissible under California law, this District shall indemnify and provide a defense to its current and former Board members, 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 this 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 IX

AMENDMENTS

Section 1. AMENDMENTS

These bylaws may be amended by affirmative vote of a majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each Board member not less than seven (7) days prior to the meeting.

Affirmative action may be taken to amend these bylaws by unanimous vote of the entire Board membership at any regular or special meeting of the Board of Directors in which event the provision for seven (7) days' notice shall not apply.