

HEFFERNAN MEMORIAL HEALTHCARE DISTRICT

BYLAWS

PREAMBLE

HEFFERNAN MEMORIAL HEALTHCARE DISTRICT, a local healthcare district organized and existing under the laws of the State of California, and, in particular, pursuant to the California Health and Safety Code, Sections 32000 et seq., acting by and through its duly elected Board of Directors, hereby adopts these Bylaws for the purpose of establishing rules and regulations, not inconsistent with the enabling provisions of the Health and Safety Code, above cited. The Board of Directors hereby determines that adoption and implementation of these Bylaws are necessary for the exercise of the powers conferred and the performance of the duties imposed upon the directors, officers and employees of HEFFERNAN MEMORIAL HEALTHCARE DISTRICT.

ARTICLE 1 DISTRICT INFORMATION

- 1.1 Name. The name of this Healthcare District has been declared to be the HEFFERNAN MEMORIAL HEALTHCARE DISTRICT.
- 1.2 Principal Place of Operation. The principal place of operation of the District has been fixed at 601 Heber Ave, City of Calexico, in the County of Imperial, State of California. When necessary for the conduct of the business of the District, the Board of Directors may establish such other place or places within the geographical boundaries of the Heffernan Memorial Healthcare District, as the Board deems appropriate.
- 1.3 Title to Property. As authorized by enabling provisions of the laws of the State of California, the District, acting by and through its Board of Directors, is authorized to purchase, receive, have, take, hold, lease, use, and enjoy the property of every kind and description within and without the limits of the District, and to control, dispose of, convey, and encumber the same and create a leasehold interest in the same for the benefit of the District.
- 1.4 Mission Statement. The mission of the Heffernan Memorial Healthcare District is to provide our community with quality healthcare in a safe, respectful and efficient manner.

- 1.5 Scope of Bylaws. These Bylaws shall be known as the "District Bylaws" and shall govern the Heffernan Memorial Healthcare District, its Board of Directors, and all of its affiliated and subordinate organizations and groups.

In the event of any conflict between any action taken by the Board of Directors, employees, consultants or any other affiliated or subordinate organization or group, and the provisions of these District Bylaws, these District Bylaws shall prevail. In the event the District Bylaws are in conflict with any statute of the State of California governing healthcare districts, such statute shall prevail.

The District's legal counsel shall review the District Bylaws at least every three (3) years for compliance with Healthcare District Law, any applicable accreditation standards, state licensing requirements and other applicable federal and state laws, statutes and regulations, and submit a report of proposed amendments to the Board.

The Board may adopt any amendments to the District Bylaws, by a majority vote of the membership at any regular or special meeting called for this purpose by a majority of the membership.

The Bylaws of the Medical Staff and other affiliated and subordinate organizations and groups, and any amendments to such Bylaws, shall not be effective until approved by the Board of Directors.

ARTICLE 2 DEFINITIONS

- 2.1 "Healthcare Facilities" means any healthcare facilities owned or operated by the Heffernan Memorial Healthcare District.
- 2.2 "Board" means the Board of Directors of the District.
- 2.3 "District" means the Heffernan Memorial Healthcare District.

ARTICLE 3 ORGANIZATION, POWERS AND PURPOSES

- 3.1 Organization. The District is a political subdivision of the State of California organized under the Local Healthcare District Law, Division 23 of the Health and Safety Code.
- 3.2 Powers and Purposes of the District. In addition to those specified by the Local Healthcare District Law (California Health and Safety Code, Sections 32000 et seq.), and incidental to those purposes, the objectives of the District are hereby

declared to include, but shall not necessarily be limited to, the following:

- 3.2.1 To facilitate, within the limits of community resources, the provision of the best facilities, equipment and services practicable for the health and welfare of all persons in need of healthcare and related facilities, equipment and services injured and ill, regardless of race, creed, sex, religion, sexual orientation or national origin.
- 3.2.2 To coordinate the services of the District with community agencies and health care providers to enhance the quality of health care in the District.
- 3.2.3 To conduct educational activities essential to the attainment of its purposes.
- 3.2.4 To do any and all other acts and things necessary to carry out the provisions of the Local Healthcare District Law and these Bylaws.

3.3 Contracts Requiring Bids.

- 3.3.1 The Board shall let any contract involving any expenditure of more than the threshold amount specified by Health and Safety Code Section 32132 or other applicable law for work to be done or for materials and supplies to be furnished, sold or leased to the District, to the lowest responsible bidder who shall give such security as the Board requires, or else reject all bids; provided, however, that the provisions of this section shall not apply to medical or surgical equipment or supplies, to professional services, to electronic data processing and telecommunications goods and services or to other goods and services for which applicable law provides an exception. As used in this section, "medical or surgical equipment or supplies" includes only equipment or supplies commonly, necessarily and directly used by, or under the direction of, a physician and surgeon in caring for or treating a patient in the Facilities.
- 3.3.2 Bids need to be secured for change orders which do not materially change the scope of the work as set forth in a contract previously made if such contract was made after compliance with bidding requirements, and if each individual change order does not total more than five percent of the contract. The Board may adopt bidding policies and procedures, including the delegation of all or a portion of the Board's contracting authority to other officers and employees of the District.

The Board may, without following the bidding provision of this section, let contracts for work to be done or for materials and supplies to be furnished, sold or leased to the District, if it first determines that an emergency exists

warranting such expenditure due to fire, flood, storm, epidemic, or other disaster, and is necessary to protect the public health, safety, welfare or property.

3.3.3 Nothing herein shall require the Board to pursue or conform to the bidding requirements contained in this Section 3.3 with respect to any of the activities for which it has authority pursuant to the Local Healthcare District to act without compliance with bidding requirements, including, without limitation, the authority, conferred by Section 32121 of the Local Healthcare District Law to purchase, receive, have, take, hold, lease, use, and enjoy property of every kind and description within and without the limits of the district, and to control, dispose of, convey, and encumber the same and create a leasehold interest in the same for the benefit of the district.

- 3.4 Dissolution. Any proposal for dissolution of the District shall be subject to confirmation by the voters of the District in accordance with Cortese-Knox-Hertzberg Local Government Reorganization Act of 2000, Government Code Section 56000 et seq.
- 3.5 Profit or Gain. As a public agency, the District shall not be operated in contemplation of profit or pecuniary gain in any form.
- 3.6 Seal. The Board of Directors shall have the power to adopt a form of official seal, and to alter it at pleasure.

ARTICLE 4 BOARD

- 4.1 Directors. The Board shall be appointed or elected, and shall organize itself, in the manner prescribed in Article I, Chapter 2, Division 23 of the Health and Safety Code (commencing at Section 32000). The Board has previously determined that it shall consist of five (5) members, elected at large from the District. The Directors shall serve the terms, as prescribed by law.
- 4.2 General Powers and Duties. Consistent with the powers conferred by Section 32121 of the Health and Safety Code or as same shall be amended from time to time, and other authorization contained in the Local Healthcare District Law, the Board of Directors shall be empowered as follows:
 - 4.2.1 To control and be responsible for the management of all operations and affairs of the District.
 - 4.2.2 To make and enforce all rules of all District facilities and regulations

necessary for the administration, governance, protection.

- 4.2.3 To approve or disapprove all constitutions, bylaws, rules, and regulations including amendments thereof of all affiliated or subordinate organizations.
 - 4.2.4 To establish policies for the operation of this District and any of its facilities.
 - 4.2.5 To adopt resolutions establishing policies or rules for the operation of this District and any of its facilities. Such resolutions shall be kept in a separate book or file and shall be available for inspection at all times.
 - 4.2.6 To designate by resolution persons who shall have authority to sign checks drawn on the funds of the District.
 - 4.2.7 To provide for strategic institutional planning, to meet the health needs of the community.
 - 4.2.8 To evaluate its own performance from time to time.
 - 4.2.9 To do any and all other acts and things necessary to carry out the provisions of these Bylaws or of the provisions of the Local Healthcare District Law.
 - 4.2.10 To approve an annual operating budget, develop long-term capital expenditure plans and monitor implementation of those plans.
 - 4.2.11 To perform any other act as permitted by Section 32121 of the Health and Safety Code.
- 4.3 Operation of Facilities. The Board is the governing body of the District. All District powers shall be exercised by or under the direction of the Board. The Board is authorized to make appropriate delegations of its powers and authority to officers and employees. The Board shall evaluate the performance of its officers and employees, and also its own performance.
- 4.4 Rates. The Board shall establish rates subject to the parameters set forth in Health and Safety Code Section 32125 as same shall be amended from time to time.
- 4.5 Number and Qualifications. The Board shall consist of five members, each of whom shall be a registered voter residing in the District.
- 4.5.1 Except as provided in Sections 4.6.2 and 4.6.3, no person who is a

director, policy-making management employee, or medical staff officer of a hospital owned or operated by the District shall do either of the following:

4.5.1.1 Possess any ownership interest in any other hospital serving the same area as that served by the District hospital of which the person is a director, policy-making management employee, or medical staff officer. For purposes of this Section 4.6.1.1, the possession of an ownership interest, including stocks, bonds or other securities by the spouse or minor children of any person shall be deemed to be the possession or interest of the person.

4.5.1.2 Be a director, policy-making management employee, or medical staff officer of any hospital serving the same area as the area served by the District.

4.5.2 No person shall serve concurrently as a director for a District hospital and as a policymaking management employee of any other hospital serving the same area as the District hospital, unless the boards of directors of each of those hospitals have determined that the situation will further joint planning, efficient delivery of health care services, and the best interest of the areas served by their respective hospitals, or unless the hospitals are affiliated under common ownership, lease, or any combination thereof.

4.5.3 Any candidate who elects to run for the office of member of the Board and who owns stock in, or who works for any health care facility which does not serve the same area served by the District shall disclose on the ballot his or her occupation and place of employment.

4.5.4 For purposes of this Section 4.6, a hospital shall be considered to serve the same area as a District/hospital when more that 5% of the hospital's inpatient admissions are residents of the District.

4.6 Election and Term of Office. An election shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which a successor shall be chosen to each Director whose term shall expire on the first Friday of December following such election. The election of Board members shall be election at large within the District and shall be consolidated with the statewide general election. The candidates receiving the highest number of votes for the offices to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four years, or until the Board member's successor is elected and has qualified, except as otherwise provided by law in the event of a vacancy. An orientation shall be provided which familiarizes each new Board member with his or her duties and responsibilities,

including the Board's responsibilities for quality care and the Facilities' quality assurance programs. Continuing education opportunities shall be made available to Board members.

4.7 Vacancies. In accordance with the provisions of Section 32100.2 of the Health and Safety Code, and notwithstanding any other provision of law, the term of any member of the Board of Directors shall expire if he or she is absent from three (3) consecutive regular meetings, or from three (3) or more of any five (5) consecutive meetings of the Board and the Board, by resolution, declares that a vacancy exists on the Board.

4.7.1 When a vacancy occurs on the Board, and except as otherwise specified in Government Code section 1780, the remaining Board members may fill any vacancy on the Board by appointment until the next District general election that is scheduled 130 or more days after the effective date of the vacancy, provided the appointment is made within a period of 60 days immediately subsequent to the effective date of such vacancy and provided a notice of the vacancy is posted in three or more conspicuous places in the District at least 15 days before the appointment is made. In lieu of making an appointment, the remaining members of the Board may within 60 days of the vacancy call an election to fill the vacancy.

4.7.2 If the vacancy is not filled by the Board as specified, or if the Board has not called for an election within 60 days of the vacancy, the Board of Supervisors of the County of Imperial may fill the vacancy within 90 days of the vacancy or the Board of Supervisors may order the District to call an election to fill the vacancy. If within 90 days of the vacancy the remaining members of the Board or the Board of Supervisors have not filled the vacancy and no election has been called for, the District shall call an election to fill the vacancy. If the number of remaining Board members falls below a quorum, at the request of the District's Secretary, or remaining Board members, the Board of Supervisors of the County of Imperial may waive the 60 day period specified above and make an appointment immediately to fill the vacancy, or may call an election to fill the vacancy. The board of Supervisors shall only fill enough vacancies to provide the Board with a quorum.

4.7.3 Persons appointed to fill the vacancy shall hold office until the next District general election and thereafter, until the person elected at such election to fill the vacancy has been qualified, but persons elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

4.8 Resignation and Removal. Any Board member may resign effective upon giving written notice to the President or the Secretary of the Board, unless the notice

specifies a later time for the effectiveness of such resignation. The term of any member of the Board shall expire if the member is absent from three consecutive regular meetings for from three (3) of any five (5) consecutive meetings of the Board and if the Board by resolution declares that a vacancy exists on the Board. All or any of the members of the Board may be recalled at any time by the voters following the recall procedure set forth in Division 16 of the Elections Code.

- 4.9 Compensation; Benefits. Board may determine that its member may receive a per meeting payment in such amount and subject to such limitations as are permitted by law. The board may also determine to participate, for the benefit of its members, in one or more health and disability benefit programs.
- 4.10 Travel Expenses. Each member of the Board shall be allowed actual necessary traveling and incidental expenses incurred in the performance of official business of the District. In lieu of reimbursement of such expenses, the Board may establish a travel per diem, to the extent determined by the Board as appropriate.
- 4.11 Directors' Defense and Indemnification. Except as hereafter provided, directors and former directors will be defended and indemnified, at District expense, as to claims directed against them individually or collectively, arising from the performance of their official duties.

In accordance with Government Code Sections 995.2 and 995.4, the Board of Directors, acting without the participation of affected members, may refuse to defend or indemnify a director or directors a former director or directors, if the Board, by a majority vote of unaffected directors, determines that:

- 4.11.1 The act or omission was not within the scope of the Director's employment; or
- 4.11.2 The Director acted or failed to act because of actual fraud, corruption or actual malice; or
- 4.11.3 The defense of the action or proceeding by the District would create a conflict of interest between the District and the Director or Former Director.

Pursuant to Government Code Section 995.8, a defense, at District expense, may be provided for the benefit of a director who is the subject of criminal proceedings based upon his or her official acts or omissions, if the Board, acting without participation of the affected director, determines by majority vote that (1) such defense would be in the best interest of the District; and (2) the director acted in good faith, without actual malice, and in the apparent interest of the District.

4.12 Any Board Member of the District may not be appointed, assume or in any way be offered any position of employment with the District within.

ARTICLE 5 OFFICERS

5.1 Officers. At its first regular meeting following January 1 of each year, the Board shall select from its members a President, Vice President, Secretary, Chief Financial Officer, and Assistant Chief Financial Officer 12 month of leaving the district.

5.2 Duties of President.

5.2.1 Duties of the President shall include, but are not necessarily limited to:

5.2.1.1 Presiding over all meetings of the Board of Directors.

5.2.1.2 Signing, as President, on behalf of the District, all instruments in writing which he has been specifically authorized by the Board to sign.

5.2.1.3 Exercising such other responsibilities for the management of the affairs of the District as provided by law, subject to the advice and control of the Board.

5.3 Duties of Vice President

5.3.1 Duties of the Vice-President shall include the exercise of all powers and performance of all duties of the President, in the event of his or her absence or unavailability to perform his or her duties.

5.4 Duties of Secretary.

5.4.1 Duties of Secretary shall include countersigning all minutes of Board meetings, attendance to correspondence of the Board, and performance of such other duties as ordinarily pertain to his or her office.

5.5 Duties of Chief Financial Officer.

5.5.1 Duties of the Treasurer shall include responsibility for ascertaining that all

receipts are deposited and disbursements made as provided by law, the directions of the Board, and good business practice; maintenance of the financial records of the District, and preparation of such financial reports as are required by the Board.

ARTICLE 6 BOARD MEETINGS

- 6.1 Board Meeting. A meeting of the Board is any congregation of a majority of the members of the Board at the same time and place to hear, discuss or deliberate upon any item that is within the subject matter jurisdiction of the Board or as otherwise defined in Section 54952.2 of the Government Code.
- 6.2 Regular Meetings. The time and place of regular meetings of the Board of Directors shall be established, and may be changed from time to time, by resolution of the Board of Directors.
- 6.3 Special Meetings. Special meetings of the Board of Directors may be called in the manner prescribed by the Government Code of the State of California Section 54956 as the same may be amended from time to time.
- 6.4 Meeting Agendas/Notices.
- 6.4.1 At least 72 hours before a regular meeting, the Board shall cause to be posted an agenda containing a brief description of each time of business to be transacted or discussed at the meeting, including items to be discussed in closed session. A brief general description of the item generally need not exceed twenty (20) words, and when appropriate, may utilize the agenda descriptions contained in the Brown Act (Government Code Section 54954.5). The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public. No action shall be taken on any item not appearing on the posted agenda, unless one of the following conditions exists:
- 6.4.1.1 The Board has determined, by a majority vote that an emergency situation exists. An emergency situation, for purposes of these Bylaws, means either: (a) a work stoppage or other activity which severely impairs public health, safety, or both, or (b) a crippling disaster which severely impairs public health, safety, or both.
- 6.4.1.2 Upon a determination by a two-thirds vote of the Board, or, if less than two-thirds of the members are present, a

unanimous vote of those members present, that the need to take action arose subsequent to the agenda being posted.

- 6.4.1.3 The item was posted, as required above, for a prior meeting of the Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which the action is being taken.

For purposes of these Bylaws, "action taken" means a collective decision made by a majority of the members of the Board to make a positive or negative decision, or an actual vote by a majority of the members of the Board upon a motion, proposal, resolution or order.

- 6.4.1.4 The Board may briefly respond to statements made or questions posed by the public at the meeting. In addition, on its own initiative, or in response to questions posed by the public, the Board may ask a question for clarification; provide a reference to staff or other resources for factual information, or request staff to report back to the Board at a subsequent meeting. Furthermore, a Board member or the Board itself may take action to place a matter of business on a future agenda.

- 6.4.2 The Board shall give mailed notice of every regular board meeting, and any special meeting which is called, at least one week prior to the date set for the meeting, to any person who has filed a written request for such notice with the Board. Any mailed notice required pursuant to this Section shall be mailed at least one week prior to the date set for the meeting to which it applies, except that the Board may give such notice as it deems practical of special meetings called less than seven (7) days prior to the date set for the meeting, or in the case of an emergency meeting, telephone notice in accordance with Section 54956.5 of the Government Code. Any request for notice file pursuant to this Section shall be valid for one (1) year from the date on which it is filed unless a renewal request is filed. Renewal requests for notice shall be filed within ninety (90) days after January 1, of each year. The Board may establish by resolution a reasonable annual charge for sending such notice based on the estimated cost of providing such service.

6.5 Teleconferencing.

6.5.1 Pursuant to Government Code Section 542953(b), and notwithstanding any other provision of law. The Board may use teleconferencing for the benefit of the public and the Board in connection with any meeting proceeding authorized by law. The teleconferenced meeting or proceeding shall comply with all requirements of this Section 6.5 and all otherwise applicable provisions of law relating to a specific type of meeting of proceeding.

6.5.1.1 (2) Teleconferencing, as authorized by this section, may be in connection with any meeting within the subject matter jurisdiction of the Board. All votes taken during a teleconferenced meeting shall be by roll call.

6.5.1.2 (3) If the Board elects to use teleconferencing, it shall post agendas at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the legislative body of a local agency. Each teleconference location shall be identified in the notice and agenda of the meeting or proceeding, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations within the boundaries of the territory over which the local agency exercises jurisdiction, except as provided subdivision_____. The agenda shall provide an opportunity for members of the public to address the Board directly pursuant to Section 54954.3 at each teleconference location.

6.5.1.3 (4) For the purposes of this sections, “teleconference” means a meeting of the Board where the members of which are in different locations, connected by electronic means, through either audio or video, or both. Nothing in this section shall prohibit a local agency from providing the public with additional teleconference locations.

6.6 Members of the Public. Members of the public shall be afforded those rights as conferred by Government Code Section 54954.3, and District shall comply with all agenda requirements set forth therein.

6.7 Annual Organizational Meeting. The Board shall, at its first regular meeting of the calendar year, elect its officers.

- 6.8 Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business unless prohibited by law; the act of a majority of the Board members present at a meeting shall be an act of the Board.
- 6.9 Adjournment of Meetings and Continuance of Hearings. Board meetings may be adjourned in the manner set forth in Government Code Section 54955. Hearings may be continued in the manner set forth in Government Code Section 54955.1.
- 6.10 Public Meetings. All meetings of the Board of Directors shall be open to the public excepting only such meetings which are expressly permitted by Government Code Sections 54956.7, 54956.8, 54956.86, 54956.87, 54956.9, 54956.95, 54957, 54957.1, 54957.6, and 54957.8 or Health and Safety Code Section 32106 to be held in closed session or any other statute that permits a local Healthcare District to meet in closed session.
- 6.11 Minutes. The Clerk of the Board shall cause to be kept at the principal office of the District, a book of minutes of all meetings of the Board of Directors, showing the time and place, whether regular or special, and if special, how authorized, the notice given, the names of the Directors present, and a statement of the vote of the Directors of all motions and resolutions. The Secretary shall countersign all minutes and records of Board proceedings. No minutes shall be kept for any meeting of the Board held in closed session.
- 6.12 Disrupted Meetings. If a meeting is willfully interrupted as defined in Section 54957.9 of the Government Code, the Board may clear the meeting room and consider matters on the agenda. Members of the press shall be allowed to attend any such session, unless they participated in the disturbance or, the matter to be considered is a closed session item. The Board may establish a procedure to readmit others not participating in the disturbance, if they so desire. To the extent this section conflicts with Section 54957.9, that code section shall govern.

ARTICLE 7 BOARD COMMITTEES

- 7.1 Appointment. All committees, whether standing or special (ad hoc) shall be appointed by the President. The chairman of each committee shall be appointed by the President. All committees shall be advisory only to the Board unless otherwise specifically authorized to act by the Board.
- 7.2 Special or Ad Hoc Committees. A special or ad hoc committee is an advisory committee composed solely of the members of the Board which is less than a quorum of the Board, which does not have continuing subject matter jurisdiction,

and does not have a meeting schedule fixed by resolution or formal action of the Board. Special or ad hoc committees may be appointed by the President for special tasks as circumstances warrant, and upon completion of the task for which appointed such special or ad hoc committee shall stand discharged.

- 7.3 Standing Committees. Standing Committees may be appointed as set forth below, and, if appointed, such committees shall continue in existence until discharged by specific action of the Board of Directors. Other standing committees may be appointed from time to time as the Board of Directors may authorize. The District maintains two standing committees, these include:

7.3.1 Personal Committee.

7.3.1.1 Membership. Membership of the Personnel Committee shall consist of at least five (5) voting members: two (2) members of the Board, the Administrator, the Chief Operations Officer and the Human Resources Director.

7.3.1.2 Duties. The Personnel Committee shall be responsible for supervising the personnel planning and operations of the District including recruiting and retention of employees, employee benefits, compensation, and other human resource issues, and such other matters as may be assigned to it from time to time by the Board.

7.3.2 Finance Committee.

Membership. Membership of the Committee shall consist of at least five (5) voting members: two (2) members of the Board (the Treasurer and another board member), the Administrator, Chief Financial Officer and a representative of the hospital Medical Staff.

Duties. The Finance Committee shall be responsible for supervising the financial planning and operations of the District, including the operational and capital budgets, and such other matters as may be assigned to it from time to time by the Board.

- 7.4 Advisors. A committee chairman may invite individuals with expertise in a pertinent area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any committee session.

- 7.5 Meetings and Notice. Meetings of a committee may be called by the President,

the chairman of the committee, or a majority of the committee's voting members.

- 7.6 Quorum. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.
- 7.7 Action by a Committee. Where a quorum of committee members are present, an act of the majority of those members shall constitute an act of the committee. If less than a quorum of the committee is present, no act taken shall be valid unless approved in writing by the absent members. For special or ad hoc committees, action may be taken without a meeting, provided that the act to be taken is in writing and has been signed by all members of the committee.
- 7.8 Term of Committee Members. Committee members shall retain their status as committee members until a successor is appointed, they are removed by the President (subject to the consent of a majority of the Board), they are no longer a board member or, in the case of a special or ad hoc committee, when the purpose of that committee has been achieved.

ARTICLE 8 ADMINISTRATOR

- 8.1 Administrator. The Board of Directors shall select and employ an Administrator, who, subject to such policies as may be adopted, and such orders as may be issued by the Board, or by any of its committees to which it has delegated power for such action, shall have the responsibility, as well as the authority, to function as the Administrator of the institution, translating the Board's policies into actual operation. In such capacity he or she shall have the responsibility for and the authority to:
- 8.1.1 Implement the policies adopted by the Board. By working with standing and special committees of the Board and joint committees of the Medical Staff of the hospital, the Administrator is to participate in elaborating of policies which provide the framework for patient care of high quality at reasonable cost.
- 8.1.2 Maintain District records and minutes of the Board and committee meetings.
- 8.1.3 Control the overall operation of the District, its Facilities and other health services, including out-of-hospital services sponsored by the District. This includes responsibility for coordinating among Facilities and services to avoid unnecessary duplication of services, facilities and personnel, and

control of costs. This also includes responsibility for sound personnel, financial, accounting and statistical information practices, such as preparation of District budgets and forecasts, maintenance of proper financial and patient statistical records, collection of data required by governmental and accrediting agencies, and special studies and reports required for efficient operation of the District.

- 8.1.4 Implement community relations activities, including, as indicated, public appearances, responsive communication with the media.
- 8.1.5 Assist the Board in planning services and facilities and informing the Board of Governmental legislation and regulations and requirements of official agencies and accrediting bodies, which affect the planning and operation of the facilities, services and programs sponsored by the District, and maintenance of appropriate liaison with government and accrediting agencies and implementing actions necessary for compliance.
- 8.1.6 Hire and terminate all employees of the District.
- 8.1.7 Administer professional contracts between the District and Practitioners.
- 8.1.8 Provide the Board and Board committees with adequate staff support.
- 8.1.9 Send periodic reports to the Board and to the Medical Staff on the overall activities of the District and the Facilities, as well as pertinent federal, state and local developments that effect the operation of District Facilities.
- 8.1.10 Provide liaison among the Board, the Medical Staff, and the District's operating entities.
- 8.1.11 Maintain insurance or self-insurance on all physical properties of the District.
- 8.1.12 Designate other individuals by name and position who are, in the order or succession, authorized to act for the Administrator during any period of absence.
- 8.1.13 Develop, amend, promulgate and implement personnel policies for the District. As often as the Administrator deems necessary, but not less than annually, the Board shall designate one of its members or a committee to review all outstanding personnel policies. During such review, all policies which have been amended or newly promulgated since the last review will be specifically highlighted and brought to the Board member's or a committee's attention.

8.1.14 Such other duties as the Board may from time to time direct.

**ARTICLE 9
AUXILIARY ORGANIZATIONS**

- 9.1 Formation. The Board may authorize the formation of auxiliary organizations to assist in the fulfillment of the purposes of the District. Each such organization shall establish its bylaws, rules and regulations, which shall be subject to Board approval and which shall not be inconsistent with these by laws or the policies of the Board.

**ARTICLE 10
CLAIMS AND JUDICIAL REMEDIES**

- 10.1 Judicial Review. Section 1094.6 of the California Code of Civil Procedure shall govern the rights of any person aggrieved by any decision of the Board or the District.
- 10.2 Claims Procedure. Notwithstanding any exceptions contained in Section 905 of the Government Code, no action based on a claim shall be brought against the District unless presented to the District within the time limitations and in the manner prescribed by Section 910 through 915.4 of the Government Code. Such claims shall further be subject to Section 945.4 of the Government Code.

**ARTICLE 11
AMENDMENT**

These bylaws may be amended or repealed by vote of at least three members of the Board at any Board meeting. Such amendments or repeal shall be effective immediately, except as otherwise indicated by the Board.

This Bylaws adopted by the Heffernan Memorial HealthCare District Board of Directors at its meeting held on _____, 2015.

Syliva Bernal, President

BYLAWS

Effective November 24, 2015

HEFFERNAN MEMORIAL

HEALTHCARE DISTRICT

601 Heber Ave, Calexico, CA. 92231

www.heffernanmemorial.org