

# PIONEERS MEMORIAL HEALTHCARE DISTRICT BYLAWS

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Pioneers Memorial Healthcare District Bylaws  
Rev. 2019-09-24

## TABLE OF CONTENTS

ARTICLE 1 DISTRICT INFORMATION .....	1
1.1 Name .....	1
1.2 Principal Place of Operation .....	1
1.3 Title to Property .....	1
1.4 Mission Statement.....	1
1.5 Scope of Bylaws.....	1
ARTICLE 2 DEFINITIONS .....	2
ARTICLE 3 ORGANIZATION, POWERS, AND PURPOSES .....	2
3.1 Organization.....	2
3.2 Powers and Purposes of the District .....	3
3.3 Contracts Requiring Bids .....	3
3.4 Dissolution .....	4
3.5 Profit or Gain .....	4
3.6 Sea.....	4
ARTICLE 4 BOARD.....	4
4.1 Directors.....	4
4.2 General Powers and Duties .....	4
4.3 Operation of Facilities.....	5
4.4 Rates.....	5
4.5 Number and Qualifications.....	5
4.6 Election and Term of Office .....	6
4.7 Vacancies .....	6
4.8 Resignation and Removal .....	7
4.9 Compensation .....	7
4.10 Reimbursable Expenses .....	7
4.11 Directors' Defense and Indemnification.....	8
ARTICLE 5 OFFICERS .....	8
5.1 Officers .....	8
5.2 Duties of President.....	8
5.1 Duties of Vice President .....	9
5.2 Duties of Secretary .....	9
5.3 Duties of Treasurer.....	9
5.4 Duties of Assistant Secretary/Treasurer.....	9
ARTICLE 6 BOARD MEETINGS.....	9
6.1 Board Meeting.....	9
6.2 Regular Meetings .....	9
6.3 Special Meetings.....	9
6.4 Supplemental Board Meetings.....	9
6.5 No Scheduled August Board Meetings.....	9
6.6 Meeting Agendas/Notices.....	10
6.7 Members of the Public .....	11

6.8	Annual Organizational Meeting.....	11
6.9	Quorum .....	11
6.10	Adjournment Of Meetings and Continuance of Hearings.....	11
6.11	Public Meetings .....	11
6.12	Minutes .....	11
6.13	Medical Staff Representation/Medical Staff/Directors' Liaison .....	11
6.14	Disrupted Meetings.....	12
ARTICLE 7 BOARD COMMITTEES.....		12
7.1	Appointment .....	12
7.2	Special or Ad Hoc Committees.....	12
7.3	Standing Committees .....	12
7.4	Advisors .....	12
7.5	Meetings and Notice. ....	12
7.6	Quorum. ....	12
7.7	Action by a Committee .....	12
7.8	Term of Committee Members.....	13
ARTICLE 8 ADMINISTRATOR.....		13
ARTICLE 9 MEDICAL STAFF .....		14
9.1	Organization.....	14
9.2	Medical Staff Bylaws.....	15
9.3	Quality Assurance, Medical Staff Membership and Clinical Privileges.....	15
9.4	Terms and Conditions .....	15
9.5	Procedure. ....	16
9.6	Appellate Review.....	16
9.7	Judicial Review.....	16
ARTICLE 10 QUALITY ASSURANCE/ORGANIZATIONAL PERFORMANCE		
IMPROVEMENT .....		16
10.1	Quality Assurance/Organizational Performance Improvement Plan. ....	16
10.2	Implementation, Evaluation and Monitoring of Quality Assurance/Organizational Performance Improvement Program .....	16
10.3	Risk Management .....	16
10.4	Administrator's Involvement.....	16
ARTICLE 11 AUXILIARY ORGANIZATIONS .....		17
11.1	Formation.....	17
11.2	Healthcare District Auxiliary.....	17
11.3	Pioneers Memorial Hospital Foundation .....	17
ARTICLE 12 CLAIMS AND JUDICIAL REMEDIES.....		17
12.1	Judicial Review.....	17
12.2	Claims Procedure.....	17
ARTICLE 13 AMENDMENT .....		17
ARTICLE 14 REVISIONS TO BYLAWS.....		18

# PIONEERS MEMORIAL HEALTHCARE DISTRICT BYLAWS

## PREAMBLE

PIONEERS 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 PIONEERS MEMORIAL HEALTHCARE DISTRICT.

## ARTICLE 1 DISTRICT INFORMATION

1.1 Name. The name of this Healthcare District has been declared to be the PIONEERS MEMORIAL HEALTHCARE DISTRICT

1.2 Principal Place of Operation. The principal place of operation of the District has been fixed at Pioneers Memorial Hospital, located at 207 West Legion Rd., in the City of Brawley, County of Imperial, and 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 County of Imperial, 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 Pioneers Memorial Healthcare District is to provide the community with Quality healthcare and compassionate service for families of the Imperial Valley.

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

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In the event of any conflict between the Bylaws of the Medical Staff 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, 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 "Hospital" means the Pioneers Memorial Hospital.
- 2.2 "Board" means the Board of Directors of the District.
- 2.3 "District" means the Pioneers Memorial Healthcare District.
- 2.4 "Facility" or "Facilities" means the Hospital and other health care facility or facilities and services operated by the District.
- 2.5 "Medical Staff" means the organized medical staff of Pioneers Memorial Hospital.
- 2.6 "Practitioner" means a person who is eligible to apply for or who has been granted privileges in the Hospital, or, if applicable, another District Facility. Eligibility is determined pursuant to the Bylaws of the Medical Staff, or, if applicable, the rules and regulations of the Facility.

## **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 provide within the limits of community resources, the best facilities and equipment practicable for the acute and continued care of the 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 assure that District employees, and others acting on behalf of the District in rendering patient care, are competent in the following areas, and for the age of the patients served:

3.2.3.1 That they have the ability to obtain and interpret information regarding patient needs;

3.2.3.2 That they are knowledgeable in the relevant aspects of the patient's growth and development; and

3.2.3.3 That they are familiar with and understand the range of treatment needed by these patients.

3.2.4 To conduct educational activities essential to the attainment of its purposes.

3.2.5 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. 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.

3.3.1 Bids do not 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.

3.4 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 and regulations necessary for the administration, governance, protection, and maintenance of hospitals and other facilities under District jurisdiction.

4.2.3 To appoint an Administrator and to define the powers and duties of such appointee in a written statement adopted by the Board.

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4.2.4 Require Medical Staff to notify the Board of Directors upon election or change of the Chief of Staff, Vice Chief of Staff, Secretary-Treasurer, and of all Chairpersons of the various medical departments and services, whose powers and duties shall be defined by the Medical Staff Bylaws and approved by the Board of Directors.

4.2.5 To approve or disapprove all constitutions, bylaws, rules, and regulations including amendments thereof of all affiliated or subordinate organizations.

4.2.6 To establish policies for the operation of this District and any of its Facilities.

4.2.7 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.

4.2.8 To designate by resolution persons who shall have authority to sign checks drawn on the funds of the District.

4.2.9 To negotiate or enter into agreements with independent contractors, including, but not limited to, physicians and paramedical personnel.

4.2.10 To provide for strategic institutional planning, to meet the health needs of the community.

4.2.11 To evaluate its own performance from time to time.

4.2.12 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.

4.2.13 To approve an annual operating budget, develop long-term capital expenditure plans and monitor implementation of those plans.

4.2.14 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 4.5.2 and 4.5.3, and consistent with Health and Safety Code Section 32110, 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 4.5, a hospital shall be considered to serve the same area as a District Hospital when more than 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 11 of the Elections Code.

4.9 Compensation. The Board shall be compensated \$100.00 for each of the regular monthly board meetings that they attend, not to exceed five (5) meetings per month, in accordance with Health and Safety Code Section 32103.

4.10 Reimbursable Expenses. When Board members attend conferences, education activities, or other activities during the performance of official duties, and those events

require overnight accommodations, lodging, meals and travel, such reasonable expenses may be reimbursed by the District.

**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 (i.e., official duties); 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.

4.11.4 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.

## **ARTICLE 5 OFFICERS**

**5.1 Officers.** At its first regular meeting following the first Friday in December of each year, the Board shall select from its members a President, Vice President, Secretary, Treasurer, and Assistant Secretary/Treasurer.

**5.2 Duties of President.** Duties of the President shall include, but are not necessarily limited to:

5.2.1 Presiding over all meetings of the Board of Directors.

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

5.2.3 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. 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. 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 Treasurer. Duties of the Treasurer shall include the safekeeping and disbursement of the funds in the treasury of the district.

5.6 Duties of Assistant Secretary/Treasurer. Duties of the Assistant Secretary/Treasurer shall include the exercise of all powers and performance of all duties of the Secretary and/or the Treasurer, in the event of the Secretary's and/or the Treasurer's absence or unavailability to perform his or her duties.

## **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 Supplemental Board Meetings. A supplemental meeting of the Board may be held to accommodate additional board business during the same month in which a regular Board Meeting is held, and shall be subject to all applicable regulations that apply to a regular Board Meeting.

6.5 No Scheduled August Board Meetings. The Board shall not meet for any regularly scheduled board meetings during the month of July. Regularly scheduled meetings include both regular board meetings and supplemental Board meetings.

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6.5.1 Notwithstanding the absence of regularly scheduled board meetings in July, the Board reserves the right to call a Special Meeting, if deemed appropriate by the Board Chair, pursuant to Section 6.3 above.

## 6.6 Meeting Agendas/Notices.

6.6.1 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:

6.6.1.1 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.

6.6.1.2 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.

6.6.1.3 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.

6.6.1.4 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.

6.6.2 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

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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.

6.7 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.

6.8 Annual Organizational Meeting. The Board shall, at its first regular meeting following the first Friday in December of each calendar year, elect its officers.

6.9 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.

6.10 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.

6.11 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.

6.12 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.

6.13 Medical Staff Representation/Medical Staff/Directors' Liaison. The duly elected Chief of Staff of the Hospital Medical Staff, or his or her designee, shall be entitled and encouraged to attend all meetings of the Board of Directors except closed sessions, unless his or her presence is requested. Regular directors' meeting agendas shall include, and the Chief of Staff shall be encouraged to provide, a report, to the Board regarding matters of business involving or pertaining to the Hospital Medical Staff. The Chief of Staff, or his or her designee shall have the right to participate in board discussions and deliberations,

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however, he or she shall not have the right to vote on any matters.

6.14 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. Each Standing Committee shall have advisory powers only and shall make recommendations to the Board. The District maintains two standing committees, these include:

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 Chief Executive Officer will act as 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 a 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, all personnel policies will be reviewed. During such review, all policies which have been amended or newly promulgated since the last review will be brought to the Board for approval.

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

## **ARTICLE 9 MEDICAL STAFF**

9.1 Organization. There shall be a separate Medical Staff organization for the District's Hospital with appropriate officers and bylaws and with staff appointment on at least a biennial basis. The Medical Staff of each Hospital shall be self-governing with respect to the professional work performed in that Hospital. Membership in the respective Medical Staff organization shall be a prerequisite to the exercise of clinical privileges in each Hospital, except as otherwise specifically provided in the Medical Staff bylaws.

9.1.1 District Facilities other than the Hospital may also have professional personnel organized as a medical or professional staff, when deemed appropriate by the Board pursuant to applicable law and The Joint Commission and/or other appropriate licensure and accreditation standards. The Board shall establish the rules and regulations applicable to any such staff and shall delegate such responsibilities, and perform such functions, as may be required by applicable law and The Joint Commission and/or other

appropriate licensure and accreditation standards. To the extent provided by such rules, regulations, laws and standards, the medical or professional staffs of such Facilities shall perform those functions specified in this Article 9.

9.2 Medical Staff Bylaws. Medical Staff shall propose and adopt by vote bylaws, rules and regulations for its internal governance which shall be subject to, and effective upon, Board approval, which shall not be unreasonably withheld. These bylaws shall be known as the Bylaws of the Medical Staff. The bylaws, rules and regulations shall be periodically reviewed for consistency with Hospital policy and applicable legal or other requirements. The bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staff by the Board. The bylaws, rules and regulations shall state the purpose, functions and organization of the Medical Staff and shall set forth the policies by which the Medical Staff exercises and accounts for its delegated authority and responsibilities. The bylaws, rules and regulations shall also establish mechanisms for the selection by the Medical Staff of its officers, departmental chairpersons and committees. The Bylaws of the Medical Staff shall include those matters required by Section 32128 of the California Health and Safety Code, as the same may be amended from time to time.

9.3 Quality Assurance, Medical Staff Membership and Clinical Privileges. Membership on the Medical Staff shall be restricted to Practitioners who are competent in their respective fields, worthy in character and in professional ethics, and who are currently licensed by the State of California. The bylaws of the Medical Staffs may provide for additional qualifications of membership and privileges, as appropriate. The Board shall also require mechanisms to assure the provision of one level of care in each Facility, and to assure that patients with the same health problem are receiving a consistent and appropriate level of care. The Board, through the Hospital's Administration, shall provide whatever administrative assistance is reasonably necessary to support and facilitate these activities. The Board hereby delegates to the Medical Staff the responsibility and authority to carry out these activities including the investigation and evaluation of all matters relating to Medical Staff membership status, clinical privileges and corrective action. The Medical Staff shall forward to the Board specific written recommendations with appropriate supporting documentation that will allow the Board to take informed action. Final action on all matters relating to Medical Staff quality management, membership status, clinical privileges and corrective action shall be taken by the Board after considering the Medical Staff recommendations. The Board shall utilize the advice of the Medical Staff in granting and defining the scope of clinical privileges to individuals, commensurate with their qualifications, experience and present capabilities. No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, creed, color or national origin, or on the basis of any other criterion lacking professional justification, including, but not limited to, exclusions from the Medical Staff solely because he or she is licensed by the Osteopathic Medical Board of California.

9.4 Terms and Conditions. The terms and conditions of membership status in the Medical Staff, and of the exercise of clinical privileges, shall be as specified in the Bylaws of the Medical Staff.

9.5 Procedure. The procedure to be followed by the Medical Staff and the Board in acting on matters of membership status, clinical privileges, and corrective action, shall be specified in the Bylaws of the Medical Staff.

9.6 Appellate Review. Any adverse action taken by the Board with respect to a Practitioners Medical Staff status or clinical privileges, shall, except under circumstances for which specific provision is made in the Medical Staff bylaws, be subject to the practitioner's right to an appellate review in accordance with procedures set forth in the Medical Staff Bylaws.

9.7 Judicial Review. Section 1094.6 of the California Code of Civil Procedure shall govern the rights of any person aggrieved by the final decision of the Board, either with respect to a decision pertaining to a Medical Staff issue or any other issue whatsoever upon which the Board may act.

## **ARTICLE 10 QUALITY ASSURANCE/ORGANIZATIONAL PERFORMANCE IMPROVEMENT**

10.1 Quality Assurance/Organizational Performance Improvement Plan. From time to time, in consultation with appropriate Medical Staff Committees, the Board shall adopt and implement a Quality Assurance Program and Performance Improvement Program for the Hospital.

10.2 Implementation, Evaluation and Monitoring of Quality Assurance/Organizational Performance Improvement Program. The Medical Staff and staffs of the Hospital departments and services are required to implement and report on the activities and mechanisms for monitoring and evaluation of quality of patient care, for identifying and resolving problems, and for identifying opportunities to improve patient care and leadership. These areas shall, at a minimum, include: patient rights and organizational ethics, patient assessment, patient care, education (patient, family, community and staff), continuance of care, improving organizational performance, providing a framework for planning, directing, coordinating, providing and improving health care services that are responsive to community and patient needs and that improve patient health outcomes, the environment of care, human resources and information, and infection control.

10.3 Risk Management. In addition to quality assurance and organizational performance improvement functions, the Board will provide resources and support systems for risk management functions related to patient care and the safety of patients, staff, practitioners and the community.

10.4 Administrator's Involvement. At all times, the Administrator shall carry out the policies of the Board of Directors supporting these activities and mechanisms.

## **ARTICLE 11 AUXILIARY ORGANIZATIONS**

11.1 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.

11.2 Healthcare District Auxiliary. The Pioneers Memorial Healthcare District Auxiliary, a non-profit California corporation, shall be and is hereby recognized as an organization, the activities of which shall include promotion and advancement of the welfare of Pioneers Memorial Hospital and its patients.

11.3 Pioneers Memorial Hospital Foundation. The Pioneers Memorial Hospital Foundation, a non-profit California corporation, shall be and is hereby recognized as an organization, which supports the District through the solicitation, receipt and prudent administration of gifts from individuals, corporations, private foundations and grant-making entities.

## **ARTICLE 12 CLAIMS AND JUDICIAL REMEDIES**

12.1 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.

12.2 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 13 AMENDMENT**

13.1 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.

**ARTICLE 14  
REVISIONS TO BYLAWS**

Approved: 4-22-82  
Reviewed: 5-30-83  
Revised: 3-26-84  
Revised: 9-30-85  
Revised: 3-26-90 \*Complete Review and Update  
Revised: 3-29-93  
Revised: 4-26-93  
Revised: 7-26-93  
Revised: 1-24-94  
Revised: 3-28-94  
Revised: 4-25-94  
Revised: 7-24-95  
Revised: 11-27-95\*Complete Review and Update  
Revised: 12-11-95  
Revised: approved 03/05  
Revised: 3/22/2010 Complete Review and Update  
Revised: 12/18/2014 Complete Review and Update  
Revised: 1/4/2018 Complete Review and Update  
Revised: 6/20/2018  
Revised: 9/24/2019 Review and updated at the direction of the Board

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## ADOPTION OF AMENDED AND RESTATED BYLAWS

Approved and adopted by Resolution No. 2019-03 at a meeting of the Board of Directors of Pioneers Memorial Healthcare District, duly held on September 24, 2019.

### CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of Pioneers Memorial Healthcare District, a public hospital district, and the above Amended and Restated Bylaws, consisting of 20 pages, are the Bylaws of the Pioneers Memorial Healthcare District as adopted pursuant to the required affirmative vote of the Board of Directors of Pioneers Memorial Healthcare District as amended and restated on September 24, 2019.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on September 24, 2019.

Nickolas P. Aguirre  
Nickolas P. Aguirre, PMHD Board of Directors