

BYLAWS OF ALTA HEALTHCARE DISTRICT

2021 Version

ARTICLE I. DEFINITIONS

- 1.1. “Chairperson” means the District’s chief executive Officer selected by and responsible to the Board for management of all operations.
- 1.2. “Board” means the Board of Directors of the District.
- 1.3. “Director” means a member of the Board.
- 1.4. “District” means the Alta Healthcare District.
- 1.5. “Officer” shall mean those designated to fill an Officer position for the District.

ARTICLE II. ORGANIZATION, POWERS AND PURPOSES

- 2.1. **ORGANIZATION.** The District is a political subdivision of the State of California organized under the Local Healthcare District Law, Division 23 of the Health & Safety Code.
- 2.2. **PURPOSES AND POWERS.** The District is organized for the purposes described in the Local Healthcare District Law and shall have and exercise such powers in the furtherance of its purposes as are now or may hereafter be set forth in the Local Healthcare District Law and any other applicable statutes, rules or regulations of the State of California. All actions and activities of the Board and each Director and Officer in undertaking duties related to District Business shall be strictly non-partisan.
- 2.3. **MISSION STATEMENT.** We exist to enhance the physical and mental health of all residents of the District from conception to final passing.

ARTICLE III. OFFICES

- 3.1. **PRINCIPAL OFFICE.** The District has no physical address at this time but the mailing address is P.O. Box 410, Orosi, California 93647, Dinuba, California 93618. The Board may establish a physical address in the future provided it remains within the District boundaries.
- 3.2. **OTHER OFFICES.** Additionally, Branch or subordinate office may, at any time, be established by the Board at any place or places within the District.

ARTICLE IV. BOARD

- 4.1. **GENERAL POWERS.** 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.

4.2. **NUMBER AND QUALIFICATION.** The Board shall consist of five (5) members, each of whom shall be a registered voter residing in the District.

4.3. **ZONES.** The District is divided into five (5) Zones and the Board shall be made up of one Director who resides in each of those Zones. The Zones shall be redrawn as soon as practical after each national census every ten (10) years.

4.4. **ELECTION AND TERM OF OFFICE.** Elections shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which time 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 an election based on Zones and shall be consolidated with the statewide general election. The candidate receiving the highest number of votes (plurality) for the Zones to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four (4) 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.

4.5. **COMPENSATION.** Directors shall be compensated at the Board approved rate as authorized by the Health and Safety Code Section 32103.

4.6. **VACANCY DUE TO ABSENCES.** If a Director is absent from any three (3) consecutive regular scheduled meetings of the Board that Director's position on the Board shall be deemed vacant.

4.7. **FILLING VACANCIES.** Within sixty (60) days of a Board vacancy created by absences or the events enumerated in Government Code Section 1770 (a) through (l) the remaining Board shall fill the vacancy in the manner prescribed by Government Code Section 1780. The Board may fill the vacancy but only after posting notice of the vacancy for at least fifteen (15) days in three conspicuous places within the Zone which has the vacancy. The person thus appointed must reside in the Zone where the vacancy occurs. The appointed Board member shall assume the Board position until the next general election as set forth in Section 4.4 above.

ARTICLE V. BOARD MEETINGS

5.1. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at 11:30 a.m. on the third Thursday of the month every two months starting in January of each year. The location of the meetings shall be set by the Board and included in the posted notice of the agenda. If any regular meeting falls on a day that is inconvenient for two or more Board members, then the date may be shifted by the Chairperson to a more convenient date provided appropriate notice is given.

5.2. **ORGANIZATION MEETING.** In addition to the regular meetings, the Board will hold its annual organizational meeting on the third Thursday in December. If it is an even number year any recently elected Board members shall be sworn in. The Board shall elect at this

meeting a Chairperson and a Vice Chairperson. The Chairperson shall appoint a Clerk of the Board and a Chief Fiscal Officer at this meeting. At this meeting, the Board shall review all current Board policies and determine if any changes should be made.

5.3. **SPECIAL MEETINGS.** A special meeting may be called at any time by the Chairperson, or by three (3) Board members, by delivering written notice to each Board member and to each local newspaper of general circulation, radio or television station requesting such notice in writing, personally or by mail. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at special meetings. Such written notice may be dispensed with as to any Board member who at, or prior to the time the meeting convenes, files with the Secretary a written waiver of notice. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

5.4. **QUORUM.** A majority of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

5.5. **ADJOURNMENT.** The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the Order of Adjournment. Less than a quorum may so adjourn from time to time. A copy of the Order or Notice of Adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of the adjournment.

5.6. **RULES AND REGULATIONS.** The Board may adopt rules and regulations governing the Board, the District, its facilities and programs, which rules and regulations shall not conflict with these bylaws.

5.7. **RULES OF ORDER.** Unless otherwise provided by law, these bylaws, or Board rules, Board meeting procedures shall be in accordance with Robert's Rules of Order Newly Revised. However, technical failures to follow Robert's Rules shall not invalidate any action taken. The Chairperson may make and second motions and vote in the same manner as other Board members.

5.8. **ETHICS AND TRANSPARENCY.** In addition to conducting all District business in compliance with the California Open Meetings Law ("Brown Act") the Board has adopted a Conflicts of Interest Policy which shall be followed by all Officers and Directors of the District at all times. At the Annual Meeting in December, the District Counsel shall review all District policies with Board including, but not limited to, the Brown Act and the Conflict of Interest Policy. Each Officer and Director shall sign the Conflict of Interest Policy annually.

5.9. **STATEMENT OF ECONOMIC INTERESTS.** Each District Officer and Director designated as a reporter pursuant to District policy pursuant to the regulations of the California Fair Political Practices Commission (FPPC) shall fill out and deliver to the Clerk of the Board for filing Form 700 from the FPPC. Additionally, at least every two (2) years each reporter under District Policy shall take District approved ethics training. The training shall take place within

sixty (60) days of the annual meeting in even years.

ARTICLE VI. COMMITTEES

6.1. **APPOINTMENT.** All Board committees and their chairpersons, whether standing or special (ad hoc), shall be appointed by the Chairperson. There shall be three (3) standing committees consisting of a Policy and Practices Committee, an Audit and Fiscal Review Committee, and a Grant Application Review Committee. No Board member shall serve on more than two of the three committees.

6.2. **STANDING COMMITTEES.** Standing committees shall meet periodically to review reports from the Chairperson, legal counsel, and consultants relating to the particular subject matter of the committee. The Committees do not make final decisions regarding any matter; they only make recommendations to the entire Board. Each committee has the power to place any matter within its responsibility on the District's agenda. There shall be the following standing committees:

a. **Policy and Practices Committee.** This committee reviews and recommends updates to the District's bylaws, policies and procedures. It also reviews compliance by all Officers and Directors of the District to the policies and procedures.

b. **Audit and Fiscal Review Committee.** This committee shall be responsible for review and recommendations regarding budgetary and financial matters related to the District including the annual audit. This will include review of the District's investment practices.

6.3. **SPECIAL COMMITTEES.** Special committees may be appointed by the Chairperson for special tasks as circumstances warrant, and upon completion of the task for which appointed such special committee shall stand discharged.

6.4. **CONSULTANTS.** A committee chairperson may invite additional individuals with expertise in a pertinent area to meet with and assist the committee. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any committee session. A committee chairperson may exclude any or all consultants from attending a committee meeting.

6.5. **MEETINGS AND NOTICE.** Meetings of a committee may be called by the Chairperson of the Board or the Chairperson of the Committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.

ARTICLE VII. OFFICERS

7.1. **CHAIRPERSON.** The Board shall elect one of its members as Chairperson, who shall hold office until a successor is elected. The Chairperson shall be the principal Officer of the District and the Board, and shall preside at all meetings of the Board. The Chairperson shall appoint all Board committee members and committee chairpersons and shall perform all duties

incident to the office and such other duties as may be prescribed by the Board from time to time.

7.2. **VICE CHAIRPERSON.** The Board shall elect one of its members as Vice Chairperson, who shall hold office until a successor is elected. If the Chairperson is unavailable, the Vice Chairperson shall perform the duties of the Chairperson.

7.3. **CLERK OF THE BOARD.** The Board shall elect a Clerk of the Board, which among their duties, shall serve as corporate secretary, who shall hold office until a successor is elected. The Clerk of the Board shall provide for the keeping of minutes of all meetings of the Board. The Clerk of the Board shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law and shall act as custodian of District records, reports and the District's seal. In the absence of the Clerk of the Board, the Chairperson may designate someone to act as the Clerk of the Board. The Board shall approve a job description for the Clerk of the Board.

7.4. **CHIEF FISCAL OFFICER.** The Board shall elect a Chief Fiscal Officer of the Board, which among their duties shall serve as corporate treasurer. The Chief Fiscal Officer shall hold office until a successor is elected. In addition to preparing the budget and other financial reports for the District, the Chief Fiscal Officer shall be charged with the safekeeping and disbursement of the funds in the Treasury of the District. The Chief Fiscal Officer shall also supervise and report to the Board on the investments of the District. The Board shall approve a job description for the Chief Fiscal Officer.

7.5. **ELECTION OF OFFICERS.** Election of Officers shall take place at the annual meeting each December.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

8.1 **AMENDMENTS.** These bylaws may be amended or repealed by vote of at least three members of the Board at any duly notice Board meeting. Such amendments or repeal shall be effective immediately.

8.2 **PUBLIC RECORDS.** Except for minutes from any duly called executive session, all books and records are public documents and available for public viewing and copying. Reasonable accommodations are to be made to provide for any requests for document review or copies. A reasonable charge can be made for any copies of documents being supplied.

8.3 **DESTRUCTION OF RECORDS.** The Board may authorize at any time the destruction or disposition of any duplicate record, paper, or document, the original or a permanent photographic record of which is in the files of Clerk of the Board.

8.4 **HARASSMENT TRAINING.** The State of California requires that harassment training be conducted for all personnel of the District every two (2) years. During the month of April every odd numbered year the Board shall take and complete State approved supervisor's training along with any employed supervisors. If there are non-supervisory employees of the District the Board shall confirm that the non-supervisory employees take and complete appropriate State approved training for non-supervisory employees. If this training can not be scheduled in April

in odd number years then it shall be completed no later than the end of May in odd numbered years.

8.5 OTHER DISTRICT POLICY DOCUMENTS. These bylaws are one of several District documents setting out policy and procedures. To the greatest extent possible they are to be read to operate consistent with one and another. In the event of an irreconcilable conflict, these bylaws shall control.

8.6 INTERPRETATION OF BYLAWS. The terms of these bylaws shall be interpreted consistently with the enabling legislation for California Healthcare Districts (Health and Safety Code Section 32000 et. seq.). Where not specifically defined in the Health and Safety Code words shall have their common use meaning.

Certification

I, Irene Clements, am the Clerk of the Board for the Alta Healthcare District. I certify that the above bylaws were duly adopted at a regular scheduled meeting of the Alta Healthcare District Board of Directors on _____, 2021. Except as noted, they have not been amended since that date.

Date: _____

Irene Clements, Clerk of the Board
Alta Healthcare District