

Board Meeting

Governance Meeting - March 10, 2026

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Mission

* Strong Stewardship * Ethical Oversight *
*Eternal Local Access *

Vision Statement

To be an energized, high performing advocate for the communities we serve, our patients and our staff. The board governs with an eye on the future of health care and its effects on the District and patient care. The Board is committed to continuous evaluation, dedication to our mission, and improvements as a board.

Values

* Integrity * Innovate Vision * Stewardship * Teamwork *

NOTICE

NORTHERN INYO HEALTHCARE DISTRICT Board of Directors' Governance Committee Meeting

March 10, 2026 at 2:00 pm

The Governance Committee will meet in person at 150 Pioneer Lane. Members of the public will be allowed to attend in person or via Zoom. Public comments can be made in person or via Zoom.

TO CONNECT VIA ZOOM: (A link is also available on the NIHD Website)

<https://us06web.zoom.us/j/86114057527>

Webinar ID: 861 1405 7527

Passcode: 898843

PHONE CONNECTION:

(669) 444-9171

(253) 215-8782

Webinar ID: 861 1405 7527

-
1. Call to Order at 2:00 pm
 2. Public Comment: At this time, members of the audience may speak only on items listed on this Notice. Each speaker is limited to a maximum of three (3) minutes, with a total of thirty (30) minutes for all public comments unless modified by the Chair. The Board is prohibited from discussing or taking action on items not listed on this Notice. Speaking time may not be transferred to another person, except when arrangements have been made in advance for a designated spokesperson to represent a large group. Comments must be brief, non-repetitive, and respectful.
 3. Old Business
 - a) Board Self-Assessment Action Plan Checklist – Information Item
 4. New Business
 - a) Meeting Minutes – January 13, 2026 – Action Item
 - b) Board Resolution, Consolidated Election – Action Item
 - c) Advocacy Update – Information Item
 - i) Legislative Affairs Lobbyist – Action Item

- ii) CSDA Site visit with legislators – Information item
 - iii) Representative Tangipa, Bill for Financial Support – Information Item
 - d) Potential for Joint Meeting with NIHD Board of Directors and SMHD Board of Directors, CEOs – Action Item
 - e) Legal Claims – Information Item
 - f) Hospital Events – Information Item
 - g) Board Bylaws – Action Item
5. General Information from Board Members – Information Item
6. Adjournment

In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a District Board Governance Committee meeting, please contact the administration at (760) 873-2838 at least 24 hours prior to the meeting.

Board Self-Assessment Action Plan

August 2025 – Early Starts (Already in Progress)

Board Communication & Engagement Foundations

- CEO begins weekly updates (emails), urgent calls, and voice memos for non-urgent issues.
- Board Clerk clarifies process for Board members to request agenda items (Governance Committee discussion).
- COO coordinates hospital tours or rounding opportunities for Board members.

Governance & Strategic Direction

- Share Board self-assessment presentation slides with the Board.
- Governance Committee reviews Mission, Vision, and Values alongside the Strategic Plan.
- Document shared expectations for incoming CEO to guide hiring/onboarding.
- Board remains actively involved in finalizing CEO hiring process.

Community Engagement

- Marketing and Board Clerk draft public-facing calendar of community events.
 - Board and CEO (with Marketing/Clerk) maintain and promote the community event calendar.
-

September 2025 – Foundations, Compliance & Meeting Conduct

Compliance & Meeting Rules

- Confirm Directors and Officers (D&O) liability coverage for executive staff.
- Legal Counsel conducts Brown Act training.
- Chair implements Robert's Rules of Order sequencing consistently at meetings.
- CEO informs staff that non-presenters attend Board meetings as members of the public only.
- Board sustains collaborative tone and incorporates individual member strengths into decision-making.

Governance Tools & Communication Protocols

- Governance Committee reviews and updates the Board's Code of Conduct.
- CEO and Executive Team develop vetting process for staff-generated agenda items.
- Board and CEO define the Board's role at community events.

Financial Oversight & Engagement

- Finance Committee continues monitoring financial turnaround progress (standing).
 - Board participates in staff appreciation efforts (employees, providers, volunteers).
-

October 2025 – Strategic Direction & Partnerships

Governance & Culture

Board begins discussion on documenting/formalizing how Board diversity and member strengths support governance.

Strategic Planning

- Governance Committee meets to discuss long-term vision and service line strategy. Includes physician recruitment as part of service line strategy.
 - Board explores partnership opportunities (Mammoth, Toiyabe, Southern Inyo, Valley Health).
 - Board and CEO discuss Northern Inyo Healthcare District's (NIHD) role in restoring access in Northern Mono County (Bridgeport Clinic).
-

November 2025 – Engagement & Oversight

Community & Staff Engagement

- Foundation and Auxiliary begin presenting regular updates at Board meetings.
- Board and Foundation host a provider/community recognition event.

Workforce Development

- Executive Team updates Board on physician recruitment and workforce development initiatives.

Oversight & Infrastructure

- CEO and IT Team review IT infrastructure and report findings.
 - Finance Committee reviews billing issues and reports to the Board.
-

December 2025 – CEO Evaluation & Closing the Loop

CEO Evaluation Process

- Board refines CEO evaluation process (format, frequency, 360-degree feedback).

Board Development

- Full Board revisits Board self-assessment themes to close the feedback loop.

- CALL TO ORDER** Northern Inyo Healthcare District (NIHD) Governance Chair Lent called the meeting to order at 2:06 pm.
- PRESENT** David Lent, Governance Chair
Jean Turner, Governance Alternate

Christian Wallis, Chief Executive Officer
Allison Partridge, Chief Operations Officer / Chief Nursing Officer
Adam Hawkins, Chief Medical Officer

Patty Dickson, Compliance Officer
- PUBLIC COMMENT** Chair Lent reported that at this time, audience members may speak on any items on the agenda that are within the jurisdiction of the Board.

Public Comment: None
- BOARD SELF-ASSESSMENT ACTION PLAN CHECKLIST** Staff provided an update on the Board Self-Assessment Action Plan Checklist, noting that the Committee remains largely in the same position as the prior month, with most remaining items intended to be addressed during the upcoming Board seminar/off-site. One additional item—Executive Team updates related to physician recruitment and workforce development initiatives—was marked complete, as these updates are now routinely included in the CEO’s communications to the Board. All other unchecked items were confirmed as deferred to the planned Board seminar.

Public Comment: None
- ADVOCACY PLATFORM** Staff presented a concise draft Board Advocacy Platform outlining priority focus areas to guide the District’s legislative review and advocacy efforts. The platform is intentionally brief and centers on critical access hospital priorities, rural health and frontier communities, special districts, and broader health policy issues. Staff explained that the platform is intended to support review of state legislation during the active bill introduction period, which runs through mid-February.

Public Comment: None

Motion by Turner to approve the Advocacy Platform
2nd: Lent
Pass: 2-0
- CIVILITY AND CODE OF CONDUCT POLICY** Staff presented revisions to the Civility and Code of Conduct Policy, noting the changes were the addition of media-related provisions.

Public Comment: None

Motion by Turner to approve the Civility and Code of Conduct Policy
2nd: Lent

Pass: 2-0

GOVERNANCE
COMMITTEE CHARTER

Staff presented the revised Governance Committee Charter, explaining that it is part of an effort to standardize committee charters so they are consistent in format, purpose, and structure across all Board committees.

Public Comment: None

Motion by Turner to approve the Governance Committee Charter

2nd: Lent

Pass: 2-0

ONBOARDING AND
CONTINUING
EDUCATION OF BOARD
MEMBER POLICY

Staff presented a policy based on the recent onboarding process used for a new Board member, and the Committee requested the policy be updated to include a mechanism for Board members to identify or request onboarding and continuing education needs rather than relying solely on administration.

Public Comment: None

Motion by Turner to approve the Onboarding and Continuing Education of Board Member Policy with the addition noted

2nd: Lent

Pass: 2-0

PURCHASING AND
SIGNATURE AUTHORITY

Staff presented revisions to the Purchase and Signature Authority, noting the updates were brought forward to add clarification regarding the CEO's emergency spending authority.

Public Comment: None

Motion by Turner to approve the Purchasing and Signature Authority

2nd: Lent

Pass: 2-0

MEETING MINUTES

Public Comment: None

Motion by Turner to approve the meeting minutes for December 9, 2025

2nd: Lent

Pass: 2-0

GENERAL INFORMATION

None

Adjournment

Adjourn at 2:41 pm.

David Lent
Northern Inyo Healthcare District

Governance Chair

Attest: _____
Laura Smith
Northern Inyo Healthcare District
Governance Vice-Chair

RESOLUTION NO. 26-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
NORTHERN INYO HEALTHCARE DISTRICT
REQUESTING CONSOLIDATION OF ELECTION**

WHEREAS, it is necessary that four (4) directors be elected to the Board of Directors of Northern Inyo Healthcare District, one each from Zones I, II, III, and V of said District; and

WHEREAS, the Board of Directors desires to consolidate the District election with the statewide general election to be held on November 3, 2026.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Northern Inyo Healthcare District hereby requests that the Inyo County Elections Office consolidate the election of directors of the District with the statewide election to be held on November 3, 2026.

BE IT FURTHER RESOLVED that the Hospital Chief Executive Officer be, and is hereby, directed to file copies of this Resolution with the Inyo County Elections Office of the County of Inyo, State of California.

Adopted, signed, and approved this 18th day of March, 2026.

Melissa Best-Baker, Chair

Attest:

Ashley Reed, Board Clerk



DATE: March 2026
TO: Board of Directors, Northern Inyo Healthcare District
FROM: Christian Wallis, CEO
RE: Legislative Affairs Lobbyist

MEMORANDUM

Background

Each year, the California Legislature introduces a large number of bills that may affect healthcare providers, public hospital districts, and rural healthcare systems. These proposals may address healthcare funding, regulatory requirements, workforce issues, and public health policy. Legislative decisions at the state level can directly impact the District's operations and its ability to serve the community.

Discussion

Given the volume and complexity of legislation introduced each year, engaging a legislative affairs lobbyist would help the District identify proposals that may affect rural healthcare providers and hospital districts. A lobbyist would review relevant legislation, provide analysis of potential operational, financial, and regulatory impacts, and advise when the District may wish to support or oppose proposed measures.

This support would allow the District to respond in a timely manner by submitting letters of support or opposition and communicating the District's perspective to policymakers when appropriate.

The proposed engagement would be for twelve months at a rate of approximately \$3,000 to \$4,000 per month, for an estimated annual cost of \$36,000 to \$48,000.

Recommendation

Staff recommends that the District consider engaging a legislative affairs lobbyist to provide legislative monitoring, analysis, and advocacy support during the California legislative session each year. The proposed engagement would be for twelve months at a rate of approximately \$3,000 to \$4,000 per month.

Approval of this recommendation would allow staff to move forward with identifying and contracting with a qualified legislative affairs professional to support the District's legislative priorities and advocacy efforts.



NORTHERN INYO HEALTHCARE DISTRICT
One Team. One Goal. Your Health.

NORTHERN INYO HEALTHCARE DISTRICT

BYLAWS



ADOPTED BY THE
NORTHERN INYO HEALTHCARE DISTRICT
BOARD OF DIRECTORS

REVISED AND ADOPTED IN CONFORMANCE WITH THE LOCAL HEALTH CARE DISTRICT
LAW (DIVISION 23, COMMENCING WITH SECTION 32000 OF THE CALIFORNIA HEALTH
AND SAFETY CODE) ON FEBRUARY 21, 2024

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ARTICLE I NAME, AUTHORITY, AND OFFICES

Section 1. NAME

The name of this non-profit health care district organization shall be the Northern Inyo Healthcare District, hereinafter "the District".

Section 2. AUTHORITY

- a) This District, having been established January 11, 1946, by vote of the residents of the District under the provisions of Division 23, commencing with Section 32000 of the California Health and Safety Code, otherwise known as the Local Health Care District Law, and ever since said time having been operated thereunder, these bylaws are adopted in conformance therewith, and subject to the provisions thereof.
- b) In the event of any conflict between these bylaws and the Local Health Care District Law, the latter shall prevail. To the extent they are not in conflict with these bylaws, the proceedings of the District Board shall be guided by the most recent edition of Robert's Rules of Order.

Section 3. OFFICES

The principal office for the transaction of business of the District is hereby fixed within the boundaries of the District as determined by the Board of Directors.

Section 4. TITLE OF PROPERTY

The title to all property of the District shall be vested in the District, and the signature of the Chair and/or Secretary, or any officer designated by the Directors, as authorized at any meeting of the Directors, shall constitute the proper authority for the purchase or sale of property, or for the investment or other disposal of funds which are subject to the control of the District.

ARTICLE II PURPOSES AND SCOPE

Section 1. PURPOSES

The purposes of the Northern Inyo Healthcare District shall include, but not be limited to the following:

- a) Within available resources, to provide facilities and health services for quality acute and continued care of the injured and ill, including health maintenance and education, regardless of sex, race, creed, cultural or national origin.
- b) To coordinate, wherever possible and feasible, the activities of the District with health agencies and other health facilities providing specialized as well as comprehensive care.
- c) To conduct educational and research activities essential to the attainment of its purposes.
- d) To do any and all other acts necessary to carry out the provisions of the Health Care District Law.

Section 2. SCOPE OF BYLAWS

- a) These bylaws shall govern the Northern Inyo Healthcare District, its Board of Directors, and its relationship to affiliated or subordinate organizations. The primary purpose of these bylaws is to provide rules for the self-governance of the District and the Board of Directors, to provide a structure for the Board of Directors to fulfill its functions and responsibilities with respect to an organized self-governing Medical Staff, and to provide a structure for Administration of the licensed healthcare inpatient and outpatient facilities operated by the District (specifically Northern Inyo Hospital, 1206 D and 1206 B clinics).
- b) The Board of Directors may delegate certain powers to the Authority of the Board's committees, the Medical Staff, and to other affiliated and subordinate organizations and groups governed by the District, such powers to be exercised in accordance with the respective bylaws or guidelines of such groups. All powers and functions not expressly delegated to such affiliated or subordinate organizations or groups are to be considered residual powers vested in the Board of Directors of this District.
- c) The Bylaws, Rules and Regulations of the Medical Staff and other affiliated and subordinate organizations and groups governed by the District, and any amendments to such bylaws, shall not be effective until the same are approved by the Board of Directors of the Northern Inyo Healthcare District. The provisions of these District bylaws shall be construed to be consistent with the Medical Staff's bylaws. Except that these Bylaws shall not conflict with the bylaws of the Medical Staff as approved by the Board of Directors, the Board of Directors may review these Bylaws and revise them as it deems appropriate.

Section 3. TAX EXEMPT STATUS

There shall be no contemplation of profit or pecuniary gain, and no distribution of profits to any individual, under any guise whatsoever; nor shall there be any distribution of assets or surpluses to any individual on the dissolution of this District.

Section 4. DISPOSITION OF SURPLUS

Should the operation of the District result in a surplus of revenue over expenses during any particular period, such surplus may be used and dealt with by the Directors for charitable District purposes or for improvements hospital's facilities for the care of the sick, injured, or disabled, or for other purposes not inconsistent with the Local Health Care District Law Act, or these bylaws. The Board of Directors may authorize the disposition of any surplus property of the District by any method determined appropriate by the Board.

Section 5. INDEMNIFICATION

- a) Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she, his/her estate, or his/her personal representative is or was a Director, officer or employee of the District, or an individual (including a medical staff appointee) acting as an agent of the District, or serves or served any other corporation or other entity or organization in any capacity at the request of the District while acting as a Director, officer, employee or agent of the District shall be and hereby is indemnified by the District, as provided in Sections 825 et.seq.-of the California Government Code.
- b) Indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of California, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of California, including Sections 825 et.seq. of the California Government Code.
- c) Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession.

Section 6. FISCAL YEAR

The fiscal year of the District shall commence on the first day of July, and each year shall end on the last day of June.

ARTICLE III BOARD OF DIRECTORS

Section 1. ELECTION

The Board of Directors shall be elected as provided in The Local Healthcare District Law, which shall also govern eligibility for election to the Board of Directors.

Section 2. POWERS

The Board of Directors shall have and exercise all the powers of a Healthcare District as set forth in the Healthcare District Law. Specifically, the Board of Directors shall be empowered as follows:

- a) To control and be responsible for the overall governance of the District, including the provision of management and planning.
- b) To make and enforce all rules and regulations necessary for the administration, government, protection, and maintenance of hospitals and other facilities under District jurisdiction and to ensure compliance with all applicable laws.
- c) To appoint a Chief Executive Officer and to define the powers and duties of such appointee, and to delegate to such person overall responsibility for operations of the District, the Hospital, and affiliated entities as specified herein and consistent with Board of Directors' Policies. The Board shall also retain legal counsel and independent auditors as needed for District and Hospital operations.
- d) To authorize the formation of other affiliated or subordinate organizations which they may deem necessary to carry out the purposes of the District.
- e) To periodically review and develop a strategic plan for the District and the Hospital.
- f) To determine policies and approve procedures for the overall operation and affairs of this District and its facilities according to the best interests of the public health and to assure the maintenance of quality patient care.
- g) To enter into Joint Powers Agreements with other public entities, and to carry out the District's responsibilities regarding such Joint Powers Authority as prescribed by law.
- h) To evaluate the performance of the Hospital in relation to its vision, mission, and goals.
- i) To provide for coordination and integration among the Hospital's leaders to establish policy, maintain quality care and patient safety, and provide for necessary resources.
- j) To be ultimately accountable for the safety and quality of care, treatment, and services.
- k) All powers of the Board of Directors, which are not restricted by statute, may be delegated by an employment agreement, policies, and by direction of the Board to the Chief Executive Officer or to others employed by or with responsibilities to the District, to be exercised in accordance with that delegation.
- l) In the event of a vacancy in any Board office established by Article V of these Bylaws (Chair,

Vice Chair, etc.), the Board of Directors shall select someone to fill such vacancy and to serve until the next regular election of officers, unless such person earlier resigns or is removed in accordance with said Article.

- m) 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 Health Care District Law.

Section 3. COMPENSATION

The Board of Directors shall serve without compensation except that the Board of Directors, by a majority vote of the members of the Board, may authorize payment not to exceed one hundred dollars (\$100) per meeting, or for each committee meeting or other meeting authorized by Board or Chair of the Board, and not to exceed five (5) meetings a month as compensation to each member of the Board of Directors, in accordance with Section 32103 of the California Health and Safety Code, as amended.

Each member of the Board of Directors shall be allowed his/her necessary traveling and incidental expenses incurred in the performance of official business of the District pursuant to the Board's policy.

A budget for the Board of Directors' educational expenses is developed yearly. At least annually, the entire Board will review their travel and incidental expenses.

Section 4. VACANCIES

Any vacancy upon the Board of Directors shall be filled by the methods prescribed in Section 1780 of the Government Code.

ARTICLE IV MEETINGS OF DIRECTORS

Section 1. REGULAR MEETINGS

The regular meetings of the Board of Directors of the Northern Inyo Healthcare District shall be held monthly, or as periodically determined by the Board, on such day and at such time as the Board of Directors shall from time-to-time establish by resolution and/or motion.

Section 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair or three (3) Directors, and notice of the holding thereof shall be received by each member of the Board of Directors at least twenty-four hours (24) before said meeting.

Section 3. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and motions and resolutions shall be passed if affirmatively voted upon by a majority of those voting at the time the vote is taken. If a member has a conflict of interest and may not vote, they may not be counted towards a quorum.

Section 4. ADJOURNMENT

A quorum of the Board of Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn until the time fixed for the next regular meeting of the Board of Directors. An adjourned meeting can consider only the business of the meeting which was adjourned. An adjourned meeting must be completed prior to the convening of a new meeting.

Section 5. PUBLIC MEETINGS

~~All meetings of the Board of Directors whether regular, special or adjourned, shall be open to the public in accordance with Government Code Sections 54950 through 54961, commonly known as the Ralph M. Brown Act provided, however, that the foregoing shall not be construed to prevent the Board of Directors from holding executive sessions to consider the appointment, employment, promotion, demotion or dismissal of an employee or public officer, as the term is defined by law, or to hear complaints or charges brought against such officer or employee, to discuss labor negotiations, or to consult with legal counsel concerning litigation to which the District is a party, and prospective and probably litigation, as provided in Sections 54956.7 through 54957 of the Government Code. In addition, closed sessions may be held to discuss trade secrets as defined in Government Code Section 54956.7, and provided in Section 32106 of the Health and Safety Code. To the extent not in violation with the Ralph M. Brown Act or the California Public Records Act, and California Health and Safety Code Section 32155, any information and reports protected from discovery by California Evidence Code Section 1157 that are provided to the Board of Directors by the Medical Staff shall be presented and discussed in closed sessions, maintained as confidential and not released except as required by applicable laws. All meetings of the Board of Directors, whether regular or special, shall be open to the public, except as otherwise permitted by law, and shall be conducted in accordance with the Ralph M.~~

Brown Act (Government Code Sections 54950 et seq.). The Board of Directors may hold closed sessions only as authorized by law.

Information and reports provided to the Board of Directors by the Medical Staff that are protected from disclosure under California Evidence Code Section 1157 or applicable provisions of the California Health and Safety Code shall be presented and discussed in closed session, maintained as confidential, and disclosed only as required by law.

Section 6. MINUTES

A book of minutes of all public meetings of the Board of Directors shall be kept at the principal office of the District and shall be open for public inspection upon request. Minutes of all public meetings of the Board of Directors shall be maintained as official District records, and shall be available for public inspection upon request, in accordance with applicable law.

Section 7. SCOPE OF MOTIONS AND RESOLUTIONS

The decisions of the Board establishing general rules or procedures of the District and/or procedures affecting the Directors shall be made by motion or resolution. All motions or resolutions become effective at the time voted upon affirmatively by a majority of the Directors voting at the time the vote is taken.

ARTICLE V OFFICERS AND THEIR DUTIES

Section 1. OFFICERS

The officers of the Board of Directors of the Northern Inyo Healthcare District shall be a Chair, Vice Chair, Secretary, Treasurer, and Member at Large.

Section 2. ELECTION OF OFFICERS

a) The slate of proposed officers for the Board of Directors shall rotate each year as follows:

- Member at Large becomes the Treasurer
- Treasurer becomes Secretary
- Secretary becomes Vice Chair
- Vice Chair becomes Chair
- Chair becomes Member at Large

At the yearly December meeting, the Board of Directors shall vote whether to accept the proposed slate of officers, or whether to propose an alternative slate. Each officer shall hold the office for one year, or until a successor shall be elected and qualified, or until the officer is otherwise disqualified to serve.

- b) If an officer of the Board, other than the Chair, is unable to act, the Board may appoint some other member of the Board of Directors to do so, and such person shall be vested temporarily with all the functions and duties of the office.
- c) Any officer on the Board of Directors may resign at any time or be removed as a Board officer by the majority vote of the other Directors then in office at any regular or special meeting of the Board of Directors. In the event of a resignation or removal of an officer, the Board of Directors shall elect a successor to serve for the balance of that officer's unexpired term.

Section 3. DUTIES

a) Chair: The Board of Directors shall elect one of its members to act as Chair. If at any time the Chair shall be unable to act, the Vice Chair shall assume office and perform the duties of the office. If the Vice Chair is also be unable to act, then the Secretary/Treasurer shall assume the office and shall immediately conduct a Board election to appoint a Chair, and such person shall be vested temporarily with all the functions and duties of the Chair. The Board of Directors shall elect one of its members to serve as Chair. In the absence or inability of the Chair to act, the Vice Chair shall assume the duties of the Chair. If both the Chair and Vice Chair are unable to act, the Board shall designate another officer or Director to serve temporarily until a Chair is elected.

~~The Chair or a member of the Board of Directors acting as such, as above provided:~~

- (1) Shall preside over all meetings of the Board of Directors, and shall review all requested agenda items submitted to the Chair and the Chair & Chief Executive Officer pursuant to the Board's written policies; Shall preside over meetings of the Board of Directors and coordinate with the Chief Executive Officer on the development of Board meeting

agendas in accordance with Board policies.

- (2) Shall sign as Chair on behalf of the District all instruments in writing that the Chair has been specifically authorized by the Board to sign;
 - (3) ~~Shall act as the main liaison between the Board and management for communications and oversight purposes. It is expected that the Chair will discuss District business with the Chief Executive Officer and Vice Chair regularly;~~ Shall serve as the primary liaison between the Board of Directors and the Chief Executive Officer for purposes of communication and governance oversight, while recognizing that authority resides with the full Board.
 - (4) Shall appoint or remove members of committees subject to approval by the Board of Directors.
 - (5) ~~Shall have, subject to the advice and control of the Board of Directors, general responsibility for the affairs of the District and generally shall discharge all other duties which shall be required of the Chair by the Bylaws of the District. The Chair's duties are limited to leadership and facilitation of the Board's governance role and do not include unilateral authority over District policy, governance, or operations, which are reserved to the full Board of Directors or delegated to the Chief Executive Officer.~~
- b) Vice Chair: ~~The Vice Chair shall, in the event of death, absence, or other inability of the Chair, exercise all the powers and perform all the duties herein given to the Chair. It is expected that the Vice Chair will participate in regular discussions with the Chair and Chief Executive Officer regarding District business.~~ The Vice Chair shall, in the absence or inability of the Chair, exercise all powers and perform all duties of the Chair as provided in these Bylaws.
- c) Secretary:
- (1) The member of the Board who is elected to the position of Secretary shall act in this capacity for both the District and the Board of Directors;
 - (2) ~~Shall be responsible for seeing that records of all actions, proceedings and minutes of meetings of the Board of Directors are properly kept and are maintained at the District offices;~~ Shall ensure that records of Board proceedings, including meeting minutes, are maintained as official District records.
 - (3) ~~Shall serve, or cause to be served, all notices required either by law or these bylaws, and in the event of absence, inability, refusal, or neglect to do so, such notices may be served by any person thereunto directed by the Chair of the Board of Directors of this District;~~ Shall ensure that procedures are in place for providing all notices required by law or these Bylaws.
 - (4) ~~Shall be responsible for seeing that the seal of this District is in safekeeping at the District and shall use it under the direction of the Board of Directors;~~
 - (5) ~~Shall perform such other duties as pertain to the office and as are prescribed by the Board of Directors. The Secretary may delegate his or her duties to appropriate management personnel.~~ Shall perform such other duties as may be assigned by the Board of Directors

and may delegate duties to appropriate management personnel.

- d) Member at Large: The Member at Large shall have all the powers and duties of the Secretary in the absence of the Secretary, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.
- e) Treasurer:
- (1) Shall have the responsibility for the safekeeping and disbursement of funds in the treasury of the District in accordance with the provisions of the Local Healthcare District Law and in accordance with resolutions, procedures, and directions as the Board of Directors may adopt; Shall be responsible for oversight of the safekeeping and disbursement of District funds in accordance with the Local Health Care District Law and Board-adopted resolutions, policies, and procedures.
 - (2) Shall receive monthly reports from management with respect to the financial condition of the District and shall present such reports to the Board of Directors as directed by the Board of Directors; Shall review financial information provided by management and support the Board of Directors in its oversight of the District's financial condition.
 - (3) Shall perform such other duties as they pertain to this office and as prescribed by the Board of Directors. The Treasurer may delegate his or her duties to appropriate management personnel.

ARTICLE VI COMMITTEES

Section 1. COMMITTEES

- a) The Board of Directors may sit as a Committee of the Whole on any and all matters, or may create such Standing Committees, ad hoc Committees, or task force Committees as are deemed appropriate. The Board of Directors may meet as a Committee of the Whole or establish committees as it deems appropriate.
- b) The duties of these committees shall be to develop and make policy recommendations to the Board and to perform such other functions as shall be stated in these bylaws or in the resolution or motion creating the committee. Each Standing Committee will include two Board members, one of whom shall act as Chair of the Standing Committee. The Chair and Board members of each Standing Committee shall be appointed by the Chair of the Board and approved by the Board at the earliest possible time at the beginning of each calendar year and shall serve for one year, or until a successor has been appointed and approved. Other members of each standing committee are automatically members with one year terms, or until a successor has been appointed and approved. The two Board members shall be the only voting members of each Standing Committee, unless otherwise provided for in these Bylaws. Committees of the Board serve in an advisory capacity to conduct detailed review and discussion of assigned matters and to present recommendations or completed items to the full Board of Directors for consideration, approval, or further action. Standing Committees shall consist of two members of the Board of Directors and one alternate. Annually, following the election of Board officers, Committee members and alternates shall be appointed by the Chair of the Board. An alternate member may vote only when serving in place of an absent committee member.

- c) ~~Special or ad hoc committees may be appointed by the Chair with the approval of the Board of Directors for such specific tasks as circumstances warrant. Special committees may consist only of Board members, or they may include individuals not on the Board. Voting rights on special committees shall be specified by the Board of Directors at the time the committee is created. No committee so appointed shall have any power or authority to commit the Board of Directors or the District in any manner; however, the Board may direct the particular committee to act for and on its behalf, by special vote.~~ Special or ad hoc committees may be appointed by the Chair of the Board, subject to approval by the Board of Directors, for specific tasks as circumstances warrant. Such committees may be composed of Board members and may also include individuals who are not members of the Board. Voting rights, if any, shall be specified by the Board of Directors at the time the committee is created. No special or ad hoc committee shall have authority to commit the Board of Directors or the District, except when the Board directs a committee to act on its behalf by special vote.
- d) ~~All committees shall keep minutes of each meeting and shall maintain their minutes at the District offices and shall submit reports to the Board as requested.~~ Committees shall keep minutes of each meeting and submit reports to the Board of Directors as requested. Minutes shall be maintained as official District records.
- e) ~~Aside from committees upon which the Chair is appointed as a voting member, the Chair of the Board shall be an ex officio member of each committee, without being a voting member. The Chair shall be notified of all committee meetings.~~

Section 2. STANDING COMMITTEES COMMITTEES

Governance Committee:

- a) ~~Members of this standing committee shall include two representatives from the Board of Directors and the Chief Executive Officer. The Compliance Officer and others may attend as requested. The two members of the Board of Directors shall be the only members of the Committee with voting privileges.~~ Members of this Standing Committee shall consist of two members of the Board of Directors and one alternate.
- b) ~~_____~~
- c) ~~The function of this Committee is to recommend amendments or changes to the District bylaws and Board policies. This Committee shall make recommendations to the Board of Directors for edits and updates to Board Bylaws, Board Policies and plan Board Self-Assessments, Board strategic meetings, format for Chief Executive Officer evaluation and other areas of governance.~~ The function of this Committee is to review and recommend amendments to the District's Bylaws, Board policies, advocacy, and to advise the Board of Directors on matters of Board governance.
- d) ~~_____~~
- e) ~~This committee shall meet no less than quarterly.~~ This committee shall meet quarterly or as needed.
- f) ~~_____~~

Compliance/Quality/Safety/Risk Committee: Quality Committee:

~~Members of this standing committee shall include a committee of the whole of the Board of Directors, the Chief Executive Officer, the Chief Medical Officer, Chief of Staff, and others as requested. The Directors shall be the only members of the Committee with voting privileges. Members of this Standing Committee shall consist of two members of the Board of Directors and one alternate.~~

~~The function of the Compliance/Quality/Safety/Risk Committee (CQSRC) is to analyze data regarding compliance, safety and quality of care, treatment and services and establish priorities for performance improvement. The function of this Committee is to advise the Board of Directors on quality-related governance matters.~~

~~a) —~~

~~b) The Compliance/Quality/Safety/Risk Committee (CQSRC) shall meet no less than quarterly. This committee shall meet quarterly or as needed.~~

~~c) —~~

~~Finance and Audit Committee: Finance Committee:~~

~~a) Members of this standing committee shall include a committee of the whole of the Board of Directors, Chief Financial Officer, the Chief Executive Officer and others as requested. The Directors shall be the only members of the Committee with voting privileges. Members of this Standing Committee shall consist of two members of the Board of Directors and one alternate.~~

~~b) —~~

~~a) The Finance Committee in consultation with the Chief Executive Officer and Chief Financial Officer shall be responsible for reviewing and monitoring the annual budget and, as appropriate, its long-term capital expenditure plan. The Finance Committee shall make recommendations to the Board on retention of auditors and approve audits, and business plans pursuant to subsidiary organizations. The function of the Finance Committee is to provide Board-level oversight of the District's financial condition and performance and to advise the Board of Directors on financial matters.~~

~~b) —~~

~~c) The Finance and Audit Committee shall meet no less than quarterly. Committee shall meet quarterly or as needed.~~

Section 3. AD HOC COMMITTEES

~~From time to time, the Board may appoint an “ad hoc” committee for specialized issues and projects. The Board of Directors may establish ad hoc committees to address specific issues or projects, as needed.~~

ARTICLE VII CHIEF EXECUTIVE OFFICER

Section 1 GENERAL PROVISIONS

The Board of Directors shall have the authority to employ and discharge the Chief Executive Officer and shall specify the terms and conditions of the person's employment. The performance of the Chief Executive Officer will be evaluated on an annual basis by the Board of Directors based on performance criteria established ~~from time to time~~ by the Board of Directors.

The Chief Executive Officer shall be responsible for the overall management of the Hospital and District, and has the necessary ~~and full~~ authority to effect this responsibility subject to the Board's oversight, any policies and directives issued by the Board, and as called upon pursuant to the JPA Agreement. Chief Executive Officer is directly responsible to the Board of Directors and the Authority, for the management of the Hospital and all of its departments and activities.

Section 2. QUALIFICATIONS, DUTIES, AND RESPONSIBILITIES

Qualifications, specific duties, and responsibilities of the Chief Executive Officer shall be set forth in the appropriate section of the Policy Manual and any employment agreement with the Chief Executive Officer.

ARTICLE VIII MEDICAL ADMINISTRATION IN THE HOSPITAL

Section 1. ESTABLISHMENT OF A MEDICAL STAFF

There shall be a Medical Staff for the Hospital established in accordance with the requirements of the Local Health Care District Law, whose membership shall be comprised of all physicians, dentists, and podiatrists who are duly licensed and privileged to admit and care for patients in the Hospital. The Board of Directors shall appoint the Medical Staff, which shall be an integral part of the Hospital. The Medical Staff derives its authority from the Board of Directors and shall function in accordance with the Medical Staff Bylaws, Rules and Regulations, and Policies that have been approved by the Medical Staff and by the Board.

The Medical Staff shall be represented before the Board of Directors by the Chief of Staff or his/her designee and shall be afforded ~~full~~ access to the Board through the Board's regular meetings and committees as described herein. The Medical Staff, through its officers, department chiefs, and committees, shall be responsible and accountable to the Board of Directors for the discharge of those duties and responsibilities set forth in the Medical Staff's Bylaws, Rules and Regulations, and Policies, and as delegated by the Board of Directors from time to time.

Section 2. BYLAWS, RULES AND REGULATIONS

The Medical Staff is responsible for the development, adoption, and periodic review of the Medical Staff Bylaws and Rules and Regulations, consistent with these District Bylaws, applicable laws, government regulations, and accreditation standards. The Medical Staff Bylaws, Rules and Regulations, and all amendments thereto, shall become effective upon approval by the Medical Staff and the Board of Directors.

Section 3. BOARD ACTION ON MEMBERSHIP AND CLINICAL PRIVILEGES

- a) Medical Staff Responsibilities: The Medical Staff is responsible to the Board of Directors for the quality of care, treatment and services rendered to patients in the Hospital. The Board of Directors shall delegate to the Medical Staff the responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership status, clinical privileges, and corrective action, except as provided in Section 3(d). The Medical Staff adopt and forward to the Board or committee of the Board specific written recommendations, with appropriate supporting documentation, that will allow the Board of Directors to take informed action. When the Board of Directors does not concur with a Medical Staff recommendation, the matter shall be processed in accordance with the Medical Staff Bylaws and applicable law before the Board renders a final decision. The Board of Directors shall act on recommendations of the Medical Staff within the period of time specified in the Medical Staff Bylaws or Rules and Regulations, or if no time is specified, then within a reasonable period of time. However, at all times the final authority for appointment to membership on the Medical Staff of the Hospital remains the sole responsibility and authority of the Board of Directors.
- (b) Criteria for Board Action: The process and criteria for acting on matters affecting Medical Staff membership status and clinical privileges shall be as specified in the Medical Staff Bylaws.
- (c) Terms and Conditions of Staff Membership and Clinical Privileges: The terms and conditions of membership status in the Medical Staff, and the scope and exercise of clinical

privileges, shall be as specified in the Medical Staff bylaws unless otherwise specified in the notice of individual appointment following a determination in accordance with the Medical Staff Bylaws.

- (d) Initiation of Corrective Action and Suspension: Where in the best interests of patient safety, quality of care, or the Hospital staff, and after consultation with the Chief of Staff, the Board of Directors shall have the authority to take any action that it deems appropriate with respect to any individual applying for or appointed to the Medical Staff or who is seeking or exercising clinical privileges or the right to practice in the Hospital. Action taken by the Board of Directors in such matters shall follow the procedures for corrective action outlined in the Medical Staff Bylaws, Rules and Regulations. The Board shall notify the Executive Committee immediately of any such action.

Chief Executive Officer may summarily suspend or restrict clinical privileges of any Medical Staff member where failure to take action may result in imminent danger to the health of any individual and when no person authorized to take such action by the Medical Staff is available, provided that the Chief Executive Officer has made reasonable documented attempts to contact the person or persons so authorized. A suspension by the Chief Executive Officer that has not been ratified by the Medical Executive Committee within two working days, excluding weekends and holidays, shall terminate automatically.

- (e) Fair Hearing and Appellate Procedures: The Medical Staff Bylaws shall establish fair hearing and appellate review mechanisms in connection with Staff recommendations for the denial of Staff appointments, as well as denial of reappointments, or the curtailment, suspension, or revocation of privileges. The hearing and appellate procedures employed by the Board of Directors upon referral of such matters shall be consistent with the Local Health Care District Law Section 32150 et. seq. of the California Health and Safety Code, and those specified in the Medical Staff Bylaws, Rules and Regulations to the extent not inconsistent therewith. Any doctor or other practitioner who feels aggrieved by any adverse recommendation or deprivation of Medical Staff status or clinical privileges shall be required, as a condition to exercising his or her right of appeal to the Board, to pursue his or her appeal through orderly channels of appeal and at the proper time and in the manner prescribed by the Bylaws and procedures of the Medical Staff of this hospital. When the Medical Staff has made its final ruling and decision concerning the appeal of any aggrieved doctor or practitioner in accordance with the Bylaws of the Medical Staff, and such doctor or practitioner then desires to appeal to the Board, he or she shall give notice in writing to the Hospital Administrator within ten (10) days next following the date of the entry of the final order of the Medical Staff. Said notices must state in substance the grievance made and complained of, and must be given in the time and manner herein specified, or the Board shall not take cognizance thereof except at its discretion. If said notice is so given within said time, then it shall be the duty of the Board to then consider such grievance in its entirety and render the decision of the Board in writing, and deliver a copy of its decision and findings to the aggrieved doctor or practitioner. Such decision shall be final.

The Medical Staff shall have the right to be heard, through its Chief of Staff or designee at meetings of the Board.

Section 4. ACCOUNTABILITY TO THE BOARD

The Medical Staff shall conduct and be accountable to the Board for conducting activities that contribute to the preservation and improvement of quality patient care and safety in the

Hospital.

Section 5. DOCUMENTATION

The Board shall receive and act upon the findings and recommendations emanating from the activities required by Section 4. All such findings and recommendations shall be in writing and supported and accompanied by appropriate documentation upon which the Board can take appropriate action.

Section 6. COMPENSATED MEDICAL DIRECTOR POSITIONS

Compensated Medical Director positions shall be responsible to the Chief Executive Officer and the Medical Staff for documentation of activities related to their assignment. Compensated Medical Directors shall be approved by the Chief Executive Officer and for fit and compensation amount. Medical Staff may appoint Service Directors, the slate of Service Directors must be approved by the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by affirmative vote of a majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each Board member not less than forty-eight (48) hours prior to the meeting.

Affirmative action may be taken to amend these Bylaws by unanimous vote of the entire Board membership at any regular or special meeting of the Board of Directors, in which event the provision for forty-eight (48) hours notice shall not apply.



NORTHERN INYO HEALTHCARE DISTRICT
One Team. One Goal. Your Health.

NORTHERN INYO HEALTHCARE DISTRICT

BYLAWS



ADOPTED BY THE
NORTHERN INYO HEALTHCARE DISTRICT
BOARD OF DIRECTORS

REVISED AND ADOPTED IN CONFORMANCE WITH THE LOCAL HEALTH CARE DISTRICT
LAW (DIVISION 23, COMMENCING WITH SECTION 32000 OF THE CALIFORNIA HEALTH
AND SAFETY CODE) ON FEBRUARY 21, 2024

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ARTICLE I NAME, AUTHORITY, AND OFFICES

Section 1. NAME

The name of this non-profit health care district organization shall be the Northern Inyo Healthcare District, hereinafter "the District".

Section 2. AUTHORITY

- a) This District, having been established January 11, 1946, by vote of the residents of the District under the provisions of Division 23, commencing with Section 32000 of the California Health and Safety Code, otherwise known as the Local Health Care District Law, and ever since said time having been operated thereunder, these bylaws are adopted in conformance therewith, and subject to the provisions thereof.
- b) In the event of any conflict between these bylaws and the Local Health Care District Law, the latter shall prevail. To the extent they are not in conflict with these bylaws, the proceedings of the District Board shall be guided by the most recent edition of Robert's Rules of Order.

Section 3. OFFICES

The principal office for the transaction of business of the District is hereby fixed within the boundaries of the District as determined by the Board of Directors.

Section 4. TITLE OF PROPERTY

The title to all property of the District shall be vested in the District, and the signature of the Chair and/or Secretary, or any officer designated by the Directors, as authorized at any meeting of the Directors, shall constitute the proper authority for the purchase or sale of property, or for the investment or other disposal of funds which are subject to the control of the District.

ARTICLE II PURPOSES AND SCOPE

Section 1. PURPOSES

The purposes of the Northern Inyo Healthcare District shall include, but not be limited to the following:

- a) Within available resources, to provide facilities and health services for quality acute and continued care of the injured and ill, including health maintenance and education, regardless of sex, race, creed, cultural or national origin.
- b) To coordinate, wherever possible and feasible, the activities of the District with health agencies and other health facilities providing specialized as well as comprehensive care.
- c) To conduct educational and research activities essential to the attainment of its purposes.
- d) To do any and all other acts necessary to carry out the provisions of the Health Care District Law.

Section 2. SCOPE OF BYLAWS

- a) These bylaws shall govern the Northern Inyo Healthcare District, its Board of Directors, and its relationship to affiliated or subordinate organizations. The primary purpose of these bylaws is to provide rules for the self-governance of the District and the Board of Directors, to provide a structure for the Board of Directors to fulfill its functions and responsibilities with respect to an organized self-governing Medical Staff, and to provide a structure for Administration of the licensed healthcare inpatient and outpatient facilities operated by the District (specifically Northern Inyo Hospital, 1206 D and 1206 B clinics).
- b) The Board of Directors may delegate certain powers to the Authority of the Board's committees, the Medical Staff, and to other affiliated and subordinate organizations and groups governed by the District, such powers to be exercised in accordance with the respective bylaws or guidelines of such groups. All powers and functions not expressly delegated to such affiliated or subordinate organizations or groups are to be considered residual powers vested in the Board of Directors of this District.
- c) The Bylaws, Rules and Regulations of the Medical Staff and other affiliated and subordinate organizations and groups governed by the District, and any amendments to such bylaws, shall not be effective until the same are approved by the Board of Directors of the Northern Inyo Healthcare District. The provisions of these District bylaws shall be construed to be consistent with the Medical Staff's bylaws. Except that these Bylaws shall not conflict with the bylaws of the Medical Staff as approved by the Board of Directors, the Board of Directors may review these Bylaws and revise them as it deems appropriate.

Section 3. TAX EXEMPT STATUS

There shall be no contemplation of profit or pecuniary gain, and no distribution of profits to any individual, under any guise whatsoever; nor shall there be any distribution of assets or surpluses to any individual on the dissolution of this District.

Section 4. DISPOSITION OF SURPLUS

Should the operation of the District result in a surplus of revenue over expenses during any particular period, such surplus may be used and dealt with by the Directors for charitable District purposes or for improvements hospital's facilities for the care of the sick, injured, or disabled, or for other purposes not inconsistent with the Local Health Care District Law, or these bylaws. The Board of Directors may authorize the disposition of any surplus property of the District by any method determined appropriate by the Board.

Section 5. INDEMNIFICATION

- a) Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she, his/her estate, or his/her personal representative is or was a Director, officer or employee of the District, or an individual (including a medical staff appointee) acting as an agent of the District, or serves or served any other corporation or other entity or organization in any capacity at the request of the District while acting as a Director, officer, employee or agent of the District shall be and hereby is indemnified by the District, as provided in Sections 825 et.seq.of the California Government Code.
- b) Indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of California, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of California, including Sections 825 et.seq. of the California Government Code.
- c) Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his or her profession.

Section 6. FISCAL YEAR

The fiscal year of the District shall commence on the first day of July, and each year shall end on the last day of June.

ARTICLE III BOARD OF DIRECTORS

Section 1. ELECTION

The Board of Directors shall be elected as provided in The Local Healthcare District Law, which shall also govern eligibility for election to the Board of Directors.

Section 2. POWERS

The Board of Directors shall have and exercise all the powers of a Healthcare District as set forth in the Healthcare District Law. Specifically, the Board of Directors shall be empowered as follows:

- a) To control and be responsible for the overall governance of the District, including the provision of management and planning.
- b) To make and enforce all rules and regulations necessary for the administration, government, protection, and maintenance of hospitals and other facilities under District jurisdiction and to ensure compliance with all applicable laws.
- c) To appoint a Chief Executive Officer and to define the powers and duties of such appointee, and to delegate to such person overall responsibility for operations of the District, the Hospital, and affiliated entities as specified herein and consistent with Board of Directors' Policies. The Board shall also retain legal counsel and independent auditors as needed for District and Hospital operations.
- d) To authorize the formation of other affiliated or subordinate organizations which they may deem necessary to carry out the purposes of the District.
- e) To periodically review and develop a strategic plan for the District and the Hospital.
- f) To determine policies and approve procedures for the overall operation and affairs of this District and its facilities according to the best interests of the public health and to assure the maintenance of quality patient care.
- g) To enter into Joint Powers Agreements with other public entities, and to carry out the District's responsibilities regarding such Joint Powers Authority as prescribed by law.
- h) To evaluate the performance of the Hospital in relation to its vision, mission, and goals.
- i) To provide for coordination and integration among the Hospital's leaders to establish policy, maintain quality care and patient safety, and provide for necessary resources.
- j) To be ultimately accountable for the safety and quality of care, treatment, and services.
- k) All powers of the Board of Directors, which are not restricted by statute, may be delegated by an employment agreement, policies, and by direction of the Board to the Chief Executive Officer or to others employed by or with responsibilities to the District, to be exercised in accordance with that delegation.
- l) In the event of a vacancy in any Board office established by Article V of these Bylaws (Chair,

Vice Chair, etc.), the Board of Directors shall select someone to fill such vacancy and to serve until the next regular election of officers, unless such person earlier resigns or is removed in accordance with said Article.

- m) 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 Health Care District Law.

Section 3. COMPENSATION

The Board of Directors shall serve without compensation except that the Board of Directors, by a majority vote of the members of the Board, may authorize payment not to exceed one hundred dollars (\$100) per meeting, or for each committee meeting or other meeting authorized by Board or Chair of the Board, and not to exceed five (5) meetings a month as compensation to each member of the Board of Directors, in accordance with Section 32103 of the California Health and Safety Code, as amended.

Each member of the Board of Directors shall be allowed his/her necessary traveling and incidental expenses incurred in the performance of official business of the District pursuant to the Board's policy.

A budget for the Board of Directors' educational expenses is developed yearly. At least annually, the entire Board will review their travel and incidental expenses.

Section 4. VACANCIES

Any vacancy upon the Board of Directors shall be filled by the methods prescribed in Section 1780 of the Government Code.

ARTICLE IV MEETINGS OF DIRECTORS

Section 1. REGULAR MEETINGS

The regular meetings of the Board of Directors of the Northern Inyo Healthcare District shall be held monthly, or as periodically determined by the Board, on such day and at such time as the Board of Directors shall from time-to-time establish by resolution and/or motion.

Section 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair or three (3) Directors, and notice of the holding thereof shall be received by each member of the Board of Directors at least twenty-four hours (24) before said meeting.

Section 3. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and motions and resolutions shall be passed if affirmatively voted upon by a majority of those voting at the time the vote is taken. If a member has a conflict of interest and may not vote, they may not be counted towards a quorum.

Section 4. ADJOURNMENT

A quorum of the Board of Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn until the time fixed for the next regular meeting of the Board of Directors. An adjourned meeting can consider only the business of the meeting which was adjourned. An adjourned meeting must be completed prior to the convening of a new meeting.

Section 5. PUBLIC MEETINGS

All meetings of the Board of Directors, whether regular or special, shall be open to the public, except as otherwise permitted by law, and shall be conducted in accordance with the Ralph M. Brown Act (Government Code Sections 54950 et seq.). The Board of Directors may hold closed sessions only as authorized by law.

Information and reports provided to the Board of Directors by the Medical Staff that are protected from disclosure under California Evidence Code Section 1157 or applicable provisions of the California Health and Safety Code shall be presented and discussed in closed session, maintained as confidential, and disclosed only as required by law.

Section 6. MINUTES

Minutes of all public meetings of the Board of Directors shall be maintained as official District records, and shall be available for public inspection upon request, in accordance with applicable law.

Section 7. SCOPE OF MOTIONS AND RESOLUTIONS

The decisions of the Board establishing general rules or procedures of the District and/or procedures affecting the Directors shall be made by motion or resolution. All motions or resolutions become effective at the time voted upon affirmatively by a majority of the Directors voting at the time the vote is taken.

ARTICLE V OFFICERS AND THEIR DUTIES

Section 1. OFFICERS

The officers of the Board of Directors of the Northern Inyo Healthcare District shall be a Chair, Vice Chair, Secretary, Treasurer, and Member at Large.

Section 2. ELECTION OF OFFICERS

a) The slate of proposed officers for the Board of Directors shall rotate each year as follows:

- Member at Large becomes the Treasurer
- Treasurer becomes Secretary
- Secretary becomes Vice Chair
- Vice Chair becomes Chair
- Chair becomes Member at Large

At the yearly December meeting, the Board of Directors shall vote whether to accept the proposed slate of officers, or whether to propose an alternative slate. Each officer shall hold the office for one year, or until a successor shall be elected and qualified, or until the officer is otherwise disqualified to serve.

- b) If an officer of the Board, other than the Chair, is unable to act, the Board may appoint some other member of the Board of Directors to do so, and such person shall be vested temporarily with all the functions and duties of the office.
- c) Any officer on the Board of Directors may resign at any time or be removed as a Board officer by the majority vote of the other Directors then in office at any regular or special meeting of the Board of Directors. In the event of a resignation or removal of an officer, the Board of Directors shall elect a successor to serve for the balance of that officer's unexpired term.

Section 3. DUTIES

a) Chair: The Board of Directors shall elect one of its members to serve as Chair. In the absence or inability of the Chair to act, the Vice Chair shall assume the duties of the Chair. If both the Chair and Vice Chair are unable to act, the Board shall designate another officer or Director to serve temporarily until a Chair is elected.

- (1) Shall preside over meetings of the Board of Directors and coordinate with the Chief Executive Officer on the development of Board meeting agendas in accordance with Board policies.
- (2) Shall sign as Chair on behalf of the District all instruments in writing that the Chair has been specifically authorized by the Board to sign;
- (3) Shall serve as the primary liaison between the Board of Directors and the Chief Executive Officer for purposes of communication and governance oversight, while recognizing that authority resides with the full Board.
- (4) Shall appoint or

remove members of committees subject to approval by the Board of Directors.

- (5) The Chair’s duties are limited to leadership and facilitation of the Board’s governance role and do not include unilateral authority over District policy, governance, or operations, which are reserved to the full Board of Directors or delegated to the Chief Executive Officer.
- b) Vice Chair: The Vice Chair shall, in the absence or inability of the Chair, exercise all powers and perform all duties of the Chair as provided in these Bylaws.
- c) Secretary:
 - (1) The member of the Board who is elected to the position of Secretary shall act in this capacity for both the District and the Board of Directors;
 - (2) Shall ensure that records of Board proceedings, including meeting minutes, are maintained as official District records.
 - (3) Shall ensure that procedures are in place for providing all notices required by law or these Bylaws. (4)
 - (5) Shall perform such other duties as may be assigned by the Board of Directors and may delegate duties to appropriate management personnel.
- d) Member at Large: The Member at Large shall have all the powers and duties of the Secretary in the absence of the Secretary, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.
- e) Treasurer:
 - (1) Shall be responsible for oversight of the safekeeping and disbursement of District funds in accordance with the Local Health Care District Law and Board-adopted resolutions, policies, and procedures. (2) Shall review financial information provided by management and support the Board of Directors in its oversight of the District’s financial condition.
 - (3) Shall perform such other duties as they pertain to this office and as prescribed by the Board of Directors. The Treasurer may delegate his or her duties to appropriate management personnel.

ARTICLE VI COMMITTEES

Section 1. COMMITTEES

- a) The Board of Directors may meet as a Committee of the Whole or establish committees as it deems appropriate.
- b) Committees of the Board serve in an advisory capacity to conduct detailed review and discussion of assigned matters and to present recommendations or completed items to the full Board of Directors for consideration, approval, or further action. Standing Committees shall consist of two

members of the Board of Directors and one alternate. Annually, following the election of Board officers, Committee members and alternates shall be appointed by the Chair of the Board. An alternate member may vote only when serving in place of an absent committee member.

- c) Special or ad hoc committees may be appointed by the Chair of the Board, subject to approval by the Board of Directors, for specific tasks as circumstances warrant. Such committees may be composed of Board members and may also include individuals who are not members of the Board. Voting rights, if any, shall be specified by the Board of Directors at the time the committee is created. No special or ad hoc committee shall have authority to commit the Board of Directors or the District, except when the Board directs a committee to act on its behalf by special vote.
- d) Committees shall keep minutes of each meeting and submit reports to the Board of Directors as requested. Minutes shall be maintained as official District records.
- e)

Section 2. STANDING COMMITTEES

Governance Committee:

. Members of this Standing Committee shall consist of two members of the Board of Directors and one alternate. The function of this Committee is to review and recommend amendments to the District’s Bylaws, Board policies, advocacy, and to advise the Board of Directors on matters of Board governance.

This committee shall meet quarterly or as needed.

Quality Committee: Members of this Standing Committee shall consist of two members of the Board of Directors and one alternate. The function of this Committee is to advise the Board of Directors on quality-related governance matters.

This committee shall meet quarterly or as needed.

Finance Committee:

Members of this Standing Committee shall consist of two members of the Board of Directors and one alternate.

The function of the Finance Committee is to provide Board-level oversight of the District’s financial condition and performance and to advise the Board of Directors on financial matters.

- c) The Finance Committee shall meet quarterly or as needed.

Section 3. AD HOC COMMITTEES

The Board of Directors may establish ad hoc committees to address specific issues or projects, as needed.

ARTICLE VII CHIEF EXECUTIVE OFFICER

Section 1 GENERAL PROVISIONS

The Board of Directors shall have the authority to employ and discharge the Chief Executive Officer and shall specify the terms and conditions of the person's employment. The performance of the Chief Executive Officer will be evaluated on an annual basis by the Board of Directors based on performance criteria established by the Board of Directors.

The Chief Executive Officer shall be responsible for the overall management of the Hospital and District, and has the necessary authority to effect this responsibility subject to the Board's oversight, any policies and directives issued by the Board, and as called upon pursuant to the JPA Agreement. Chief Executive Officer is directly responsible to the Board of Directors and the Authority, for the management of the Hospital and all of its departments and activities.

Section 2. QUALIFICATIONS, DUTIES, AND RESPONSIBILITIES

Qualifications, specific duties, and responsibilities of the Chief Executive Officer shall be set forth in the appropriate section of the Policy Manual and any employment agreement with the Chief Executive Officer.

ARTICLE VIII MEDICAL ADMINISTRATION IN THE HOSPITAL

Section 1. ESTABLISHMENT OF A MEDICAL STAFF

There shall be a Medical Staff for the Hospital established in accordance with the requirements of the Local Health Care District Law, whose membership shall be comprised of all physicians, dentists, and podiatrists who are duly licensed and privileged to admit and care for patients in the Hospital. The Board of Directors shall appoint the Medical Staff, which shall be an integral part of the Hospital. The Medical Staff derives its authority from the Board of Directors and shall function in accordance with the Medical Staff Bylaws, Rules and Regulations, and Policies that have been approved by the Medical Staff and by the Board.

The Medical Staff shall be represented before the Board of Directors by the Chief of Staff or his/her designee and shall be afforded access to the Board through the Board's regular meetings and committees as described herein. The Medical Staff, through its officers, department chiefs, and committees, shall be responsible and accountable to the Board of Directors for the discharge of those duties and responsibilities set forth in the Medical Staff's Bylaws, Rules and Regulations, and Policies, and as delegated by the Board of Directors from time to time.

Section 2. BYLAWS, RULES AND REGULATIONS

The Medical Staff is responsible for the development, adoption, and periodic review of the Medical Staff Bylaws and Rules and Regulations, consistent with these District Bylaws, applicable laws, government regulations, and accreditation standards. The Medical Staff Bylaws, Rules and Regulations, and all amendments thereto, shall become effective upon approval by the Medical Staff and the Board of Directors.

Section 3. BOARD ACTION ON MEMBERSHIP AND CLINICAL PRIVILEGES

- a) Medical Staff Responsibilities: The Medical Staff is responsible to the Board of Directors for the quality of care, treatment and services rendered to patients in the Hospital. The Board of Directors shall delegate to the Medical Staff the responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership status, clinical privileges, and corrective action, except as provided in Section 3(d). The Medical Staff adopt and forward to the Board or committee of the Board specific written recommendations, with appropriate supporting documentation, that will allow the Board of Directors to take informed action. When the Board of Directors does not concur with a Medical Staff recommendation, the matter shall be processed in accordance with the Medical Staff Bylaws and applicable law before the Board renders a final decision. The Board of Directors shall act on recommendations of the Medical Staff within the period of time specified in the Medical Staff Bylaws or Rules and Regulations, or if no time is specified, then within a reasonable period of time. However, at all times the final authority for appointment to membership on the Medical Staff of the Hospital remains the sole responsibility and authority of the Board of Directors.
- (b) Criteria for Board Action: The process and criteria for acting on matters affecting Medical Staff membership status and clinical privileges shall be as specified in the Medical Staff Bylaws.
- (c) Terms and Conditions of Staff Membership and Clinical Privileges: The terms and conditions of membership status in the Medical Staff, and the scope and exercise of clinical

privileges, shall be as specified in the Medical Staff bylaws unless otherwise specified in the notice of individual appointment following a determination in accordance with the Medical Staff Bylaws.

- (d) Initiation of Corrective Action and Suspension: Where in the best interests of patient safety, quality of care, or the Hospital staff, and after consultation with the Chief of Staff, the Board of Directors shall have the authority to take any action that it deems appropriate with respect to any individual applying for or appointed to the Medical Staff or who is seeking or exercising clinical privileges or the right to practice in the Hospital. Action taken by the Board of Directors in such matters shall follow the procedures for corrective action outlined in the Medical Staff Bylaws, Rules and Regulations. The Board shall notify the Executive Committee immediately of any such action.

Chief Executive Officer may summarily suspend or restrict clinical privileges of any Medical Staff member where failure to take action may result in imminent danger to the health of any individual and when no person authorized to take such action by the Medical Staff is available, provided that the Chief Executive Officer has made reasonable documented attempts to contact the person or persons so authorized. A suspension by the Chief Executive Officer that has not been ratified by the Medical Executive Committee within two working days, excluding weekends and holidays, shall terminate automatically.

- (e) Fair Hearing and Appellate Procedures: The Medical Staff Bylaws shall establish fair hearing and appellate review mechanisms in connection with Staff recommendations for the denial of Staff appointments, as well as denial of reappointments, or the curtailment, suspension, or revocation of privileges. The hearing and appellate procedures employed by the Board of Directors upon referral of such matters shall be consistent with the Local Health Care District Law Section 32150 et. seq. of the California Health and Safety Code, and those specified in the Medical Staff Bylaws, Rules and Regulations to the extent not inconsistent therewith. Any doctor or other practitioner who feels aggrieved by any adverse recommendation or deprivation of Medical Staff status or clinical privileges shall be required, as a condition to exercising his or her right of appeal to the Board, to pursue his or her appeal through orderly channels of appeal and at the proper time and in the manner prescribed by the Bylaws and procedures of the Medical Staff of this hospital. When the Medical Staff has made its final ruling and decision concerning the appeal of any aggrieved doctor or practitioner in accordance with the Bylaws of the Medical Staff, and such doctor or practitioner then desires to appeal to the Board, he or she shall give notice in writing to the Hospital Administrator within ten (10) days next following the date of the entry of the final order of the Medical Staff. Said notices must state in substance the grievance made and complained of, and must be given in the time and manner herein specified, or the Board shall not take cognizance thereof except at its discretion. If said notice is so given within said time, then it shall be the duty of the Board to then consider such grievance in its entirety and render the decision of the Board in writing, and deliver a copy of its decision and findings to the aggrieved doctor or practitioner. Such decision shall be final.

The Medical Staff shall have the right to be heard, through its Chief of Staff or designee at meetings of the Board.

Section 4. ACCOUNTABILITY TO THE BOARD

The Medical Staff shall conduct and be accountable to the Board for conducting activities that contribute to the preservation and improvement of quality patient care and safety in the

Hospital.

Section 5. DOCUMENTATION

The Board shall receive and act upon the findings and recommendations emanating from the activities required by Section 4. All such findings and recommendations shall be in writing and supported and accompanied by appropriate documentation upon which the Board can take appropriate action.

Section 6. COMPENSATED MEDICAL DIRECTOR POSITIONS

Compensated Medical Director positions shall be responsible to the Chief Executive Officer and the Medical Staff for documentation of activities related to their assignment. Compensated Medical Directors shall be approved by the Chief Executive Officer and for fit and compensation amount. Medical Staff may appoint Service Directors, the slate of Service Directors must be approved by the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by affirmative vote of a majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each Board member not less than forty-eight (48) hours prior to the meeting.

Affirmative action may be taken to amend these Bylaws by unanimous vote of the entire Board membership at any regular or special meeting of the Board of Directors, in which event the provision for forty-eight (48) hours notice shall not apply.