Amended and Restated Bylaws
Of The
Sierra Kings Health Care District

PREAMBLE

The purpose of these Bylaws is to set forth the structure and operations of the Sierra Kings Health Care District.

ARTICLE I

1.1 Authority:
Pursuant to the authority given by the Local Health Care District Law, California Health and Safety Code Section 32000 et seq., these bylaws are adopted for the purpose of establishing rules and regulations, consistent with law, necessary for the exercise of the powers conferred and the performance of the duties imposed upon the Board of Directors of the Sierra Kings Health Care District by the laws of the state of California and the Ralph M. Brown Act, Government Code Section 54950 et seq.

1.2 Definitions:

1.2.a	"Board"	The term "Board" shall mean the Board of Directors of the Sierra Kings Health Care District.
1.2.b	"Director"	The term "Director" shall mean a member of the Board of Directors of the Sierra Kings Health Care District.
1.2.c	"District"	The term "District" shall mean the Sierra Kings Health Care District.
1.2.d	"Hospital"	The term "Hospital" shall mean Sierra Kings District Hospital, located at 372 West Cypress Avenue, Reedley, California 93654.
1.2.e	"Lease"	The term "Lease" shall mean that certain Lease, dated October 11, 2011, between the Sierra Kings Health Care District and Reedley Community Hospital, a California nonprofit religious corporation and affiliate of Adventist Health System/West, a California nonprofit religious corporation (collectively, the "Adventist Parties"), as amended by that certain First Amendment to Lease, dated effective as of November 1, 2011.
1.2.f	"Offices"	The term "Offices" shall mean the principal office for the transaction of

The business of the District, which is hereby fixed at 1011 G. Street, Reedley, California 93654, Fresno County, California. Branch offices may at any time be established by the Board of Directors at any place or places within the primary, secondary, or tertiary service areas of the District, when necessary to conduct the business of the District.

ARTICLE II

2.1 Scope of Bylaws:

The Bylaws shall govern the District, its Board, and all its affiliated and subordinate organizations and groups. The Board may delegate certain powers to other affiliated and subordinate organizations and groups, such powers to be exercised in accordance with the respective bylaws of such groups. All powers and functions not expressly delegated to such affiliated or subordinate organizations or groups in the bylaws of such other organizations or groups are to be considered residual powers vested in the Board. In the event of any conflict between the bylaws of any other affiliated or subordinate organization or group and the provisions of these Bylaws, these Bylaws shall prevail. In the event these Bylaws conflict with any statute of the State of California governing health care districts, such statute shall prevail.

2.2 Purposes

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 Health Care District Law and any other applicable statutes, rules, or regulations of the State of California. The Hospital is operated by Reedley Community Hospital, a California nonprofit religious corporation, and affiliate of Adventist Health System/West, a California nonprofit religious corporation (collectively, the "Adventist Parties"). The District oversees the Adventist Parties' compliance with the Lease and ensures that the District asserts all of its rights and obligations pursuant to the terms of the Lease.

Consistent with the Local Health Care District Law, the District aims to improve the health and well-being of the designated geographical areas as a community-based grant maker. To that end, the District shall work in cooperation with the community to implement needs assessments and develop strategic plans based on locally identified needs. That plan shall serve as a road map to impact such needs via community grant making. Also, the District shall implement evaluation strategies that measure the impact of such investments.

ARTICLE III:

3.1 Number and Qualifications of Directors; Terms:

The Board shall consist of five (5) members, each of whom shall be a registered voter residing within the District boundaries and designated zone. Board members shall serve for a term of

four (4) years and shall not be subject to term limits. If appointed to complete a prior member's term, that Board member shall serve the duration of the prior member's term and/or the period until the next election.

3.2 District Zones:
The District shall be divided into five (5) zones. Each zone shall include approximately twenty percent (20%) of the Districts population. Such zones shall be created in a manner that ensures the District conforms to the mandates of the Voters' Rights Act of 1990. There shall be one (1) Director elected from each zone.

3.3 Election To the Board:
An election for Board members shall be held in the District on the first Tuesday after the first Monday in November in each even numbered year. At that time a successor shall be chosen for each Board member whose term is set to expire at noon on the first Friday of December following such election. The candidates receiving the highest number of votes shall be elected thereto.

3.4 Meeting Attendance:
In accordance with California Health and Safety Code Section 32100.2, as amended, the term of any Director shall expire prematurely if the Director is absent from three (3) consecutive regularly scheduled meetings or from three (3) of any five (5) consecutive meetings of the Board, and if the Board by resolution declares that a vacancy exists on the Board.

3.5 Resignations/Vacancies:
Any Director may resign at any time by giving written notice to the Board, Chair, or Secretary. Any such resignation shall take effect upon the date of the receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. All or any of the Directors may be recalled at any time by the voters following the recall procedure set forth in Division 11 of the Election Code.

Failure to satisfy the residency requirements or other qualifications described in Article III Section 3.1 of these Bylaws shall also be cause for a vacancy.

Any vacancy upon the Board shall be filled by appointment by the remaining members of the Board in accordance with applicable State laws. Any person appointed to fill a vacancy shall serve on the Board for the remainder of the unexpired term.

3.6 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. No single Board member shall take any action on behalf of, or

in the name of, the Board unless the Board as a whole makes appropriate delegations of its powers and authority to officers, employees, and agents of the District.

3.7 Compensation:
The Directors shall serve without compensation, except that, pursuant to Health and Safety Code section 32103(c), each shall be allowed his/her actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board, prior to incurring such expenses. Pursuant to Health and Safety Code section 32103(c), the determination of whether a Director's activities on any specific day are compensable shall be made pursuant to Article 2.3 (commencing with Section 53232) of Chapter 2 Part 1 of Division 2 of Title 5 of the Government Code. Reimbursement for these expenses is subject to Sections 53232.2 and 53232.3 of Government Code. Pursuant to Government Code section 53232.2(b), it is the Board's policy that actual and necessary expenses may include, but are not limited to, travel, mileage, registration fees for related educational conferences or activities, per diem, etc. In the event that Division 23 of the California Health and Safety Code 32000 et. req. is amended to provide for payment of compensation, the amount of such compensation may be as set forth in the amended code.

ARTICLE IV:

4.1 Regular Meetings of the District:
The Board shall adopt an annual regular meeting schedule for each calendar year in advance of that year. Regular meetings of the Board are generally held on the fourth Tuesday of the month at a time and place to be fixed by the Board. The Board may from time to time change the time and place of such regular meetings. Every meeting must be noticed to the public with a binding agenda and adequate descriptors.

4.2 Special Meetings of the District:
A special meeting may be called at any time by the Chair, or by three (3) Directors by delivering written notice to each Director personally or by certified mail. Such notice must be delivered personally or by certified mail and must be received at least twenty-four (24) hours before the time of the 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. Such correspondence and meeting agenda shall be posted at the business office of the District, Reedley City Hall, the Reedley Library, and on the front page of the District's website.

4.3 Public Meetings of the District:
All meetings of the Board, whether regular, special, or adjourned, shall be open to the public, except those that are closed session, as permitted by law. All meetings shall conform to the Ralph M. Brown Act.

Notice of each regular and special meeting shall be posted at the business office of the District, Reedley City Hall, the Reedley Library, and on the front page of the District's website at least seventy-two (72) hours prior to the time of the meeting. The time, date, place of the meeting, and itemized topics with a brief description shall be included. Upon written request, individuals and organizations wishing to receive notice of the meetings of the District will be included on a distribution list for notice of regular meetings.

4.4 Location:
All regular and special meetings are to be held within the boundaries of the District as per California Government Code Section 54954(b).

4.5 Quorum:
A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law.

Standing Committees are subject to the Ralph M. Brown Act, Government Code section 54952 (b). State caselaw holds that two (2) or more persons are required for there to be a "meeting". In the event there are less that two (2) members are present, staff and the member may review and discuss the agenda, but they can only do so informally. The Committee cannot hold a meeting or conduct business.

4.6 Adjournment:
A quorum of the Board may adjourn any Board meeting to meet again at a stated day and hour; provided that in the absence of a quorum, a majority of the Directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

4.7 Minutes:
The Secretary of the Board is responsible for ensuring the maintenance of minutes of the Board meetings at the administrative office of the District. The minutes of all meetings of the Board shall include:

4.7.a Date, time, and place,

4.7.b Whether regular or special, and if special, how authorized,

4.7.c In the event the Chair calls for a break, the time the break began and ended should be recorded,

4.7.d The names of the Directors and staff present and the time they entered or exited the meeting while in session,

4.7.e Sufficient narrative detail to provide a rationale for direction or decisions made,

4.7.f Text of motions made, whether they were seconded, and whether they were approved or failed on roll-call vote,

4.7.g A statement of the vote of the Directors of all motions and resolutions, and

4.7.h Time of meeting adjournment.

Written minutes shall be approved by the Board at a subsequent meeting and signed by the Board Secretary.

Once adopted, minutes shall be forwarded to all Board members to keep them informed of activities. Documents distributed at meetings by members of the Board or the public shall be submitted to Board staff to ensure copies are available to the public upon request.

4.8 Meeting Cancelation

Meetings may be canceled by the Chair or by action of the majority of the Board. Cancellation of a Board meeting will be limited to lack of quorum or other reasonable situations as deemed appropriate by the Board Chair or majority of the Board members.

ARTICLE V:

5.1 Officers:

The officers of the Board shall be a Chair, Vice Chair, and Secretary. All officers shall be elected by the full membership of the Board.

5.2 Election of Officers:

The officers of the Board shall be chosen by the Board at the ~~first~~ regularly scheduled meeting in December following the statewide general election in each even-numbered year, and each officer shall hold office for two (2) years, or until his/her successor shall be elected and qualified, or until he/she is otherwise disqualified to serve.

5.3 Role of the Chair:

The Board shall elect one of their Directors to act as Chair. If at any time the Chair shall be unable to act, the Vice Chair shall take his/her place and perform his/her duties. If the Vice Chair shall also be unable to act, the Secretary shall take his/her place and perform his/her duties. The Chair, or member of the Board acting as such, as above provided:

5.3.a Shall preside over all meetings of the Board,

5.3.b Shall exercise the authority to call a special meeting,

5.3.c Shall sign, as Chair, on behalf of the District, resolutions and conveyances, and all other instruments in writing which have been authorized by the Board except those delegated to the Executive Director or other employee or agent of the District, and

5.3.d Shall have, subject to the advice and control of the Board, general responsibility for management of the affairs of the District during his/her term of office.

5.4 Role of the Vice Chair:

The Vice Chair shall serve as follows:

5.4.a 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.

5.5 Role of the Secretary:

The Secretary shall serve as follows:

5.5.a Keep, or cause to be kept, accurate and complete minutes of the meetings,

5.5.b Shall be responsible for executing resolutions approved by the Board,

5.5.c Call meetings on order of the Chair,

5.5.d Attend to all correspondence of the Board, and

5.5.e Perform such other duties as ordinarily pertain to his/her office.

Role of Finance Committee Chair:

The Chair of the Finance Committee shall serve as follows:

5.6.a Shall preside over all meetings of the Finance Committee,

5.6.b Keep, or cause to be kept, accurate and complete financial statements, budgets, and yea-end audits.

5.6.c Shall exercise the authority to call a special meeting of the Finance Committee,

5.6.c Shall have, subject to the advice and control of the Finance Committee and/or the Board, general responsibility for management of the affairs of the Finance Committee ~~District~~ during his/her term of office.

5.7 Removal and Resignation:
Any officer may be removed either with or without cause by a majority of Directors at the same time in office at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board, Chair, or Secretary. Any such resignation shall take effect the date of the receipt of this notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.8 Vacancy:
The vacancy in any office because of death, resignation, removal, or disqualification or any other cause shall be filled in the manner described in the Bylaws within sixty (60) days from the time the vacancy occurred.

ARTICLE VI:

6.1 Committees:
Committees of the Board shall be standing and special/ad hoc. Standing Committees shall include, at the Board's discretion the following: 1) the Finance Committee, 2) the Community Investments Committee, and 3) the Community Health Advisory Committee. Each meeting shall be staffed by designated Board employees, have an agenda, and submit minutes of the meeting to the Board.

6.1.a **The Finance Committee** – The Finance Committee shall consist of two (2) members of the Board, the Chief Executive Officer, and the Chief Finance Officer. Others may be asked to take part in the Committee as deemed appropriate. An additional Board member shall be appointed as an alternate and attend Finance Committee meetings only in the absence of an appointed member.

The purpose of the Committee shall be to study and make recommendations on the annual operating budget, the capital budget, and to provide input regarding the fiscal impact of the long-range strategic plan as well as review and monitor the investment strategy of the District funds on an annual basis.

6.1.b ***Ad hoc* Committees** – *Ad hoc* Committees may be formed as deemed necessary by the Board for the investigation, study, or review of specific matters. No Committee so appointed shall have any power or authority to commit the Board or the District in any matter.

ARTICLE VII:

7.1 Conflict of Interest

Pursuant to Health and Safety Code section 32111, members of the Board and officers of the District shall not be financially interested in any contract, as defined under Government Code section 1090, made by them in their official capacity, or by the District or any body or board of which they are members. Members of the Board or officers of the District shall not be purchasers at any sale or vendors at any purchase made by them in their official capacity.

Members of the Board and officers of the District shall disclose any potential conflict to the Board prior to entering into any transaction entered by the District, and prior to participation in any related meetings, negotiations, discussions or other matters related to the transaction.

Each Board Member shall be subject to the requirements and provisions of the Fair Political Practices Commission, the Fresno County Conflict of Interest Code, and the Conflict of Interest Code adopted by the District. As such, a Form 700 shall be completed and submitted by each Board member upon all the following:

7.1.a Assuming Office

7.1.b Leaving Office

7.1.c April 1st Annually

Should any Board member represent or hold a position with an organization which is an applicant to the Board for grant funding, or demonstrates any other conflict, that Board member shall declare his/her special interest and/or conflict and refrain from participating in any debate, discussion, or vote by the Board on that matter.

ARTICLE VIII:

8.1: Review and Amendments:

These articles shall be reviewed biannually and may be altered, amended, repealed, added to or deleted from, at any regular meeting of the Board, with the consent of a majority of Directors.

APPROVED as Amended and Restated by the Board of Directors of the February Sierra Kings Health Care District at the Regular Board Meeting held on the twenty fifth (25th) day of February, 2025.