

**BYLAWS**  
**OF**  
**SOLEDAD COMMUNITY HEALTH CARE DISTRICT**  
**(Amended and Restated by Action of Board of Directors March 27, 2025)**

**ARTICLE I PRINCIPAL OFFICE**

- 1.1 Principal Office. The principal office of Soledad Community Health Care District (“District”) shall be located at 612 Main Street, Soledad, California, 93960.

**ARTICLE II PURPOSES**

- 2.1 Organization. The District is organized and operated pursuant to Division 23 of the California Health and Safety Code, known as the Local Health Care District Law.
- 2.2 Purpose. The District exists for purposes related to community health needs and for the following general purposes:
- 2.2.1 Encourage competent health care at a reasonable cost.
  - 2.2.2 Attract qualified and competent health care practitioners to the District.
  - 2.2.3 Oversee sound organizational methods and efficient financial management.
  - 2.2.4 To do any and all other acts necessary to carry out the provisions of the Local Health Care District Law, codified in California Health & Safety Code 32000, et seq.
- 2.3 Dedication. The District is irrevocably dedicated to hospital, scientific, and educational purposes, and fully empowered to receive and administer funds for the attainment of these objectives, all in accordance with the purpose and powers set forth in the Local Health Care District Law.

**ARTICLE III TITLE TO PROPERTY**

- 3.1 Authority of Board. The title, direction, and control of all property owned by the District is vested in the Board of Directors (“Board”), and the signatures of the President and the Secretary as authorized shall constitute the proper authority for the purchase or sale of property, or for the investment of other disposal of trust funds which are subject to the control of the District. The Board may, by resolution, authorize other or different signatories if it determines that such authorization is necessary.

**ARTICLE IV SURPLUS REVENUE**

- 4.1 Profit or Gain. 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.

- 4.2 Disposition of Surplus Revenue. Should the operation of the District result in a surplus of revenue over expenses, such surplus may be used and dealt with by the Board of Directors as they determine within the limits of the Local Health Care District Law and these Bylaws.

#### ARTICLE V SCOPE OF BYLAWS

- 5.1 Definition. These Bylaws shall be known as the District Bylaws and shall govern the Soledad Community Health Care District, its Board of Directors, and all of its affiliated and subordinate organizations and groups.
- 5.2 Delegation. The Board of Directors may delegate certain powers as appropriate and in accordance with the Local Health Care District Law. No assignment, referral, or delegation of authority by the Board of Directors shall preclude the Board of Directors from exercising the authority required to meet its responsibilities for the operation of the District. The Board of Directors shall retain the right to rescind any such delegation.

#### ARTICLE VI POWERS OF DISTRICT

- 6.1 Powers. The District shall have and exercise the powers set forth in Section 32121 of the California Health and Safety Code.

#### ARTICLE VII DIRECTORS

- 7.1 Qualification and Number. The Board of Directors shall consist of five (5) members, each of whom shall be a registered voter residing in the District. Members shall be elected by the registered voters residing in the District, pursuant to Health and Safety Code Section 32100 and following. Terms shall be set in accordance with the Local Health Care District Law and California Uniform District Election Law. It is the recommendation of the Board of Directors that multiple family members not serve on the District Board at the same time. Family members include spouse, child, parent, sibling, grandparent, grandchild, domestic partner, or parent-in-law.
- 7.2 The Brown Act. The District shall cause each Board member and any person elected to serve as a member of the Board who has not assumed the duties of office to receive a copy of California Government Code Sections 54950-54962, known as the Ralph M. Brown Act.
- 7.3 Duties. Duties of individual Board members include, but are not necessarily limited to:
- 7.3.1 Attend board meetings.
  - 7.3.2 Attend meetings of committees to which the member is assigned.
  - 7.3.3 Relate community input to the Board.
  - 7.3.4 Represent the District in a positive and effective manner in public forums and abide by the District's Code of Conduct.
  - 7.3.5 As appropriate, be politically active on behalf of the District and its interests and needs.

- 7.3.6 Learn enough details about health care services so that a Board member can effectively question reports of both institutional managers and the professional staff and evaluate the answers.
- 7.3.7 Accept and fulfill reasonable assignments from the President of the Board.
- 7.3.8 Participate in the orientation of new Board members, if requested.
- 7.3.9 Become familiar with the provisions of Government Code Sections 54950- 54962, known as the Ralph M. Brown Act.
- 7.3.10 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.

7.4 Vacancies and Removal of Directors.

- 7.4.1 7.4.1-Removal-If a Board member is absent from three (3) consecutive regular meetings, or from three (3) of any five (5) consecutive meetings of the Board, the Board may, by resolution, declare that a vacancy on the Board exists.
- 7.4.2 Filling Vacancies. Vacancies so created or vacancies created by other means, such as resignation, death, or moving out of the boundaries of the District shall be filled by the methods provided by law.

7.5 Compensation. The members of the Board each shall be reimbursed for actual necessary travel and incidental expenses incurred in the performance of the official business of the District as approved by the Board and shall receive such compensation as approved by the Board in accordance with the Local Health Care District Law.

7.6 Conflict of Interest. No Board member shall realize economic gain from an action of the Board in which that Board member participated. Board members shall be required to follow the Conflict of Interest Code adopted by the Board of Directors.

ARTICLE VIII      MEETINGS OF DIRECTORS

8.1 Regular Meetings. Regular meetings of the Board shall be held monthly on the last Thursday of each month at 4 p.m. at the offices of Eden Valley Care Center, 612 Main Street, Soledad, CA 93960. The Board may from time to time, by majority vote, change the date, time, and place of a regular meeting.

8.2 Agenda. The District shall post an agenda complying with Government Code Section 54954.2 at least 72 hours prior to a regular meeting. The President of the Board with the assistance of the CEO sets the agenda. Any request by an individual or less than a majority of the Board Members for substantive information and/or research from District staff or advisors shall be submitted in writing to the CEO, and that request for Board authorization to expend District resources to provide that information will be added to the next meeting's agenda must be received no later than 15 days

prior to the Board meeting. The majority of the board will determine if the answer provided earlier is sufficient or if additional District resources need to be expended and or added. This is how items are to be added to the agenda and also a way for Board Members to get their questions answered in a timely fashion without unnecessarily prolonging District meetings.

- 8.3 Adjournment. If all members of the Board are absent from a regular meeting, the Board clerk shall declare the meeting adjourned to a stated time and place. The Board clerk shall place a notice of adjournment to be posted within 24 hours after the adjournment. He/she shall also cause a written notice of adjournment to be mailed to each Board member at least 24 hours before the time and date to which the meeting is adjourned.
- 8.4 Special Meetings. Special meetings of the Board may be called by the President of the Board or by three (3) directors. The District shall deliver a written notice of a special meeting to all Board members at least 24 hours before the time of the meeting as specified in the notice. The District shall post the notice of the special meeting at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. This 24-hour notice requirement shall not apply in an “emergency situation” as defined in California Government Code Section 54956.5.
- 8.5 Quorum. For regular and special meetings of the Board, a quorum shall be three (3) members.
- 8.6 Majority Vote. All actions of the Board shall be taken by a majority, consisting of at least three (3) of the Board members. No action shall be taken by the Board, however, by secret ballot, whether preliminary or final.
- 8.7 Public Meetings. All meetings of the Board, whether regular, special, or adjourned, shall be open and public, except as may be allowed for closed sessions under the Brown Act, and all persons shall be permitted to attend any meeting unless otherwise provided by law. Public testimony on a particular issue shall be limited to a maximum of three (3) minutes for each individual speaker for each issue. The Board may, however, at its discretion, allow for more time if deemed appropriate or necessary.
- 8.8 Minutes. A record of proceedings of all public meetings of the Board shall be kept on file.

## ARTICLE IX OFFICERS

- 9.1 Positions. The officers of the Board shall be a President, a Vice President, a Secretary and Treasurer
- 9.2 Election of Officers. The Board of Directors shall on the agenda, at their January meeting, subsequent to the Health Care District General Elections, elect the officers from among its own members.
- 9.3 Term of Office. Officers are elected for a period of two (2) years and shall serve until a successor is elected. No board member shall serve more than four (4) consecutive terms in the same office.
- 9.4 Duties.

9.4.1 President. The President shall:

- 9.4.1.1 Preside over all meetings of the Board of Directors. The President with the assistance of the CEO sets the agenda.
- 9.4.1.2 Sign as President and jointly with other officers as appropriate, and execute in the name of the district, contract, conveyances, and other written instruments that have been authorized by the Board of Directors.
- 9.4.1.3 Appoint chairperson and members of board committees.
- 9.4.2 Vice President. The Vice President shall in the event of death, absence, or other inability of the President, exercise all the powers and perform all the duties herein given to or imposed upon, the President.
- 9.4.3 Secretary. The Secretary shall, with the assistance of District staff, maintain accurate and complete minutes of all meetings, call meetings on the order of the President, attend to all correspondence, execute contracts and conveyances and all other instruments in writing, and perform such other duties as ordinarily pertain to this office
- 9.4.4 Treasurer. The District shall establish its own treasury and shall appoint a Treasurer charged with the safekeeping and dispersal of the funds in the treasury of the District. The Board Treasurer may rely on District staff to assist with the duties of Board Treasurer.
- 9.4.5 Chief Executive Officer. The Board of Directors shall 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 based on performance criteria established from time to time by the Board. The Chief Executive Officer shall be responsible for the overall management of the District and has the necessary and full authority to effect this responsibility subject to the Board of Director's oversight, and any policies and directives issued by the Board of Directors. The Chief Executive Officer is responsible for the management of the District and all of its departments and activities. The Chief Executive Officer is responsible for the retention, performance, and continued employment of the District's staff.

9.5 Vacancies and Removal of Board Officers.

- 9.5.1 Vacancy. Vacancy in any Board office shall be filled by a vote of the majority of the Board as soon as is reasonably possible.
- 9.5.2 Removal. Officers may be removed by vote of three (3) board members for failure to perform the duties of the office or for malfeasance in office.

ARTICLE X COMMITTEES OF THE BOARD

10.1 General Provisions.

10.1.1 Committees of the Board shall be standing or ad hoc. The committee members and chair shall be voted on by the Board.

10.1.2 All committees shall be advisory to the Board unless otherwise specified by the Board, whose purpose and progress shall be periodically reviewed by the Board.

10.1.3 Each Committee, Standing or Ad Hoc, shall be assigned two (2) District Directors, one of whom shall be the committee chair. Non-District Board Directors (“Community Members”) may be appointed as advisory members of the committee, and they will serve without a vote. Community Members may be recommended to the District Board Chair by the Committee Chair, or any other source within the District or the community. Proposed Community Members shall be residents of the District, shall be interviewed by the Board or Committee Chair, or both, and shall submit a curriculum vitae for Board review. The Board will act upon the recommendation for appointment coming from the Board Chair for a term subject to annual renewal when Committee appointments are approved as provided in Section 10.1.2 above. Upon appointment and upon any annual renewal of appointment, Community Members shall submit a Conflict of Interest Disclosure Statement to the District. The Board Chair shall be an ex officio member of Standing Committees but may vote only if an actual member of the committee.

10.1.4 Each District Director member of a committee shall be entitled to vote on the committee.

10.1.5 The committees shall be assisted by staff and consultants to the District in the manner set forth by policies and procedures of the Board.

10.2 Standing Committees. The Board may appoint Standing Committees upon a majority vote of the Board. Standing Committees shall hold meetings at times as agreed by the committee members or as directed by the Board, but no less than quarterly, unless otherwise set forth in these Bylaws. At a Standing Committee meeting a quorum shall be two of the two District Board committee members. If only one District Board committee member is present, a record of the proceedings shall be kept, but no action may be taken. There shall be a Standing Committee meeting agenda and packet, which shall be prepared in advance and distributed to Committee members in accordance with the Brown Act.

## ARTICLE XI INDEMNIFICATION

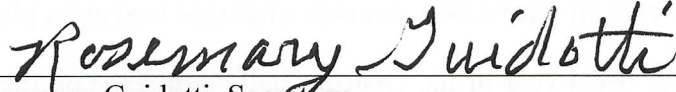
11.1 Indemnification of Directors and Officers. Directors and officers shall be indemnified to the full extent permitted by law against all claims, liabilities, and expenses incurred as a result of an action by the Board, except in the instance of willful misconduct in the performance of duties as a director or officer.

## ARTICLE XII GENERAL PROVISIONS

- 12.1 Execution of Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract, to execute any contract, or to execute any instrument in the name of and on behalf of the District.
- 12.2 Seal. The District shall have a seal and may alter said seal at its pleasure.
- 12.3 Fiscal Year. The fiscal year of the District shall commence on the first day of July of each year and shall end on the last day of June of each year.
- 12.4 Annual Audit. The affairs and financial condition of the District shall be audited annually at the end of each fiscal year by a Certified Public Accountant selected by the board and a written report of such audit and appropriate financial statements submitted to the Board. Additional audits may be authorized as considered necessary or desirable by the Board.
- 12.5 Review of Bylaws. The Bylaws of the Board should be reviewed at least every two (2) years and revised as necessary.
- 12.6 Amendment. These Bylaws may be amended at any properly noticed meeting of the Board by a majority of three (3) Board members.
- 12.7 Adoption. Adoption of Bylaws shall be by a majority of three (3) Board members, at any properly noticed meeting of the Board.

**CERTIFICATION BY SECRETARY**

I am the duly elected Secretary of the Board of Directors of Soledad Community Health Care District. I hereby certify that the attached Bylaws are a true and correct copy of the Bylaws of the District with all amendments thereto effective March 27, 2025.



Rosemary Guidotti, Secretary  
Board of Directors  
Soledad Community Health Care District