

BYLAWS OF GROSSMONT HEALTHCARE DISTRICT

ARTICLE I. DEFINITIONS

- 1.1 “Chief Executive Officer” means the District’s chief executive officer selected by and responsible to the Board for management of all operations.
- 1.2 “Board” means the Board of Directors of the District.
- 1.3 “Director” means a member of the Board.
- 1.4 “District” and/or “GHD” means the Grossmont Healthcare District.
- 1.5 “Lease” means lease of the Hospital to Grossmont Hospital Corporation, a subsidiary of Sharp Healthcare.

ARTICLE II. ORGANIZATION, POWERS, AND PURPOSES

- 2.1 **ORGANIZATION.** The District is a political subdivision of the State of California organized under the Local Healthcare District Law, Division 23 of the Health & Safety Code.
- 2.2 **PURPOSES AND POWERS.** The District is organized for the purposes described in the Local Healthcare District Law and shall have and exercise such powers in the furtherance of its purposes as are now or may hereafter be set forth in the Local Healthcare District Law and any other applicable statutes, rules, or regulations of the State of California.

ARTICLE III. OFFICES

- 3.1 **PRINCIPAL OFFICE.** The principal office of the District is located at the Grossmont Health Care Center at Briercrest Park 9001 Wakarusa Street, La Mesa, CA 91942
- 3.2 **OTHER OFFICES.** Branch or subordinate office may, at any time, be established by the Board at any place or places within the District.

ARTICLE IV. BOARD

- 4.1 **GENERAL POWERS.** The Board is the governing body of the District. All District powers shall be exercised by or under the direction of the Board. The Board is authorized to make appropriate delegations of its powers and authority to officers and employees.

- 4.2 **NUMBER AND QUALIFICATION.** The Board shall consist of five (5) members, each of whom shall be a registered voter residing in their designated Zone within the District.
- 4.3 **ELECTION AND TERM OF OFFICE.** An election shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which time a successor shall be chosen to each Director whose term shall expire on the first Friday of December following such election. The election of Board members shall be an election within each Zone of the District and shall be consolidated with the statewide general election. The candidates receiving the highest number of votes for the offices to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four (4) years, or until the Board member's qualified successor is elected, except as otherwise provided by law in the event of a vacancy.
- 4.4 **COMPENSATION.** Directors shall be compensated at the maximum rate as authorized by the Local Health Care District Law, Section 32103. Compensation shall be as set forth in BOD-11 "Meeting Compensation Guidelines" of the *Policy Manual*.
- 4.5 **FILLING VACANCIES.** Board vacancies created by the events enumerated in Government Code Section 1770 (a) through (l) shall be filled in the manner prescribed by Government Code Section 1780. The Board may decide to fill the vacancy pursuant to an interview process, or without soliciting expressions of interest, 15 days following posting of the vacancy in three conspicuous places within the District. The person thus appointed shall assume all responsibilities including committee assignments of the replaced Board member.

ARTICLE V. BOARD MEETINGS

- 5.1 **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held without notice to the Board members as follows:
- 5.1.1 On the first Tuesday and third Thursday of each month, at 9:00 a.m., in the Conference Center of the Grossmont Health Care Center at Briercrest Park, 9001 Wakarusa Drive, La Mesa, California; provided, however, that should said meeting date fall upon a legal holiday, the meeting shall be held at the same time on the next business day.
- 5.2 **ORGANIZATION MEETING.** At the Board meeting held annually on the third Thursday in December, the Board shall organize by the election of one of its members as President, one as Vice President, and one as Secretary. The Board President, CEO, or District Counsel will call for nominations for Board President. No vote shall be taken until all nominations have been made. Once all nominations are made, nominations shall be closed, and the vote shall be taken in public. The President shall also appoint the Treasurer, Assistant Secretary, and Assistant

Treasurer at the organizational meeting. As it relates to the organization meeting, also see Section 5.9 for prohibitions on vote-trading and requirements for ethical conduct.

- 5.3 **SPECIAL MEETINGS.** A special meeting may be called at any time by the President, or by three Board members, by delivering written notice, including emails and/or texts, to each Board member and to each local newspaper of general circulation, radio or television station requesting such notice in writing, personally or by mail. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at special meetings. Such written notice may be dispensed with as to any Board member who at, or prior to the time the meeting convenes, files with the Secretary a written waiver of notice. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.
- 5.4 **QUORUM.** A majority of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.
- 5.5 **ADJOURNMENT.** The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the Order of Adjournment. Less than a quorum may adjourn from time to time. A copy of the Order or Notice of Adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of the adjournment.
- 5.6 **RULES AND REGULATIONS.** The Board may adopt rules and regulations governing the Board, the District, its facilities, and programs, which rules and regulations shall not conflict with these bylaws.
- 5.7 **RULES OF ORDER.** Unless otherwise provided by law, these bylaws, or Board rules, Board meeting procedures shall be in accordance with Robert's Rules of Order Newly Revised 12th Edition. However, technical failures to follow Robert's Rules shall not invalidate any action taken. The President may make and second motions and vote in the same manner as other Board members.
- 5.8 **TELECONFERENCING AND VIRTUAL MEETINGS.** The Board members shall be allowed to attend meetings via teleconferencing in accordance with Government Code Section 54953 as amended, including holding virtual meetings during a proclaimed state of emergency when state and local officials have imposed or recommended measures to promote social distancing.

Whenever practical, all meetings of the Board of Directors shall allow for the public to access the meetings using an internet-based service option and a call-in option.

5.9 ETHICS AND TRANSPARENCY.

- 5.9.1 Brown Act – All meetings and communications shall be conducted according to California open meeting laws, also known as the Brown Act.
- 5.9.2 Ethics – All meetings and communications shall be administered according to State law governing the requirements for ethical conduct on the part of public officials and public agencies.
- 5.9.3 Vote-Trading – California law prohibits public officials from asking for, receiving, or agreeing to receive bribes in exchange for their votes or other official actions, and also forbids them from giving, or offering or promising to give, “any official vote” in exchange for another public official’s vote on the “same or another question.” Like bribery, vote-trading is a form of a “you-do-this-for-me, I-will-do-this-for-you” practice. In Latin, this is known as a quid pro quo (“this for that”). Quid pro quos are legally risky. Any time a public official stops making decisions based on what is best for the public, the public-decision making process is compromised. Penalties for vote trading include “imprisonment in the state prison for two, three, or four years and...by a restitution fine of not less than \$2,000 or not more than \$10,000...” A conviction for vote-trading will also lead to an immediate loss of office and permanent disqualification from holding any office in the state.
- 5.9.4 In addition to the State requirement for elected officials to receive ethics training, the District additionally requires Directors to receive formalized training in State laws related to sexual harassment.
- 5.9.5 Directors not completing State-required ethics training within the timeframe required by law shall immediately forfeit any meeting stipends or travel reimbursements until compliance is achieved. Such stipends and reimbursements shall also be forfeited by Directors not completing District-required sexual harassment training with the same timeframe.
- 5.9.6 Orientation – No later than one week from being sworn into office, new Directors shall receive an orientation from the District General Counsel and Chief Executive Officer regarding the Brown Act, prohibitions related to vote trading, the requirement to receive formal ethics training, and other laws governing the requirements for ethical conduct on the part of public officials and public agencies.
- 5.10 **PUBLIC SPEAKERS.** In accordance with State law, during all Board and committee meetings an opportunity shall be provided for citizens to speak on items of interest within the subject matter jurisdiction of the District. Persons wishing to address a matter not on a Board or committee agenda may also be heard during Public comments: however, in accordance with the law, no Board discussion or action can be taken on items not on the agenda. The Board has a policy limiting any speaker to no more than three minutes during Public Comments or to address a listed

agenda item. Time may be extended at the discretion of the Board through the President or presiding officer.

ARTICLE VI. COMMITTEES

- 6.1 **APPOINTMENT.** All Board committees, whether standing or special (ad hoc) shall be appointed by the President. There shall be nine (9) standing committees. Each member shall be designated the chairperson and no committee shall consist of the same two members in consecutive years and no member may serve more than two consecutive years on any committee. Except that the Board, by a four-fifths majority vote, may appoint any member of the Board to a standing committee.
- 6.2 **STANDING COMMITTEES.** Standing committees shall meet periodically between the hours of 9:00 a.m. and 3:00 p.m. on weekdays (unless mutually agreed to by both Committee Directors) to review reports from the Chief Executive Officer, legal counsel, and consultants relating to the particular subject matter of the committee. There shall be the following standing committees:

Leadership & Evaluation Committee. The President and Vice President of the Board shall constitute the Leadership & Evaluation Committee. This Committee has the responsibility for the evaluation process involving the Chief Executive Officer and any consultants hired by the Board, such as the General Counsel. The Committee shall meet on a quarterly basis with the Chief Executive Officer, and/or any consultants as may be deemed necessary. Furthermore, the Committee will develop and bring to the Board for consideration any contract or compensation recommendations.

Community Grants & Sponsorships. This committee shall be responsible for overseeing the award of financial assistance to community based nonprofit and governmental organizations and for monitoring the fiscal performance of the grantee and its delivery of services to the intended recipients. Subject to the reasonable approval of the District Board, Grossmont Hospital Corporation shall designate a representative who shall be entitled to participate on the committee as a non-voting member.

Finance. This committee shall be responsible for review of budgetary, financial, and investment and appraisal of market conditions relating to prudent investment of District funds and matters related to the District including the annual audit.

Facilities. This committee shall be responsible for periodic inspection of Sharp Grossmont Hospital to ensure compliance with the terms of the Lease and for review and consideration of real estate matters.

Community Health. This committee discusses the District's health focused activities to include library programs, community health education, and partner events. The committee also discusses and tracks community health initiatives that have been approved by the Board.

Policies & Procedures. This committee reviews and updates the District bylaws and Policies & Procedures.

Public Relations & Outreach. This committee shall be responsible for public relations activities and external communications with the community. The committee also reviews electronic communications such as social media engagement and website updates.

Government, Legal & Legislative Relations. This committee monitors and advocates for legislation affecting residents, community partners, special districts and healthcare services, as well as develops cooperative relationships and partnering opportunities with other community and government entities within the District including, but not limited to, the county, local cities, water districts, school districts, and college district.

Joint Strategic Plan & Risk Management. This committee monitors legal matters which affect the Grossmont Hospital and District, as well as monitors and makes recommendations regarding the status of the District's Strategic & Risk Management Plans.

- 6.3 **SPECIAL COMMITTEES OR AD HOC.** Special or Ad Hoc committees may be appointed by the President for special tasks as circumstances warrant, and upon completion of the task for which appointed such special or Ad Hoc committee shall stand discharged.
- 6.4 **CONSULTANTS.** A committee chairperson may invite additional individuals with expertise in a pertinent area to meet with and assist the committee. Such consultants shall not vote or be counted on in determining the existence of a quorum and may be excluded from any committee session. A committee chairperson may exclude any or all consultants from attending a committee meeting.
- 6.5 **MEETINGS AND NOTICE.** Meetings of a committee may be called by the President of the Board or the Chairperson of the Committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.

ARTICLE VII. OFFICERS

- 7.1 **PRESIDENT.** The Board shall elect one of its members as President, who shall hold office until a successor is elected. The President shall be the principal officer of the District and the Board, and shall preside at all meetings of the Board. The President shall appoint all Board committee members and committee chairpersons (each Board member shall be appointed chairperson of one of the nine standing committees), and shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.

- 7.2 **VICE PRESIDENT.** The Board shall elect one of its members as Vice President, who shall hold office until a successor is elected. In the absence of the President, the Vice President shall perform the duties of the President.
- 7.3 **SECRETARY.** The Board shall elect one of its members as Secretary, who shall hold office until a successor is elected. The Secretary shall provide for the keeping of minutes of all meetings of the Board. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law and shall act as custodian of District records, reports, and the District's seal. The Assistant Secretary may act in the absence of the Secretary.
- 7.4 **TREASURER.** The President shall appoint a Treasurer who shall serve at the pleasure of the Board. The Treasurer shall be charged with the safekeeping and disbursal of the funds in the Treasury of the District. The Assistant Treasurer may act in the absence of the Treasurer.

ARTICLE VIII. GHC BOARD MEMBERSHIP

Each Board member shall designate a nominee for service as his/her representative on the Grossmont Hospital Corporation (GHC) Board of Directors, unless designating themselves. The nominee shall be a registered voter residing within the Grossmont Healthcare District . (Nominees other than the member himself/herself are subject to the approval of Sharp HealthCare (Sharp).) Upon approval by Sharp, the representative shall serve at the pleasure of his/her nominating member and the term of all GHD designated members shall not exceed the term of the appointing GHD Director. (The GHC bylaws stipulate that members of the GHD Board serving on the GHC Board are not subject to approval and are not subject to the nine-year limitation of non-GHD member appointees).

Per the Lease agreement between the two entities, service on GHC by those on the GHD Board is limited to no more than two members. In instances in which more than two GHD Board members may be interested in serving on GHC, the President may utilize the following criteria to determine who serves:

- Service on the GHC Board should be for a minimum of two years.
- All interested Board members should be provided with an opportunity to serve.
- Continuity for the GHC Board as it relates to leadership and ongoing matters.

The Meeting Compensation Guidelines of District Policy Manual Section BOD-11 shall apply to the District's Board members and appointees to the GHC Board serving as members of the GHC Board and GHC or Sharp committees. Meetings eligible for compensation shall be limited to GHC Board, GHC committee, and Sharp committee meetings or functions to which the District Chief Executive Officer or District Board has specifically invited appointee(s). District Board appointees shall be limited to a payment equivalent to the District Board of Directors' for three (3) separate meetings during any calendar month.

If any GHD Board member declines to designate a nominee, the Board President shall designate the member's representative. The term of such presidential nominee shall be one year. After one year, the member declining to designate a nominee will again have an opportunity to make his/her designation. Vacancies occurring during this one-year period shall similarly be filled by appointment by the Board President. Under no circumstances shall any vacancy remain unfilled for a period greater than thirty (30) days.

Members of the GHD Board not serving on the GHC Board may serve on GHC Standing Committees subject to the consent of GHC. In no case shall more than two members of the GHD Board serve on the same Standing Committee of GHC. Any Director is encouraged to voluntarily serve on any Standing Committee of GHC. The District chairs of the Facilities and Finance Committees are encouraged to voluntarily serve on the respective GHC Facilities and Finance Committees.

ARTICLE IX. AMENDMENT

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