

**AMENDED AND RESTATED  
BYLAWS  
OF  
EL CAMINO HEALTHCARE DISTRICT  
ADOPTED**

**January 20, 2015**

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**AMENDED AND RESTATED  
BYLAWS  
of  
EL CAMINO HEALTHCARE DISTRICT  
Santa Clara County, California**

**PREAMBLE**

These Bylaws are adopted by the Board of Directors (the "District Board") of the El Camino Healthcare District (the "District"), pursuant to Section 32104 of the Health and Safety Code of the State of California, for the purpose of establishing such rules and regulations, not inconsistent with law, as, in the opinion of the District Board, are necessary for the exercise of the powers conferred and the performance of the duties imposed upon it by the Local Health Care District Law and related statutes. In the event of any conflict between these Bylaws and the Local Health Care District Law, the latter shall prevail.

**ARTICLE I  
PURPOSE**

The purpose of the District shall be to establish, maintain and operate, or provide assistance in the operation of one or more health facilities (as that term is defined in the California Health and Safety Code Section 1250) or health services at any location within or without the territorial limits of the District, for the benefit of the District and the people served by the District, and to do any and all other acts and things necessary to carry out the provisions of the District's Bylaws and the Local Health Care District Law.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office for the transaction of the business of the District and for the preservation of District records is hereby fixed and located at 2500 Grant Road, Mountain View, California 94040.

**ARTICLE III  
OFFICERS**

Section 1 CHAIRPERSON. The Chairperson shall conduct all District Board meetings, regularly lead the evaluation of the role and performance of the chairperson of the Board of Directors of El Camino Hospital, and the performance of the Board of Directors of El Camino Hospital in carrying out the purpose and mission of the District, and lead the evaluation annually of the performance of the District Chief Executive Officer and District Chief Financial Officer in each case in collaboration with the District Board. The Chairperson shall coordinate an annual self-evaluation of the District Board's performance, assure the orientation of new District Directors, perform all other executive functions required by the District Board and consult with the District Directors regarding each of the foregoing evaluations and executive functions performed by the Chairperson.

Section 2 VICE CHAIRPERSON. The Vice Chairperson may assume and perform the duties of the Chairperson in the absence or disability of the Chairperson or whenever the office of the Chairperson of the District Board is vacant. The Vice Chairperson shall have such titles, perform such other duties, and have such other powers as the District Board or the Chairperson shall designate from time to time.

Section 3 SECRETARY. The Secretary shall (i) ensure that the CEO has assigned staff to keep the minutes of all meetings of the District Board, send or cause to be sent appropriate notices and agendas for all meetings of the District Board, and act as custodian of all records and reports, (ii) attest in writing to the minutes of all District Board meetings and to the Resolutions of the District Board, and (iii) have such other powers and perform such other duties as may be prescribed by the District Board, the Chairperson or by these Bylaws.

Section 4 TREASURER. The Treasurer shall (i) ensure that the CEO has assigned staff to keep correct and accurate accounts of the property and financial records and transactions of the District, and (ii) shall in general supervise or perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the District Board, the Chairperson or by these Bylaws.

Section 5 ELECTION AND TERM OF OFFICERS. Before July 1<sup>st</sup> of every odd-numbered year, the District Board shall elect officers from the District Directors then in office. The officers shall be elected by a majority vote of the District Directors. The District Board shall elect officers to serve for a term of two (2) years. Each officer shall hold office for such two (2) year term or until his or her successor is elected and qualified.

Section 6 RESIGNATION OR REMOVAL. Any officer may resign at any time. Any officer may be removed by the majority vote of the District Directors then in office (other than the officer himself or herself) at any regular or special meeting of the District Board.

Section 7 VACANCIES IN OFFICES. Any vacancy which shall occur in the offices shall be filled in the following manner:

(a) The Chairperson of the District Board may appoint persons from the District Board to fill such vacancy until his or her successor is elected and qualified. Said appointment shall be subject to confirmation by the District Board.

(b) In the event a vacancy occurs in the office of the Chairperson, the Vice Chairperson shall automatically succeed to the office of the Chairperson for the remainder of the former Chairperson's term of office.

#### **ARTICLE IV DISTRICT DIRECTORS AND VACANCIES**

Section 1 NUMBER OF DISTRICT DIRECTORS AND QUALIFICATIONS. The District Board shall consist of five (5) directors ("District Directors"). Each District Director shall be a registered voter who is a resident of the District.

Section 2 TERM OF OFFICE. Each District Director shall serve for a term of four (4) years, unless (a) such term is sooner terminated by such District Director's death, resignation or removal, or (b) a District Director is appointed or elected to fill an unexpired term.

Section 3 DISTRICT DIRECTOR COMPENSATION. District Directors shall serve with compensation to the extent permitted by applicable law and in accordance with any policy adopted by the District Board. Each District Director shall be allowed reimbursement of his or her actual necessary travel and incidental expenses incurred in the performance of official business of the District in accordance with any policy approved by the District Board.

Section 4 VACANCIES. The vacancy of a District Director position on the District Board shall be filled in accordance with applicable law, including as applicable, the California Health and Safety Code Section 32100 *et seq.*, Elections Code Section 1000 *et seq.*, and Government Code Section 1780 *et seq.*, as amended. The procedure for filling a vacancy occurring on the District Board shall be according to District policy for filling such vacancy. The District policy shall include procedures for notification of the public of the vacancy, in accordance with applicable law, establishing deadlines for receipt of applications from persons interested in filling the vacancy, and setting interviews of qualified persons by the District Board.

## ARTICLE V BYLAWS

Section 1 INSPECTION OF BYLAWS. The Bylaws shall be kept at the principal office of the District and shall be open to public inspection.

Section 2 AMENDMENTS TO BYLAWS. Any provisions of the Bylaws may be amended by a vote of the majority of the entire District Board.

## ARTICLE VI MEETINGS

Section 1 PUBLIC. All meetings of the District Board shall be open to the public except that meetings of the District Board may be closed to the public by the District Board if allowed by California law.

Section 2 PLACE. All meetings of the District Board shall be called at any location within the District, unless otherwise permitted by applicable law. Meetings of the District Board may be called outside the District only as allowed by applicable law.

Section 3 TIME AND NOTICE.

(a) Regular Meetings. Regular meetings of the District Board shall be held without call on the date and at the time and place established, from time-to-time, by resolution of the District Board. The District Board may establish the date, time, and place of one (1) or more regular meetings in any such resolution.

(b) Special Meetings. Special meetings of the District Board may be held, provided that such meetings comply with all requirements established by California law.

(c) Emergency Meetings. Emergency Meetings of the District Board may be held when permitted and with such notice as mandated by law.

Section 4 AGENDA FOR MEETINGS. The order of business at the meetings of the District Board shall follow the agenda for the meeting, provided, however, that the order of business may be varied in the Chairperson's discretion. The agenda for District Board meetings shall be developed by the Chairperson with the District Chief Executive Officer acting as staff to the Chairperson for this purpose. Any District Director may request that a matter be added to a future District Board meeting agenda. If such a proposal is made between District Board meetings, the District Director shall communicate the substance of the proposed item to the Chairperson and the District Chief Executive Officer with sufficient detail so such item may be properly added to the agenda for a District Board meeting. Such item shall be added to the District Board agenda for the next meeting of the District Board for which there is sufficient time to fully comply with all notice and agenda posting requirements applicable to the District. Any such item so added to the District Board agenda may be removed from the District Board agenda by a motion made by any District Director at such meeting if such motion is approved by the District Board. If a District Director proposes that an item be added to the District Board agenda for a future District Board meeting during a District Board meeting, then such item shall be added to the District Board agenda unless the District Board adopts a resolution directing that such item not be added to the agenda.

Section 5 QUORUM. Three (3) District Directors shall constitute a quorum.

## ARTICLE VII SPECIAL COMMITTEES

Section 1 SPECIAL COMMITTEES. Special committees shall be created as the need may arise. The chairperson of the committee must be a District Director appointed by the Chairperson of the District Board, and all committees shall include one (1) or more District Directors. All members of the committees, other than the chairperson of the committee, are subject to approval by the District Board. Fifty percent (50%) attendance shall represent a quorum. Written minutes of all meetings shall be kept. All special committees shall be advisory to the District Board unless otherwise specified by the District Board.

## ARTICLE VIII DISTRICT CHIEF EXECUTIVE OFFICER

Section 1 SELECTION, AUTHORITY AND TERM. The District Board (a) may select and employ a competent, experienced District Chief Executive Officer or (b) may enter into a management services agreement or other similar agreement for services under which a District Chief Executive Officer may be provided. Such District Chief Executive Officer shall be the District Board's direct executive representative in the management of the District. The District Chief Executive Officer shall be given the necessary authority and held responsible for the administration of the District in all its activities and departments subject only to such policies as may be adopted, and such orders as may be issued by the District Board or by any of its committees to which it has delegated power for such action. He or she shall act as the "duly authorized representative" of the District Board in all matters in which the District Board has not

formally designated some other person for that specific purpose. However, nothing in this section is to be construed as depriving or delegating from the District Board to the District Chief Executive Officer any of the powers and duties imposed upon the District Board by the Local Health Care District Law, Division 23, or Chapter 1 of the Health and Safety Code of the State of California, or related statutes. The District Chief Executive Officer shall hold office from the date of engagement until the end of his or her term in office or sooner at the sole discretion of the District Board, subject to any employment or other agreement approved by the District Board.

Section 2 PERFORMANCE REVIEW. The District Board shall regularly review the performance of the District Chief Executive Officer and (a) if directly employed, provide counseling in areas where improvement is needed or (b) if provided under a management contract, then provide the evaluation to the other party to such contract.

Section 3 AUTHORITY AND DUTIES. The authority and duties of the District Chief Executive Officer shall be as follows:

(a) To prepare an annual budget showing the expected receipts and expenditures of the District as required by the District Board.

(b) To select, engage, employ, manage and discharge all employees serving in positions as authorized by the District Board or those providing services pursuant to a management services agreement approved by the District Board.

(c) To attend all meetings of the District Board.

(d) To submit regularly to the District Board or its authorized committees, periodic reports showing the professional service and financial activities of the District and to prepare and submit such special reports as may be required by the District Board and/or its functioning committees.

(e) To serve as the liaison officer and channel of communications for all official communications between the District Board or any of its committees, and its adjunct organizations.

(f) To act as an ex-officio member of all District Board committees.

(g) To perform any other duty that may be necessary in the best interest of the District.

**ARTICLE IX  
EXECUTION OF CORPORATE INSTRUMENTS,  
AND VOTING OF STOCKS AND MEMBERSHIPS  
HELD BY THE DISTRICT**

Section 1 EXECUTION OF CORPORATE INSTRUMENTS. The District Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate



name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the District.

Unless otherwise specifically determined by the District Board or otherwise required by law, formal contracts of the District, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the District, and other corporate instruments or documents, and certificates of shares of stock owned by the District, shall be executed, signed, or endorsed by the Chairperson.

All checks and drafts drawn on banks or other depositories on funds to the credit of the District, or in special accounts of the District, shall be signed by such person or persons as the District Board shall authorize to do so.

Section 2 VOTING OF STOCKS OWNED BY DISTRICT. All stock of other corporations or memberships in other corporations owned or held by the District for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the District Board, or in the absence of such authorization, by the Chairperson of the District Board, or Vice Chairperson or by any other person authorized to do so by the Chairperson or the Vice Chairperson of the District Board.

## **ARTICLE X MAINTENANCE AND INSPECTION OF REPORTS AND RECORDS**

The District shall keep at its principal office the original or a copy of its charter and these Bylaws as amended from time to time. Each District Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the District. This inspection by a District Director may be made in person or by the agent or attorney. The right of inspection includes the right to copy and make abstract of documents.

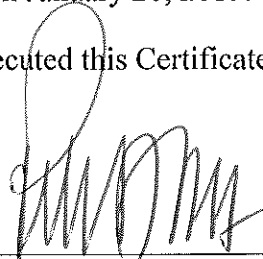
**ADOPTION OF AMENDED AND RESTATED BYLAWS**

Approved and adopted by motion at a meeting of the Board of Directors of El Camino Healthcare District, duly held on January 20, 2015.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the currently elected and acting Secretary of El Camino Healthcare District, a public hospital district, and the above Amended and Restated Bylaws, consisting of 7 pages, are the Bylaws of the El Camino Healthcare District as adopted pursuant to the required affirmative vote of the Board of Directors of El Camino Healthcare District on December 7, 2005 and as amended and restated pursuant to the required affirmative vote of the Board of Directors of El Camino Healthcare District on March 1, 2006, on January 17, 2012, on May 1, 2013, on June 17, 2014, and on January 20, 2015.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on Jan 26<sup>th</sup>, 2015.



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Peter C. Fung, MD, Secretary