

RESOLUTION NO. 561
A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE BEACH CITIES HEALTH DISTRICT
ACCEPTING AND APPROVING THE BYLAWS OF
THE BEACH CITIES HEALTH DISTRICT
PROVIDING FOR INTERNAL OPERATION OF
THE BOARD OF DIRECTORS

BYLAWS OF
THE BEACH CITIES HEALTH DISTRICT

PREAMBLE

SECTION 1. NAME

The name of this organization shall be the Beach Cities Health District (hereinafter "the District"), organized pursuant to the terms of the Local Health Care District Law (Statutes 1945, Chapter 932; Health and Safety Code, Division 23, Sections 32000-32492, of the State of California), to promote the public health and general welfare. This organization shall be fully empowered to receive and administer funds for the attainment of these objectives, in accordance with the purposes and powers set forth in the Local Health Care District Law.

ARTICLE I

PURPOSES AND SCOPE

SECTION 1. SCOPE OF BYLAWS

These Bylaws shall be known as the "District Bylaws" and shall govern the District, its Board of Directors (hereinafter referred to as the "Board") and all of its affiliated and subordinate organizations and groups.

The bylaws of affiliated and subordinate organizations and groups, and any amendments to such bylaws, shall not be effective until the same are approved by the Board. In the event these District Bylaws are in conflict with the bylaws of any affiliated or subordinate organization or group, these District Bylaws shall prevail. In the event these District Bylaws are in conflict with any statute of the State of California governing the District, such statute shall prevail.

SECTION 2. PURPOSES

The purposes of the District shall include all purposes allowed to California health care districts organized pursuant to the Local Health Care District Law, and any successor statutes thereto.

SECTION 3. PROFIT OR GAIN

There shall be no contemplation of profit or pecuniary gain, nor shall there be any distribution of assets or surpluses to any individual upon dissolution of the 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 District for purposes consistent with the Local Health Care District Law. By resolution, the Board may authorize the disposition of any surplus property of the District at fair market value by any method determined appropriate by the Board; provided however the Board may donate or sell, at less than fair market value, any surplus property to a 501C3 local agency within the agency boundaries of Hermosa Beach, Manhattan Beach, and Redondo Beach.

ARTICLE II

DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS AND TERMS OF OFFICE

The Board shall consist of five (5) Directors, each of whom shall be a registered voter residing in the District, and who shall comply with Section 32110 of the Health and Safety Code. Each Director shall serve a term of four (4) years pursuant to the appropriate section of the Local Health Care District Law and the Elections Code of the State of California and otherwise comply with all requirements set forth by the Local Health Care District Law.

SECTION 2. POWER AND DUTIES

The Board shall have and exercise all the powers of the District as set forth in Chapter 2, Article 2 of the Local Health Care District Law, including, but not limited to the following:

- (a) To promote the health and well being of residents of the District.
- (b) To control and be responsible for the management of all operations and affairs of the District.
- (c) To make and enforce all rules and regulations necessary for the administration, government, protection and maintenance of facilities under District jurisdiction.
- (d) To appoint a Chief Executive Officer and to define the powers and duties of said Chief Executive Officer.
- (e) To adopt resolutions establishing policies or rules for the operation of the District and any of its facilities. Such resolutions shall be kept in a separate book or file and shall be available for inspection at all times.

- (f) To establish and operate such education programs as shall from time to time be deemed by the Board to be necessary and beneficial to the District.
- (g) To establish a responsible fiscal system for the receiving, accounting for, managing and disbursing of District funds and property.
- (h) To do any and all other acts and things necessary to carry out the provisions of the District Bylaws or of the provisions of the Local Health Care District Law.

SECTION 3. COMPENSATION

Each Director may be compensated \$100 for each Board or Committee meeting attended by such director, up to five (5) meetings per month. Each Director shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of official business of the District.

SECTION 4. VACANCIES

Any vacancies on the Board shall be filled in accordance with Section 1780 of the Government Code of the State of California. No more than two members appointed by the remaining Directors shall serve at any one time.

SECTION 5. ADVOCACY POSITIONS

The Board of Directors may take an advocacy position on general health-related issues affecting their constituents. This may include lobbying local, state and federal legislative bodies and/or agencies to enact legislation or change existing legislation that would be beneficial to the electorate in the District. The Board may not advocate to the legislature or to the public, nor may it issue any statement supporting or opposing, any issue that is part of a particular ballot initiative or any candidate for election. All advocacy positions shall be approved by the affirmative vote of 80% (4/5) of the full membership of the Board. The Board may issue a free press release for a general health issue but may not use public funds for a mass mailing or advertisement(s) to advocate for a specific issue.

ARTICLE III

MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS

A minimum of 10 regular meetings per year shall be held by the Board at a time and place to be fixed by resolution, and the Board may from time to time, by resolution, change the time and place of such meetings.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be called by three (3) Directors, and notice of the holding of such meeting shall be actually given to each Director at least twenty-four (24) hours before the meeting. Such notice shall state that no other business will be transacted thereat.

SECTION 3. QUORUM

A majority of the Directors shall constitute a quorum for the transaction of any business of the District. The affirmative vote of a majority of the Directors shall be required to constitute an action of the Board.

SECTION 4. ADJOURNMENT

A quorum of the Board may adjourn any Directors' meeting, either regular or special, 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 from time to time until the time fixed for the next regular meeting of the Board.

SECTION 5. PUBLIC MEETINGS

All meetings of the Board, whether regular, special, or adjourned, shall be open to the public, provided, however, that the foregoing shall not be construed to prevent the Board from holding closed sessions to consider the appointment, employment, dismissal of an employee or public officer, or to hear complaints or charges brought against such officer or employee, to consult with legal counsel concerning litigation to which the District is or may be a party, or as otherwise authorized by law.

SECTION 6. ATTENDANCE AT MEETINGS

Notwithstanding any other provisions herein, the term of any Director shall expire if he or she is absent from three consecutive regular meetings, or from three of any five consecutive meetings of the Board and the Board by resolution declares that a vacancy exists on the Board.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS

The officers of the Board shall be a President, President Pro Tem, and a Secretary-Treasurer. All officers shall hold office at the pleasure of the Board of Directors. The officers of the Board shall serve terms of one year and shall be elected upon the majority vote of the Board.

SECTION 2. PRESIDENT

The President, or member of the Board acting as such:

- (a) Shall preside over all meetings of the Board.
- (b) Shall sign, as President, and with the attestation of the Secretary-Treasurer, shall execute, in the name of the District, all contracts and conveyances and all other instruments in writing, which have been authorized by the Board, unless otherwise delegated to the Chief Executive Officer.
- (c) Shall have, subject to the advice and control of the Board, general responsibility for management of the affairs of the Board during his or her term of office.

SECTION 3. PRESIDENT PRO TEM

If, at any time, the President shall be unable to act, the President Pro Tem shall take the President's place and perform the President's duties. If the President Pro Tem shall also be unable to act, the Board may appoint some other member of the Board to do so, and such person shall be vested with all the functions and duties of the office of President until such time as the President or President Pro Tem shall be able to assume such functions and duties. It is the intent of the Board that the President Pro Tem succeeds the President.

SECTION 4. SECRETARY-TREASURER

The Secretary-Treasurer shall keep, or cause to be kept, accurate and complete minutes of all meetings, call meetings upon order of the President, attend to all correspondence of the Board, attest the signature of the President on contracts and conveyances and all other instruments as provided by Section 2 of this Article, and perform such other duties as ordinarily pertain to this office.

The Secretary-Treasurer shall have the duty to ascertain that all receipts are deposited and disbursements made in accordance with the District Bylaws, the directions of the Board, and good business practice. It is the intent of the Board that the Secretary-Treasurer succeeds the President Pro Tem.

SECTION 5.

OTHER OFFICES

The Board may create such other offices as the business of the District may require, and the holder of each such office shall hold office from such period, have such authority, and perform such duties as are provided in the District Bylaws or as the Board may from time to time determine. Members of the Board shall fill such additional offices.

ARTICLE V

COMMITTEES

SECTION 1. GENERAL

Committees of the Board shall be standing committees or special (Ad Hoc) committees and with the exception of Ad Hoc Committees, are subject to the Brown Act. The Board may authorize the establishment of one or more sub-committees of a standing or ad hoc committee.

Appointment of Board members to committees shall be the responsibility of the President with the concurrence of the Board. Appointment of non-board members, hereinafter referred to as community members, to committees shall be permitted at the discretion of the Board with appointments proposed by the Committee Chair. Community members shall be invited to apply. Resumes will be requested with applications and the Board may choose to conduct interviews. Community Committee members shall serve without compensation. Board members may be compensated \$100 per meeting, not to exceed five (5) total meetings per month, including Board meetings.

With respect to the Finance Committee, Community Health Committee and Strategic Planning Committee described in Section 2 below, there shall be a special category of community member to be comprised of high school students. Committee members who are high school students shall meet such requirements as may be prescribed from time to time by the Board and set forth in a written policy. High school students shall be invited to apply. Applications and names of references will be requested and the Board may choose to conduct interviews. High school community committee members shall serve without compensation.

All community members appointed to committees shall serve thereon with voting rights. However, all Committee action is advisory to the Board and the Committee Chair has the option of not calling for a vote of the whole Committee and role call votes may be taken. No committee of the Board shall have the power or authority to commit the Board in any manner. Community committee members shall serve two-year terms. High school community committee members shall serve one-year terms.

Notwithstanding any other provisions herein, if a committee member is absent from three (3) consecutive meetings of the committee, the committee chair shall declare that a vacancy exists on the committee. Each standing committee meeting shall have an agenda and shall submit minutes of its meetings to the Board. At a standing committee meeting, a quorum shall be a majority of the number of the committee, including the Chief Executive Officer and excluding the high school members. For purposes of determining a quorum, high school members shall not be counted in calculating the number of members on the Committee, nor in determining the number of members present at a meeting of the committee. The President shall appoint a chair to each committee. All committees shall meet at the call of their chair or the Chief Executive Officer.

Standing Committees shall be Finance; Policy; Community Health; Strategic Planning; and Properties and such other standing committees as the Board may from time to time authorize.

- (a) Finance Committee: This Committee shall consist of two (2) members of the Board, six (6) to eight (8) community members with financial or banking expertise, and up to two (2) high school students with an interest in finance, business or banking. The Secretary-Treasurer shall be the chair of this Committee. The Committee shall assist the Board in fulfilling its responsibility for ensuring the organization's financial health. The Committee is responsible for budget oversight; audit review; investment policies; and business plan development.
- (b) Community Health Committee: This Committee shall consist of two (2) members of the Board, six (6) to eight (8) community members, up to two (2) high school students and the Chief Medical Advisor. The Committee shall assist the Board in fulfilling its responsibility to the community. The Committee shall be responsible for assessing community health and wellness concerns; monitoring the availability of community health resources; and recommending programs, service areas and business ventures, to better promote high quality standards.
- (c) Properties Committee: This Committee shall consist of two (2) members of the Board. The Committee shall assist the Board in fulfilling its responsibility for managing the District properties. The Committee is responsible for oversight of property assets: acquisition, development, leasing and disposition of District's properties; lease negotiation oversight; and capital development plans. (Note: Capital development relates to construction; expansion; improvements to District facilities) Appointment of non-board members as Community Advisors and High School Advisors to the Properties Committee may be permitted at the discretion of the Board with appointments proposed by the Committee Chair. The Properties Committee may have up to six (6) to 8 (eight) Community Advisors, and up to two (2) High School Advisors. Community Advisors and High School Advisors shall be selected in the same manner and meet the same qualifications as community members and high school members of other committees, and shall serve without compensation. Community Advisors and High School Advisors shall have the right to receive Committee agendas and non-confidential materials, attend Committee meetings in open session and to deliberate with the Committee in the same manner as members of the Committee; however, they shall not be deemed members of the Committee, shall have no voting rights and shall not attend closed sessions. Community Advisors shall serve two year terms and High School Advisors shall serve one- year terms. No Advisor shall have the power or authority to commit the Board in any manner. Advisors shall not be counted in determining a quorum of the Committee.

- (d) Policy Committee: This Committee shall consist of two (2) members of the Board and shall assist the Board in fulfilling its responsibilities for ensuring high levels of management performance. The Committee is responsible for oversight and review of all bylaws, policies and procedures and review of advocacy positions. The Committee shall establish criteria and implement the process for Board and Chief Executive Officer performance assessments. The Committee shall develop new policies at the direction of the Board.
- (e) Strategic Planning Committee: This Committee shall consist of two (2) members of the Board, six (6) to eight (8) community members and up to two (2) high school students. The Committee is responsible for oversight and development of the District strategic plan. The Committee will be the primary designee of the Board to further develop and recommend ongoing strategic planning. The Committee shall review the District's vision, mission and goals on an annual basis and update the strategic plan every three years.

SECTION 3. SUB-COMMITTEES

Sub-Committees shall be such sub-committees as the Board may from time-to-time authorize.

SECTION 4: AD HOC SPECIAL COMMITTEES

The President, with the concurrence of the Board, may appoint Ad Hoc Special Committees for the investigation, study and review of specific matters for reports and recommendations to the Board. Ad Hoc Special Committees stand discharged upon completion of the assigned task.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

SECTION 1. GENERAL

The Board shall select and appoint a competent Chief Executive Officer who shall be its representative in the management of the District, and shall be given the necessary authority and responsibility to operate the District in all its activities and departments, subject to the constraints of these Bylaws and policies as may be issued by the Board. The Chief Executive Officer shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

SECTION 2. POWERS AND DUTIES

The Board delegates to the Chief Executive Officer the authority and responsibility to perform the following functions:

- (a) Carrying out all policies established by the Board and advising the Board with respect to formation of these policies.
- (b) Preparing an annual budget showing the expected revenue and expenditures as required by the Board or its Finance Committee.
- (c) Selecting, employing, controlling and discharging employees, including a Chief Financial Officer and other subordinate officers, and developing and maintaining personnel policies and practices for the District.
- (d) Maintaining physical properties in a good and safe state of repair and operating condition.
- (e) Supervising business affairs to insure that funds are collected and expended to the best possible advantage.
- (f) Presenting to the Board, or its authorized committee(s), monthly reports reflecting the services and financial activities of the District and such special reports as may be required by the Board.
- (g) Attending all meetings of the Board and service on committees thereof. The Chief Executive Officer shall be an ex officio member of all committees of the Board, and any support organizations affiliated with the District, without the power to vote, except that the Chief Executive Officer shall not serve as a member of advisory Ad Hoc Special Committees consisting solely of a minority of the Board. He or she shall represent the Board unless the Board directs otherwise.
- (h) Serving as the liaison and channel of communications between the Board and any of its committees.
- (i) Representing the District in its relationships with other health organizations.

- (j) Performing other duties that may be necessary or that may be delegated to the Chief Executive Officer by the Board.
- (k) All District Contracts with external parties and correspondence relating thereto will be handled through the Office of the Chief Executive Officer. Accordingly, the Chief Executive Officer shall have the authority to negotiate, sign, monitor, and terminate or renegotiate contracts.
- (l) Managing the activities and resources of the District, including the District's human, physical, financial, knowledge, and community good will resources in support of the District's mission to maintain, improve and restore the health of the communities served by the District.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

To the full extent permitted by law, including without limitation, Section 825 et. seq. (Indemnification of Public Employees) and Section 995 et. seq. (Defense of Public Employees) of the Government Code of the State of California, the District shall indemnify, defend and hold harmless its current and former Directors, Officers and employees, with respect to acts or omissions made by them in the scope of their official duties or employment as an employee of the District against all expenses, judgments, fines, settlements and other amounts, including, but not limited to, attorneys' fees, actually and reasonably incurred in any proceeding to which such persons shall be parties or shall be threatened to be made parties.

ARTICLE VIII ANNUAL AUDIT

At least once each year, the Board shall engage the services of a qualified accountant of accepted reputation to conduct an audit of the books of the District and prepare a report. The financial statement of the District with the auditor's certification, including any exceptions or qualifications as part of such certification, shall be published in the District by the Board pursuant to Section 6061 of the Government Code of the State of California.

ARTICLE IX AMENDMENT

The District Bylaws may be amended by Resolution at any regular meeting of the Board upon the affirmative vote of a majority of the full membership of the Board, except that no amendment shall be made to this Article IX of these District Bylaws or any other provision of these District Bylaws relating to compensation to be paid to Directors by the District unless such amendment or amendments shall have been approved by the affirmative vote of two-thirds (2/3) of the full membership of the Board.

ARTICLE X
SEAL

The Board shall have the power to adopt a form of seal and to alter it at pleasure.

ADOPTED, SIGNED AND APPROVED this 27th day of January, 2021 at Redondo Beach, California.

Jane Diehl, President
Board of Directors
Beach Cities Health District

APPROVED:

Vanessa Poster
Secretary-Treasurer
Board of Directors
Beach Cities Health District

January 27, 2021
Dated

Resolution No.	236 – Amending Bylaws,	09/25/1974
Resolution No.	267 – Amending Bylaws,	11/22/1976
Resolution No.	317 – Amending Bylaws,	09/10/1980
Resolution No.	319 – Amending Bylaws,	11/12/1980
Resolution No.	323 – Amending Bylaws,	01/28/1981
Resolution No.	355 – Amending Bylaws,	08/2/1984
Resolution No.	357 – Amending Bylaws,	11/14/1984
Resolution No.	373 – Amending Bylaws,	10/01/1987
Resolution No.	401 – Amending Bylaws,	04/07/1994
Resolution No.	430 – Amending Bylaws,	09/24/1998
Resolution No.	433 – Amending Bylaws,	11/30/1998

Resolution No.	441 – Amending Bylaws, 04/22/1999
Resolution No.	446 – Amending Bylaws, 02/24/2000
Resolution No.	455 – Amending Bylaws, 09/5/2001
Resolution No.	464 – Amending Bylaws, 07/31/2002
Resolution No.	475 – Amending Bylaws, 05/28/2003
Resolution No.	489 – Amending Bylaws, 08/31/2005
Resolution No.	526 – Amending Bylaws, 11/18/2013
Resolution No.	537 – Amending Bylaws, 07/27/2016
Resolution No.	542 – Amending Bylaws, 09/27/2017
Resolution No.	561 – Amending Bylaws, 01/27/2021

CERTIFICATE OF PRESIDENT OF
BEACH CITIES HEALTH DISTRICT

I, Jane Diehl, do certify as follows:

1. That I am the duly elected and acting President of Beach Cities Health District, a California Health Care District.

2. That the Bylaws to which this Certificate is attached comprising pages 1 to 14, inclusive, constitute the Bylaws of the Beach Cities Health District as duly adopted and as amended from time to time.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of January, 2021.

Jane Diehl, President
Board of Directors
Beach Cities Health District