



MISSION

It is our mission to deliver quality healthcare to the residents of and visitors to Big Bear Valley through the most effective use of available resources.

VISION


To be the premier provider of emergency medical and healthcare services in our Big Bear Valley.

**NOTICE AND CALL OF A
BOARD OF DIRECTORS
SPECIAL POLICY & PROCEDURE & BVCHD DISTRICT
BYLAW COMMITTEE MEETING**

Friday, July 07, 2017
12:00 p.m. Open Session @ Hospital Conference Room
41870 Garstin Drive, Big Bear Lake, Ca. 92315

NOTICE IS HEREBY GIVEN that a special meeting of the Board of Directors, Policy & Procedure & BVCHD District Bylaw Committee of the Bear Valley Community Healthcare District will be held on Friday, July 07, 2017, Open Session beginning at 12:00 p.m. A copy of the agenda is attached hereto.

Dated: July 3rd, 2017



John Friel
CEO



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**BOARD OF DIRECTORS
SPECIAL POLICY & PROCEDURE & DISTRICT BYLAW COMMITTEE MEETING AGENDA
FRIDAY, JULY 07, 2017
12:00 PM –OPEN SESSION @ HOSPITAL CONFERENCE ROOM
41870 GARSTIN DRIVE, BIG BEAR LAKE, CA. 92315**

Copies of staff reports or other written documentation relating to each item of business referred to on this agenda are on file in the Chief Executive Officer's Office and are available for public inspection or purchase at 10 cents per page with advance written notice. In compliance with the Americans with Disabilities Act and Government Code Section 54954.2, if you need special assistance to participate in a District meeting or other services offered by the District, please contact Administration (909) 878-8214. Notification at least 48 hours prior to the meeting or time when services are needed will assist the District staff in assuring that reasonable arrangements can be made to provide accessibility to the meeting or service. **DOCUMENTS RELATED TO OPEN SESSION AGENDAS (SB 343)** Any public record, relating to an open session agenda item, that is distributed within 72 hours prior to the meeting is available for public inspection at the public counter located in the Administration Office, located at 41870 Garstin Drive, Big Bear Lake, CA 92315. For questions regarding any agenda item, contact Administration at (909) 878-8214.

OPEN SESSION

1. **CALL TO ORDER** **Donna Nicely, President**
2. **ROLL CALL** **Shelly Egerer, Administrative Assistant**
3. **ADOPTION OF AGENDA***
4. **PUBLIC FORUM FOR OPEN SESSION**
This is the opportunity for persons to speak on items of interest to the public within subject matter jurisdiction of the District, but which are not on the agenda. Any person may, in addition to this public forum, address the Committee regarding any item listed on the Committee agenda at the time the item is being considered by the Committee. (Government Code Section 54954.3, there will be a three (3) minute limit per speaker. Any report or data required at this time must be requested in writing, signed and turned in to Administration. Please state your name and city of residence.)
5. **DIRECTORS COMMENTS**
6. **APPROVAL OF MINUTES***
A. May 30, 2017
7. **OLD BUSINESS***
A. Discussion and Potential Approval of the Policy & Procedure & Bylaw Committee Meeting Calendar
8. **NEW BUSINESS***
 - None
9. **PRESENTATION, REVIEW AND REVISION OF BVCHD BYLAWS***
A. August 2015 BVCHD Bylaws: Preamble through Article XIII
10. **ADJOURNMENT*** *** Denotes Actions Items**

**BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT
POLICY & PROCEDURE & DISTRICT BYLAW
COMMITTEE MEETING MINUTES
41870 Garstin Drive, Big Bear Lake, Ca. 92315
May 30, 2017**

MEMBERS PRESENT: Donna Nicely, President John Friel, CEO
 Rob Robbins, 1st Vice President Shelly Egerer, Admin. Asst.
 Mary Norman, Risk/Compliance Officer

MEMBERS ABSENT: None

STAFF: None

GUESTS: None

OPEN SESSION

1. CALL TO ORDER:

President Nicely called the meeting to order at 1:00 p.m.

2. ROLL CALL:

Donna Nicely and Rob Robbins were present. Also, present were John Friel, CEO, Mary Norman, Risk Manager/Compliance Officer and Shelly Egerer, Admin. Asst.

3. ADOPTION OF AGENDA:

President Nicely motioned to adopt the May 30, 2017 Agenda as presented. Second by Board Member Robbins to adopt the May 30, 2017 Agenda as presented. President Nicely called for the vote. A vote in favor of the motion was unanimously approved.

- Board Member Robbins- yes
- President Nicely- yes

4. PUBLIC FORUM FOR OPEN SESSION:

President Nicely opened the Hearing Section for Public Comment at 1:00 p.m. Hearing no request to address the Committee, Board Member Nicely closed the Hearing Section at 1:00 p.m.

5. DIRECTORS COMMENTS

- None

6. APPROVAL OF MINUTES*

A. May 01, 2017

President Nicely called for a motion to approve the May 01, 2017 minutes as presented. Motion by Board Member Robbins to approve the May 01, 2017 minutes as presented. Second by President Nicely to approve the May 01, 2017 minutes as presented. President Nicely called for the vote. A vote in favor of the motion was unanimously approved.

- Board Member Robbins- yes
- President Nicely- yes

6. OLD BUSINESS:

A. Discussion and Potential Approval of the Policy & Procedure & Bylaw Committee Meeting Calendar:

- President Nicely and Board Member Robbins suggested the next committee meeting be conducted June 22, 2017 at 1:30 p.m.

Board Member Robbins motioned to approve the next committee meeting to be scheduled for June 22, 2017 at 1:30 p.m. Second by President Nicely to approve the next committee meeting to be scheduled for June 22, 2017 at 1:30 p.m. President Nicely called for the vote. A vote in favor of the motion was unanimously approved.

- Board Member Robbins- yes
- President Nicely- yes

8. NEW BUSINESS*

- None

9. PRESENTATION, REVIEW AND REVISION OF BVCHD BYLAWS*

(1) August 2015 BVCHD Bylaws:

- The committee requested that the Auxiliary & Foundation Bylaws be provided to the Board of Directors for approval. The Foundation & Auxiliary Bylaws will need to be approved prior to the District Bylaws approval or at least on the same agenda.
- The committee requested clarification on the following topics and items; legal counsel is to be contacted and information is to be relayed at the June 22, 2017 committee meeting.
 - Confirm with legal counsel regarding employees and independent contractors running for Board. Administration and the committee members are under the impression that if an employee is elected as a Board Member for the District they will not be able to continue employment.
 - Add language regarding a Board Member needs to recues themselves from any item discussed at a Board Meeting if there is a conflict of interest. This was not enforced in the past with prior Board Members.
 - Page 7; item R: follow up with legal counsel. The committee is not clear on this comment.
 - Page 8; compensation: remove comment from legal counsel. The committee wants to continue to receive \$100.00 for any conference they attend and this is not included in the Brown Act Meeting Stipend.
 - Contact legal counsel to request clarification on Committees of the Board having a Board Member fill in for a committee they are not on and can they approve items such as minutes or would it be best to reschedule the committee or just have the one committee member present and no action taken but are able to have discussion as information only.
 - Does the Board Member that attends the QI Meeting have a vote since they are now part of the QI Committee.

- President Nicely asked Board Member Robbins to review the election portion of the Bylaws to ensure we are accurate with the verbiage.

10. ADJOURNMENT*

President Nicely motioned to adjourn the meeting at 1:45 p.m. Second by Board Member Robbins to adjourn the meeting. President Nicely called for the vote. A vote in favor of the motion was unanimously approved. President Nicely adjourned the meeting.

- Board Member Robbins- yes
- President Nicely- yes



**BYLAWS OF BEAR VALLEY
COMMUNITY HEALTHCARE DISTRICT
2017**

DRAFT

Mission

To deliver the highest quality of care to all members of the community and visitors through the most effective use of available resources

Vision

To be the premier provider of emergency medical and health care services in a rural community

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ARTICLE I PREAMBLE

SCOPE AND PURPOSE

SECTION 1 NATURE OF DISTRICT NAME

The name of this nonprofit Healthcare District Organization shall be the Bear Valley Community Healthcare District, organized under the terms of the Local Healthcare District Law, Division 23 of the California Health and Safety Code Section(32000, et seq.) to promote the public health and general welfare.

~~Bear Valley Community Healthcare District (the "District") is a healthcare district organized under the Local Health Care District Law of the State of California (Health & Safety Code, Sections 32000 and following).~~

SECTION 2 BYLAWS DEFINITIONS

"Administrator / CEO" shall include and refer~~ed~~ to the Hospital Administrator or an Administrator of Bear Valley Community Hospital and shall mean the Chief Executive Officer of the District.

"Board" shall mean the Board of Directors, of the District, or the GoverningBody of the District.

"Brown Act" means the Ralph M. Brown Act, Chapter 9, Division 2, Title 5 of Government Code (54950, etseq).

"CAH" shall mean Critical Access Hospital.

"CDPH" shall mean the California Department of Public Health.

"Chief Executive Officer" shall include and refer to the Administrator of Bear Valley Community Hospital and the District.

"Chief Financial Officer" shall include and refer to the CFO of Bear Valley Community Hospital and the District.

"Chief Nursing Officer" shall include and refer to the CNO of Bear Valley Community Hospital and the District.

"CMS" shall mean the Center for Medicare and Medicaid Services.

"DHCS" shall mean the Department of Health Care Services.

"District" shall mean the Bear Valley Community Healthcare District or Bear Valley Community Hospital.

“Facilities” shall mean a Healthcare Facility, Hospital, Clinic and other establishments operated by the District.

“Hospital Auxiliary” shall mean Bear Valley Community Hospital Auxiliary, a California Non Profit Public Benefit Corporation, a 501 (c) 3.

“Hospital Foundation” shall mean Bear Valley Community Healthcare District Foundation a California Non Profit Public Benefit Corporation, a 501 (c) 3.

“Medical Record” shall mean and include, but not limited be to, personal identification data, treatment and findings of a medical nature.

“Medical Staff” shall mean the organized Medical Staff of Bear Valley Community Hospital.

“Physician” shall mean a physician or surgeon licensed to practice medicine in the State of California and whom the Board of Directors has credentialed to practice at Bear Valley Community Hospital or at any District Facilities.

“Practitioner” shall mean and include Podiatrist, Chiropractor, Dentist, Physician Assistant, Nurse Practitioner, Licensed Clinical Social Worker, Certified Registered Nurse Anesthetist and Psychologist licensed to practice in the State of California has been credentialed to practice at Bear Valley Community Hospital or at any District Facilities by the Board of Directors.

Quorum Health Resource shall mean “QHR”. QHR shall provide said District the services of Chief Executive Officer and Chief Financial Officer. QHR will provide specialty consultants on an as need basis upon Board approval.

“Telemedicine/Telehealth” shall mean medical service provided by a credentialed provider through telephonic systems.

ARTICLE 1

SECTION 1 NATURE OF DISTRICT

Bear Valley Community Health District (the District”) is a Healthcare District organized under the Local Health Care District Law of the State of California (Health & Safety Code, Sections 32000, et seq.).

SECTION 2 MISSION & VISION STATEMENT

The Mission of Bear Valley Community Healthcare District is to deliver quality healthcare to the residents of and visitors to Big Bear Valley through the most

effective use of available resources. The vision of Bear Valley Community Healthcare District is to be the premier provider of emergency medical and healthcare services in our Big Bear Valley.

SECTION 3 RELATIONSHIPS

The Board recognizes it is most effective in maintaining, improving, and restoring the health of everyone in our community when it works in collaboration with others. Among our partners are Residents of the community, the Hospital, the Medical Community, and other Health Care Providers. Although the responsibilities of the Board are set forth in our public trust as the duties of fiduciary responsibility and care and in State Law, it is the intent of the Board to maximize its impact on health by building strong, cooperative relationships.

SECTION 4 SCOPE OF BYLAWS

These bylaws are intended for the regulation of the District, its Board of Directors (the “Board”) and Bear Valley Community Hospital (the “Hospital”). These bylaws shall be regarded as rules and regulations of the District adopted pursuant to the Local Health Care District Law, and any powers hereunder with respect to the operation of the Hospital shall be interpreted to be consistent with such law.

The Governing Board may delegate certain powers to the Administrator/CEO, Medical Staff, or other affiliated subordinated organizations or groups. No assignment, referral, or delegation of authority by the Governing Board shall preclude the Governing Board from exercising the authority required to meet its responsibilities or operation of Bear Valley Community Healthcare District and the quality of patient care. The Governing Board shall retain the right to rescind any such delegation.

The Bylaws and Rules and Regulations of the Medical Staff, the Hospital Auxiliary, BVCHD Foundation and other affiliated and subordinated organizations and groups, and any amendments to such bylaws shall not be effective until the Governing Board approves the same.

SECTION 5 PURPOSES AND POWERS

The jurisdiction, powers, and purposes of the District, its Board of Directors and its officers and agents shall be as now or hereafter provided by the provisions of the Local Health Care District Law subject thereto, the purposes of the District shall include, but not necessarily be limited to, the following:

- a) Within the limits of Hospital and community resources, to establish, maintain, and operate, or provide assistance in the operation of one or more health facilities or health services, including, but not limited to, acute and continued care of the injured and ill, outpatient programs, retirement programs, or other health care programs, services and facilities and activities at any location within or without the District for the benefit of

Commented [DT1]: I don't believe that the Board has reviewed and approved the Auxiliary and Foundation bylaws in the past. The Board can choose to begin doing this, however, realize that you approve these amendments, you will basically nullify the Auxiliary and Foundation's current bylaws. We would suggest that the bylaws for these two organizations be reviewed by the Board at the time these new Board Bylaws are being considered for vote.

the District and the people served by the District, regardless of race, creed, national origin, gender, religion, handicap, ability or inability to pay for services, method of payment, or any other basis prohibited by law.

- b) To coordinate the services of the District with community agencies and other hospitals providing specialized care.
- c) To conduct educational and research activities essential to the attainment of its purposes.
- d) **The Bylaws and Rules and Regulations of the Medical Staff, the Hospital Auxiliary, Bear Valley Community Healthcare District Foundation and other affiliated subordinate organizations and groups and any amendments to such Bylaws, shall not be effective until the same are approved by the Governing Board.**
- e) **To contract with legal counsel to advise the Board of Directors in all matters pertaining to the business of the District.**
- f) **To employ/retain/contract any officers, and employees, consultants, and other professionals the Board of Directors deems necessary to carry on properly the business of the District.**
- g) To do any and all other acts and things necessary to carry out the provisions of the Local Health Care District Law.

Commented [DT2]: I believe this is a duplicate section. You are already proposing adding it to section 4.

SECTION 6 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 there any distribution of assets or surpluses to any individual on the dissolution of this District **which shall include but not limited to the use of District Letterhead for personal profit or gain.**

SECTION 7 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 Directors for improvements in the Hospital's facilities and services for the care of the sick, injured or disabled, or for other purposes not inconsistent with the Local Health Care District Law or these bylaws.

The District shall have the authority to dispose of surplus property consistent with requirements of Health and Safety code 32121.2.

SECTION 8 HARASSMENT AND DISCRIMINATION

It is the policy of the District that there be no discrimination or harassment against any person or employee on the basis of race, color, religion, sex, pregnancy, marital or domestic partner status, sexual orientation, gender identity or expression, age,

ancestry, national origin, disability, or medical condition, as defined inapplicable State and Federal Laws, ~~or~~ for any other reason whatsoever. In keeping with this policy, the District will not tolerate ~~any kind of~~ discrimination or harassment of any kind by any District ~~P~~ersonnel, Contractors and/or Vendors.

Any alleged or reported incidents of discrimination or harassment will be thoroughly investigated by Senior Management and/or Legal Counsel, and after reviewing the facts and circumstances, a determination concerning whether reasonable grounds exist to believe that harassment or discrimination has occurred, will be made. If it is determined to have occurred, the matter will be addressed and appropriate action will be promptly taken by either Senior Management, Legal Counsel and/or by Board of Directors.

ARTICLE II

GENERAL PROVISIONS

SECTION 1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the District is hereby fixed at 41870 Garstin Drive, Big Bear Lake, San Bernardino County, California. Branch offices may at any time be established by the Board of Directors at any place or places within the geographical boundaries of the District, when necessary or desirable for the conduction of business of the District.

The principle US Mail address of the District is PO Box 1649 Big Bear Lake, California, 92315.

SECTION 2 SEAL

The Board shall have the power to adopt a form of corporate seal and to alter it at its pleasure. The Secretary may affix the seal to all appropriate documents. The failure to affix the seal shall not affect the validity of any instrument.

ARTICLE III

DIRECTORS

SECTION 1 NUMBER AND QUALIFICATIONS

The Board of Directors shall consist of five members, each of whom shall be a registered voter residing in the District, **elected by the public from registered voters of the District in accordance with California Health and Safety Code Section 32100, et, seq.** Candidates for the Board of Directors shall not have a direct or indirect financial interest in the Hospital and shall not be engaged in any business transaction or professional activity which is in substantial conflict with the discharge of the powers and duties of a Director **as defined in Article III, Section 53** of these bylaws. A substantial conflict of interest arises when an official expects to derive a direct monetary gain or

suffer a direct monetary loss by reason of his or her official activity, or the activity of said Director's spouse. A substantial conflict does not exist if a Director accrues no greater benefit or detriment as a member of a business, profession, occupation or group than any other Director. If a Director has a substantial conflict of interest with any matter before the Board, such Director shall recuse themselves from any discussion on the matter, as well as any vote on the matter.

Pursuant to Government Code Section 53227, an employee of the District/Hospital may not be sworn into office as an elected or appointed member of the Board of Directors unless he or she resigns as an employee. If the employee does not resign, the employment shall be deemed automatically terminated upon his or her being sworn into office. ~~A Board of Director may not work directly for the District, be an independent contractor for the district, and/or work under a Hospital approved District contract.~~

SECTION 2 ELECTIONS AND TERM

The election of Directors shall be consolidated with the statewide general election and shall be held in each even numbered year. A Director shall be elected for a term of four (4) years or until his or her successor is elected and has qualified. The term of Directors shall be staggered such that two seats are filled in one District election and three seats are filled in the following District election.. Prior to taking office, each elected officer shall take the official oath and execute any bond required by the principal act. Per State and County regulations, (California Election Code, Division 10 Section 10554), elective officers, elected or appointed pursuant to this part, take office no later than the first Friday in December following the November general district election.

SECTION 5 VACANCIES

Any vacancy on the Board shall be filled by appointment by a majority vote of the remaining members of the Board. Any person appointed to fill such vacancy shall hold office for such term and under such conditions as specified by California Government Code Section 1780, California Health & Safety Code 32100.1. **In the event that a board member resigns his or her position the Board Member must contact Administration. Administration must contact the Department of Register of Voters immediately. ~~Need verbiage from Registrar of Voters Procedure~~ A new Board Member shall be appointed to fill a the vacated position from applying individuals who meet qualifications for election by vote of the remaining Board Members in a publicly noticed open meeting. The appointed Board Member shall serve until the next general election**

SECTION 6 GOVERNING BOARD REMOVAL

Any member of the Governing Board may be recalled by the voters of the District by following the recall procedure set forth in California Election Code and other applicable law.

SECTION 7 ORIENTATION

A newly elected or appointed Director shall receive an orientation to the roles and responsibilities of the position by the CEO, and the President of the Board of Directors, or their designee, within 30 days of taking office. **State mandated courses which include, but are not limited to AB1234, and Sexual Harassment, must be completed and renewed by all Board Members within the state mandated time frame. HIPAA, Compliance, and Ethics training are also to be completed and renewed by all Directors annually or within the State mandated time frame.**

SECTION 5 POWERS AND DUTIES

The Board shall have and exercise all the powers of a Health Care District as set forth in the Local **Health Care District Law, California Health and Safety Code 32000 that are necessary for fulfilling its mission.** These shall include, but are not limited to the following:

- a) To control and be responsible for the financial viability and management of all operations and affairs of the District and the Hospital.
- b) To make and enforce all rules and regulations necessary or desirable for the Administration, Government, protection, and maintenance of the Hospital and other facilities under District jurisdiction.
- c) To approve or disapprove all articles of incorporation, constitutions, bylaws, rules and regulations, including amendments thereof, of all affiliated or subordinate organizations.
- d) To approve policies for the operation of the District and its facilities including the Hospital. Policies that address cross-functional, interdisciplinary, and/or multi-departmental activities shall be developed collaboratively among Hospital representatives responsible for such activities.
- e) To designate by resolution persons who shall have authority to sign checks drawn on the funds of the District.
- f) To negotiate and enter into agreements with independent contractors, including practitioners and paramedical personnel.
- g) Using criteria, to appoint a Chief Executive Officer and to define the qualifications, powers, and duties of such appointee.
- h) To delegate certain powers to the Medical Staff and other affiliated or subordinate organizations in accordance with their respective bylaws.
- i) To provide for the organization of physicians, surgeons, podiatrists, dentist and chiropractors licensed to practice in this state and who are permitted to practice in the hospital with a formal medical staff, with appropriate officers and bylaws and with staff appointments on a biennial basis.
- j) To provide that the medical staff shall be self-governing with respect to the professional work performed in the hospital and, that the medical staff shall meet in accordance with the minimum requirements of the laws of the State of California.

- k) To provide for a procedure for appointment and reappointment of medical staff as provided by medical staff bylaws and the laws of the State of California.
- l) To provide that accurate and complete medical records be prepared and maintained for all patients by proper hospital staff.
- m) To approve negotiated agreements with representative labor organizations.
- n) To provide for resources and support systems for the quality improvement functions and risk management functions related to patient care and safety.
- o) To regularly monitor, through information provided by appropriate persons and entities, such as designed committees of the Medical Staff, the quality and appropriateness of services provided.
- p) To do any and all other acts and things necessary to carry out the provisions of these bylaws or the Local Health Care District Law.
- q) **To provide for the election of its officers and for the appointments of committees as necessary to effect the discharge of its responsibilities. In addition, to adopt a schedule of meetings, attendance requirements, and methods of recording minutes of the Board's proceedings.**
- r) **To assure that major plans and programs are designed to meet objectives and are consistent with recognized planning agency recommendations, and are justified by present and future community health needs. Such plans and programs shall reflect the Hospital's present and future role in meeting community health needs.**
- s) **To perform the functions inherent and maintenance of any elective or required accreditation of the Hospital. To be actively involved in any accreditation process which shall include participation in a Hospital survey process when deemed necessary.**
- t) **To authorize the purchase, lease, and disposal of capital and non-capital equipment needed to meet its mission, California Health and Safety Code 32122, 32132.**
- u) **To acquire, lease, manage, and dispose of real assets for the purpose of meeting its mission, California Health and Safety Code 32121, 32123, 32126.**
- v) **To place before the public for vote parcel tax, ad valorem tax, and bond measures to finance health care services and facilities. California Health and Safety Code 32127.**

SECTION 4 COMPENSATION

The Board of Directors shall serve without compensation, except that the Board of Directors, by a resolution adopted by a majority vote of the members of the Board, may authorize payment not to exceed one hundred dollars (\$100.00) per Brown Act meeting and not to exceed five Brown Act meetings a month as compensation to each member of the Board of Directors. Board Members shall not be compensated for any month in which the member does not attend any Brown Act meetings. **California Health & Safety Code 32103.**

Each Member of the Board of Directors shall be allowed his or her actual necessary travel and incidental expenses incurred in the performance of official business of the district as approved by the Board. Should any member of the Board of Directors request compensation for any activity other than a meeting, as defined by the Brown Act, a majority vote of the Board is required prior to attending such activity. A Board Member shall be compensated with a stipend not to exceed one hundred dollars (\$100.00) for attending educational seminars related to the official business of the District. This \$100 will not count towards the \$500 monthly stipend limit for attendance at Brown Act Meetings, it is separate and in addition thereto.

SECTION 6 ABSENCES FROM REGULAR MEETINGS

All Board members shall notify the President or designee no later than 24 hours prior to any regular meeting of their intent not to attend said meeting. If any member of the Board is absent, with or without excuse, from meetings of the Board for three consecutive regular meetings or from three of any five consecutive meetings of the Board (Local Health Care District Law 32100.2), the Board by resolution, shall declare that a vacancy exists on the Board, and that Director's term shall expire upon adoption by the Board of such resolution. For the purpose of this resolution, regular meetings shall be all Brown Act meetings.

Commented [DT3]: This last sentence would include committee meetings since many of our committee meetings are Brown Act meetings. I don't think the Board wants to include committee meetings here, correct?

SECTION 7 DIRECTORS' PERFORMANCE REVIEW

The Board shall at least annually review and document its performance with regard to its responsibilities as the governing body of the District no later than February 1st of each calendar year. A plan shall be developed by the Directors to facilitate improvement in any areas judged as needing improvement. The plan will identify specific problems, a methodology, and time frame for resolution, assignment of responsibility, and measurement criteria for identifying when resolution has occurred.

SECTION 8 CONTRACTS REQUIRING BIDS

Except as otherwise provided in Health and Safety Code Section 32132, or in Chapter 3.2 (commencing with Section 4217.10) of Division 5 of Title 1 of the Government Code, the Board shall let any contract involving an expenditure of more than twenty-five thousand dollars (\$25,000) for materials and supplies to be furnished, sold, or leased to the district, or any contract involving an expenditure of more than twenty-five thousand dollars (\$25,000) for work to be done, to the lowest responsible bidder who shall give the security the board requires, or else reject all bids.

ARTICLE IV

MEETING OF DIRECTORS

SECTION 1 PUBLIC MEETINGS

All meetings of the Board, whether regular, special, or adjourned, shall be open to the public except for closed or executive sessions authorized by law. The designated representative(s) of the management company retained by the Healthcare District,

Quorum Health Resources, LLC, may, at the discretion of the Board of Directors, have authority to attend closed session meetings of the Board.

Sessions of legislative bodies are either “closed” or “open”. There should not be any so-called “semi-closed” meetings. A legislative body cannot invite selected members of the public to attend closed sessions. In general, closed sessions should only include those members of the legislative body and any additional support staff, which may be necessary, for specific portions of the closed session. (e.g. legal counsel, senior administration, supervisor in disciplinary matter, consultants and labor negotiators.)

SECTION 2 QUORUM

A majority of the members of the Board shall constitute a quorum for the transaction of business at any duly convened meeting of the Board.

SECTION 3 REGULAR MEETINGS

At a scheduled December or at the latest January Board Meeting the regular monthly meetings of the Board for the upcoming calendar year shall be established. (Government Code Section 54954.2). The Board may from time to time change the day and time of such regular meetings as dictated by holiday schedules or changing circumstances. The regular meetings will be limited to five (5) hours in length, unless specifically extended by majority vote of the Board. If the business of the Board is not completed in the five (5) hour meeting limit, and the meeting limit is not so extended, a Special Meeting will be scheduled to complete the business of the Board or the Board may vote to add those items not addressed to the next regularly scheduled meeting of the Board.

SECTION 4 SPECIAL MEETINGS

Special meetings may be called by the President of the Board or by a majority of the members of the Board (Government Code Section 54956) by giving notice to each member of the Board, each local newspaper of general circulation, and each radio or television station requesting the notice in writing. The notice shall be delivered by hand, by mail or by electronic device and shall be received at least twenty-four (24) hours before the time of the meeting as specified in the notice, except for emergency meetings held in compliance with the Government Code Section 54956.5. The call and notice for special meetings shall specify the time and place of the special meeting and the business to be transacted and no other business shall be considered at such meetings. Written notices may be dispensed with in the case of a Board member, who at or prior to the time of the special meeting, files a written waiver of notice with the clerk of Secretary of the Board. Likewise, written notices may also be dispensed with in the case of members who are actually present at the special meeting when it convenes.

SECTION 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, provided that the provisions comply with Government Code Section 54955.

SECTION 6 POSTING OF AGENDAS

The Board shall post agendas of all regular meetings, containing a brief general description of each item of business to be transacted or discussed at the meeting, at least seventy two (72) hours before such meeting. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public. No action shall be taken on any item not appearing on such posted agendas, except as provided by Government Code Section 54954.2.

SECTION 7 OPPORTUNITY FOR PUBLIC TO ADDRESS THE BOARD

Each agenda for a regular meeting shall provide an opportunity for members of the public to address the Board directly on any item, provided that such matters are within the subject matter jurisdiction of the Board, and provided that no action shall be taken by the Board on any item arising out of such addresses unless the matter already appears on the agenda for that meeting. The Board may adopt reasonable regulations which govern the amount of time allocated to and the decorum of members of the public addressing the Board. **Government Code Section 54954.3**

SECTION 8 OPPORTUNITY FOR PARTICIPATION BY MEDICAL STAFF

The Chief of the Medical Staff shall be entitled to attend and participate in discussions at all open Board meetings.

SECTION 9 MINUTES

The secretary of the Board shall cause to be kept at the principal office of the District a book of minutes of open meetings of the Board. The minutes shall indicate time, place, and whether regular or special. If a special meeting, how authorized, the notice given, the names of the Directors present, and a statement of the vote of the Directors on all motions and resolutions if taken.

SECTION 10 VOTING RIGHTS

Each Director shall have one vote on each issue properly raised at meetings of the Board. There shall be no voting by proxy or absentee ballot.

SECTION 11 SPECIFIC ITEMS ADDRESSED DURING REGULAR MEETINGS

At the regularly scheduled Board meetings, the Board shall discuss and report on information or action taken concerning Department Management Reports, Human Resources, Planning & Facilities, and the District's Finances. The foregoing list is not intended to be exhaustive and the Board reserves the right to modify the list as necessary to accommodate the needs of the District, however a balanced agenda will be managed regarding the monthly reports provided by staff.

ARTICLE V

OFFICERS

SECTION 1 OFFICERS

The officers of the Board shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.

SECTION 2 ELECTIONS OF OFFICERS

The officers of the Board shall be chosen every year by the Board during its first Regular or Special Board Meeting in December. If there is no Board Meeting held in December, and/or if a majority of the Board agrees to do so, the officers of the Board shall be chosen at the first Regular or Special Board Meeting in January. Each officer shall hold office for one year or until his/her successor is elected and qualified, or until he or she resigns or is otherwise disqualified to serve.

SECTION 3 PRESIDENT

The Board shall elect one of their members to act as President. If at any time the President shall be unable to act, the First Vice President shall perform the President's duties. If the First Vice President shall also be unable to act, the second Vice President shall perform the president's duties.

The President shall:

- a) Preside over all **Board of Directors, Business Board Meetings** ~~of the Board.~~
- b) Sign as President, on behalf of the District, all instruments in writing which he or she has been specifically authorized by the Board to sign.
- c) **The President shall work with Administrator and Administration Assistant to prepare and approve the Business Board Meeting Agenda.**

SECTION 4 FIRST VICE PRESIDENT

The First Vice President shall, in event of absence, or other inability of the President, exercise all powers and perform all the duties herein given to the President.

SECTION 5 SECOND VICE PRESIDENT

In the absence of both the President and the First Vice President, the Second Vice President shall exercise all powers and perform all the duties herein given to the President.

SECTION 6 SECRETARY

The secretary shall keep, or cause to be kept, accurate minutes of all meetings, all meetings on order of the President, attend to all correspondence of the Board, and perform such other duties as ordinarily pertain to this office or which are designated by the Board.

SECTION 7 TREASURER

The Treasurer shall be the Chair of the Finance Committee and shall be charged with the safekeeping and disbursal of the funds in the treasury of the District. Except as to principal and interest of bonds, moneys in the treasury of the District shall be paid out by the Treasurer or such other officer or officers of the District as may be authorized by the Board. The Treasurer shall keep or cause to be kept such orders as vouchers, receipts, accounts, disbursements, maintenance of financial records of the District and to prepare such financial reports as are required by the Board.

SECTION 8 OTHER OFFICERS

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 for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board may from time to time determine. Where permitted by law such additional offices may be filled by either members or nonmembers of the Board.

ARTICLE VI

COMMITTEES OF THE BOARD

SECTION 1 COMMITTEES GENERALLY

Committees of the Board may be established by resolution of the Board. If so established, committees shall continue in existence until discharged by the Board. The committees may be standing or special (“ad hoc”) committees. Members of the Medical Staff shall be included in Board committee meetings that deliberate issues affecting the discharge of Medical Staff responsibilities. Members of the community may be appointed by a majority vote of the Board to special committees of the Board. Where required by these bylaws or appointed by the Board, hospital employees shall be members of committees, shall serve in an ex officio capacity, and shall not be entitled to a vote.

SECTION 2 SPECIAL (AD HOC) COMMITTEES

The President with the concurrence of the Board may, from time to time, appoint one or more members of the Board and other persons as necessary or appropriate to constitute a special (ad hoc) committee or task force for the investigation, study or review of specific matters. A special (ad hoc) committee or task force shall be discharged upon completion of the task for which it was constituted or upon action by the Board, whichever occurs first. If the special (ad hoc) committee is composed of less than a quorum of the legislative body then the special (ad hoc) committee is not subject to the Brown Act.

SECTION 3 FAIR POLITICAL PRACTICE COMMISSION

An official may vote to hold another position even if the voting official will receive additional income, so long as the public is informed prior to the vote or consent item. Pursuant to FPPC Regulation 18702.5, the District is required to promptly file a Form 806 reflecting the new position(s) on their website. Furthermore, the Form 806 shall be amended promptly upon any of the following circumstances:1) the

number of scheduled meetings is changed, 2) there is a change in the compensation paid to the members, 3) there is a change in membership on the board, committee or commission, or 4) there is a new appointment to a new agency. If the member chooses to recuse themselves from the decision and leave the room when a vote is taken to make an appointment, then the Form 806 is not required. The Form 806 will be posted on BVCHD's website listing all the paid appointed positions to which an official will vote to appoint themselves.

SECTION 4 QUORUM AND VOTING

A Majority of the members of a committee, including at least one board member, shall constitute a quorum, and any transaction of a committee shall require a majority vote of the quorum present at any meeting. Each member of a committee, including the person presiding at the meeting, but not including ex officio members, shall be entitled to one vote. There shall be no voting by proxy or absentee ballot.

SECTION 5 MEETINGS OF COMMITTEES

Regular meetings of the standing committees or special committees, as may be established, shall be scheduled by members of each committee. The committee may change the time and day of such regular committee meetings as dictated by holiday schedules or changing circumstances. Each committee shall keep minutes of its meetings and the chair of the committee, or his/her designees shall promptly and regularly report to the Board concerning its recommendations. Committees composed of or attended by a majority of the members of the Board, as well as standing committees of which two or more members of the Board are committee members, shall comply with the requirements for open meetings, notice, posting of agendas and other matters with respect to meetings or the Board set forth in Article IV of these bylaws. **If a committee member cannot attend a meeting and request's another member of the Board to attend in his/her place that Board Member can vote on potential action items; the minutes from previous meeting should not be agendized until the regular committee members are in attendance.**

SECTION 6 AUTHORITY

All committees, as may be established, shall serve only as advisors to the Board, and no committee shall have any power or authority to commit the Board, the Hospital, or the District in any manner or to expend any funds of the Hospital or the District.

ARTICLE VII

CHIEF EXECUTIVE OFFICER

The Board, upon recommendation by the management company retained by the Healthcare District, Quorum Health Resources, LLC, shall select a person who, by virtue of education and experience, has demonstrated his or her qualifications to be Chief Executive Officer of the Healthcare District. Subject to the Chief Executive Officer's service agreement and such policies as may be adopted and such orders as may be issued

by the Board, the authority and responsibility of the Chief Executive Officer shall include:

- a) Carrying out all policies established by the Board and advising on the formation of these policies.
- b) Developing and submitting to the Board for approval an organizational chart for the conduct of Healthcare District operations and recommending changes to that plan when necessary.
- c) Directing the preparation of, and adherence to, an annual budget; including expected revenue, expenditures and balance sheet.
- d) Supervising business affairs to ensure that funds are collected and expended per the District adopted budget.
- e) Developing and maintaining personnel policies and practices which include the selection, employment, supervision and termination of employees.
- f) Maintaining physical properties in a safe state of repair and operating condition in compliance with Title 22.
- g) Working with healthcare professionals to ensure patient care is consistently rendered.
- h) Presenting to the Board, or its authorized committees, reports reflecting the professional services and financial activities of the Hospital.
- i) Attending all meetings of the Board and serving on committees as required.
- j) Serving as a liaison between the Board and its committees; assists the Medical Staff with its organization and administrative requirements.
- k) Preparing the District's Strategic Plan and periodically evaluating, updating and present findings to the Board.
- l) Representing the Hospital in its relationship with other agencies.
- m) Preparing, in conjunction with the Board, the Chief Executive Officer's performance, which shall be reviewed and approved by the Board on an annual basis and placed in the Chief Executive Officer's personnel file.
- n) Ensure compliance with applicable laws, regulations, and standards of performance as well as acting on reports and recommendations of authorized regulatory and accrediting agencies.
- o) Performing other duties as necessary or as required by the Chief Executive Officer's service agreement.

ARTICLE VIII

MEDICAL STAFF

SECTION 1 ORGANIZATION

There shall be a Medical Staff organization for the District's Hospital with appropriate officers and bylaws and with staff appointment on a biennial basis. The Medical Staff of the Hospital shall be self-governing with respect to the professional work performed in the Hospital. Membership in the Medical Staff organization shall be a prerequisite to the

exercise of clinical privileges in the Hospital, except as otherwise specifically provided in the Medical Staff Bylaws.

SECTION 2 MEDICAL STAFF BYLAWS

The Medical Staff shall propose and adopt by vote bylaws, rules and regulations for its internal governance, which shall be subject to and effective upon Board approval, which shall not be unreasonably withheld. The bylaws, rules and regulations shall be periodically reviewed for consistency with Hospital policy and applicable legal or other requirements. The bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staff by the Board. The bylaws, rules and regulations shall state the purpose, functions, and organization of the Medical Staff and shall set forth the policies by which the Medical Staff exercises and accounts for its delegated authority and responsibilities. The bylaws, rules and regulations shall also establish mechanisms for the selection by the Medical Staff of its officers, departmental chairmen and committees.

SECTION 3 LIABILITY INSURANCE

Medical Staff members must obtain, submit to the Chief Executive Officer (or designee) of the Hospital, proof of, and maintain professional liability insurance in the amount of not less than \$1 million dollars per occurrence and \$3 million dollars in the aggregate and form required by the Board. Medical Staff members shall notify the Chief Executive Office of the change in the amount or scope of such insurance.

SECTION 4 QUALITY IMPROVEMENT, MEDICAL STAFF MEMBERSHIP AND CLINICAL PRIVILEGES

Membership on the Medical Staff shall be restricted to Practitioners who are competent in their fields, worthy in character and professional ethics, and who are currently licensed by the State of California. The bylaws of the Medical Staff may provide for additional qualifications for membership and privileges, as appropriate. The Board shall require, after considering the recommendation of the Medical Staff, the conduct of specific review and evaluation activities to assess preserve and improve the overall quality and efficiency of patient care in the Hospital. The Board shall also require mechanisms to assure the provision of one level of care, and to assure that patients with the same health problem are receiving a consistent level of care. Medical record review, direct observation/proctoring and on-going quality peer review shall be the basis for the medical staffs review and analysis of their clinical experience and expertise. The Board, through the Chief Executive Officer, shall provide whatever administrative assistance is reasonably necessary to support and facilitate these activities. The Board hereby delegates to the Medical Staff the responsibility and authority to carry out these activities including the investigation and evaluation of all matters relating to Medical Staff membership status, clinical privileges and corrective action. The Medical Staff shall forward to the Board specific written recommendations with appropriate supporting documentation that will allow the Board to take informed action. Final action on all matters relating to Medical Staff quality assurance, membership status, clinical privileges, and correction action shall be taken by the Board after considering Medical Staff recommendations. The Board shall utilize the advice of the Medical Staff in

granting and defining the scope of clinical privileges to individuals, commensurate with their qualifications, experience, and present capabilities. If the Board does not concur with a Medical Staff recommendation relative to any Medical Staff appointment, reappointment, or termination of appointment and granting or curtailment of clinical privileges, the matter shall be processed in accordance with the procedures set forth in the Medical Staff bylaws and applicable law before the Board renders a final decision. No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, creed, color, age, or national origin, or on the basis of any other criterion lacking professional justification.

SECTION 5 TERMS AND CONDITIONS

The terms and conditions of membership status in the Medical Staff, and of clinical privileges, and corrective action, shall be specified in the Medical Staff bylaws.

SECTION 6 PROCEDURE

The procedure to be followed by the Medical Staff and the Board in acting on matters of membership status, clinical privileges, and correction action, shall be specified in the Medical Staff bylaws.

SECTION 7 HEARING AND APPELLATE REVIEW

Any adverse action taken by the Board with respect to a Practitioner's Medical Staff status or clinical privileges, shall, except under circumstances for which specific provision is made in the Medical Staff bylaws, be subject to the Practitioner's right to hearing and an appellate review in accordance with procedures set forth in the Medical Staff bylaws.

SECTION 8 JUDICIAL REVIEW

Section 1094.6 of the California Code of Civil Procedure shall govern the rights if any person aggrieved by the final decision of the Board, either with respect to decision pertaining to a Medical Staff issue or any other issue whatsoever upon which the board may act.

ARTICLE IX

RESERVATION OF AUTHORITY

No assignment, referral, or other delegation of the Board's authority to the Chief Executive Officer, the Medical Staff, or anyone else by these bylaws, by contract, or by other means shall preclude the Board from exercising the authority required to meet its responsibilities for the conduction of the District's business. The Board shall retain the right to rescind any such delegation.

ARTICLE X

ADJUNCT ORGANIZATIONS

Revised 2017

SECTION 1 BEAR VALLEY COMMUNITY HOSPITAL AUXILIARY

There may be an organization designated the Bear Valley Community Hospital Auxiliary, a California nonprofit corporation (the "Auxiliary"). It shall be the purpose of the Auxiliary to promote and advance the welfare of the District, the Hospital and its patients through ways and means prescribed and approved by the Board. The bylaws and other governing documents of the Auxiliary, and the adoption, amendment or repeal thereof shall not be effective until approved by the Board.

SECTION 2 BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT FOUNDATION

There may be an organization designated the Bear Valley Community Healthcare District Foundation, (the "Foundation") a California nonprofit corporation. It shall be the purpose of the Foundation to work collaboratively with the District.

- a) to obtain, acquire, receive, accept, and hold gifts, contributions, donation, bequests, and devises of money, property and assets for the use and benefit of the District and the Hospital;
- b) to hold, manage, invest, deposit, lease, exchange, and sell such money, property, and assets for the use and benefit of the District and the Hospital;
- c) to pay and expend the moneys of the Foundation for the improvement, development, expansion, advancement, and maintenance of the District, the Hospital and the property, buildings, structures, furnishings, fixtures, equipment, and assets thereof: and
- d) to encourage and solicit gifts, contributions, donations, memorials, bequests and devises by last will and testament for the use and benefit of the District and the Hospital.

The Foundation shall not have any power or authority to commit the Board, the Hospital, or the District in any manner or to expend any funds of the Hospital or the District.

SECTION 3 OTHER ADJUNCT ORGANIZATIONS

The Board may authorize the formation of such other adjunct organizations as it may deem necessary or desirable to carry out the purposes of the District. Such organizations shall be subordinate to the Board and shall be organized and operated in a manner approved by the Board.

ARTICLE XI

CONFLICT OF INTEREST CODE

The Board shall adopt and maintain in force a Conflict of Interest Code, which shall conform to the provisions of California Government Code Sections 81000 and following, annually or as California Government Code Sections 81000 is amended.

ARTICLE XII

Revised 2017

REORGANIZATION/DISSOLUTION OF THE DISTRICT

Any provision for reorganization/ dissolution of the District shall be subject to confirmation by the voters of the District in accordance with Cortese-Knox Local Government Reorganization Act of 1985, Government Code Section 56000 et seq.

ARTICLE XIII

AMENDMENT AND REVIEW

These bylaws may from time to time, be amended, or repealed, and new or additional bylaws adopted at any regular meeting of the Board by unanimous approval of the Board. In the event a proposed amendment to or repeal of the bylaws does not receive unanimous approval at its initial presentation to the Board, said action, may be presented to the Board for vote at the next regular Board meeting at which time adoption shall require an affirmative vote of at least three Board members. These bylaws should be reviewed annually.

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