

**AMENDED AND RESTATED BYLAWS AND RULES
OF
DESERT HEALTHCARE DISTRICT**

ARTICLE I. DEFINITIONS

- 1.1 “Hospital” means Desert Regional Medical Center, 1140 North Indian Canyon Drive, Palm Springs, California 92262.
- 1.2 “Board” means the Board of Directors of the District.
- 1.3 “Director” means a member of the Board.
- 1.4 “District” means the Desert Healthcare District.
- 1.5 “Lease” means lease of the Hospital to Tenet HealthSystem Desert, Inc.
- 1.6 “President” means the president of the Board.
- 1.7 “Vice President/Secretary” means the vice president/secretary of the Board.
- 1.8 “Treasurer” means the treasurer of the Board.

ARTICLE II. ORGANIZATION, POWERS, AND MISSION STATEMENT

- 2.1 NAME. The name of the District is the “Desert Healthcare District.”
- 2.2 SEAL. The District shall have a seal which shall be circular in form and have in the perimeter thereof the following inscription:

“Desert Healthcare District
Incorporated December 14, 1948
California”

- 2.3 ORGANIZATION. The District is a political subdivision of the State of California organized under the Local Healthcare District Law, Division 23 of the California Health and Safety Code as now in effect or as amended in the future. The District operates under and has all of the rights and responsibilities set forth in The Ralph M. Brown Act, Government Code section 54950 and following as now in effect or as amended in the future.
- 2.4 PURPOSES AND POWERS. The District is organized for the purposes described in the Local Healthcare District Law and shall have and exercise such powers in the furtherance of its purposes as are now or may hereafter be set forth in the Local Healthcare District Law and any other applicable statutes, rules, or regulations of the State of California. The Hospital is operated by Tenet HealthSystem Desert, Inc., pursuant to a lease dated May 31, 1997, as amended between Tenet Healthcare, Inc., and the District. The District oversees Tenet’s compliance with said lease and ensures that the District asserts all of its rights and obligations pursuant to the terms of the lease.
- 2.5 MISSION STATEMENT. The mission of the Desert Healthcare District is to achieve optimal health for all stages of life for all District residents.

ARTICLE III. OFFICES

- 3.1 PRINCIPAL OFFICE. The principal office of the District is located at 1140 North Indian Canyon Drive, Palm Springs, California 92262.

ARTICLE IV. BOARD

- 4.1 GENERAL POWERS. The Board is the governing body of the District. All District powers shall be exercised by or under the direction of the Board. The Board is authorized to make appropriate delegations of its powers and authority to officers and employees of the District.
- 4.2 NUMBER AND QUALIFICATION. The Board shall consist of five (5) members, each of whom shall be a registered voter residing in the District.
- 4.3 ELECTION AND TERM OF OFFICE. An election shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which time a successor shall be chosen to each Director whose term shall expire at noon on the first Friday of December following such election. The election of Board members shall be an election at large within the District and shall be consolidated with the statewide general election. The candidates receiving the highest number of votes for the offices to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four (4) years or until the Board member's successor is elected and has qualified, except as otherwise provided by law in the event of a vacancy.
- 4.4 VACANCIES. The remaining Board members may fill any vacancy on the Board by appointment in accordance with Government Code section 1780, as

amended, which sets forth the procedure for filling a vacancy of an elective office on a governing board of a special district.

- 4.5 RESIGNATION OR REMOVAL. Any Board member may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. In accordance with Health & Safety Code section 32100.2, as amended, the term of any member of the Board shall expire if the member is absent from three (3) consecutive regular meetings or from three (3) of any five (5) consecutive meetings of the Board, and if the Board by resolution declares that a vacancy exists on the Board. All or any of the members may be recalled at any time by the voters following the recall procedure set forth in Division 11 of the Election Code.
- 4.6 COMPENSATION. The Board shall serve without compensation except that the Board, by resolution adopted by majority vote, may provide compensation for attendance at meetings in accordance with Health and Safety Code section 32103.
- 4.7 HEALTH BENEFITS. Pursuant to Government Code section 53200 et seq., the Board, by resolution adopted by a majority vote, may provide for health benefits to Board members, employees, retired employees, and retired Board members as allowed by law.

ARTICLE V. BOARD MEETINGS

- 5.1 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the fourth Tuesday of each month, excepting August, at 2:00 p.m.; provided, however, that should said date fall upon a legal holiday, then the meeting shall be held at the same time on the next business day.
- 5.2 ORGANIZATION MEETING. At the first regular Board meeting in December, the Board shall organize by the election of one of its members as President, one as Vice-President/Secretary, and one as Treasurer.
- 5.3 SPECIAL MEETING. A special meeting may be called at any time by the President, or by three (3) Board meetings by delivering written notice to each Board member and to each local newspaper of general circulation, radio or televisions station requesting such notice in writing, personally or by mail. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at special meetings. Such written notice may be dispensed with as to any Board member who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.
- 5.4 QUORUM. A majority of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

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- 5.5 ADJOURNMENT. The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of adjournment.
- 5.6 RULES AND REGULATIONS. The Board may adopt rules and regulations governing the Board, the District, its facilities and programs, which rules and regulations shall not conflict with these bylaws.
- 5.7 RULES OF ORDER. Unless otherwise provided by law, these bylaws, or Board rules, Board meeting procedures shall be in accordance with *Robert's Rules of Order Newly Revised*. However, technical failure to follow *Robert's Rules of Order* shall not invalidate any action taken. The President may make and second motions and vote in the same manner as other Board members.

ARTICLE VI. COMMITTEES

- 6.1 APPOINTMENT. All Board committees, whether standing or special (ad hoc), shall be appointed by the President. The chairperson of each committee shall be appointed by the President. All committees shall be advisory only to the Board unless otherwise specifically authorized to act by the Board.
- 6.2 STANDING COMMITTEES. Standing committees shall meet periodically to review reports from District staff, legal counsel, and consultants relating to the

particular subject matter of the committee. There shall be the following standing committees:

- (a) Finance, Legal and Administration. This committee shall be responsible for oversight and for making recommendations to the Board where appropriate on matters related to finance, administration, human resources, property management, legal affairs, (including legislation) real estate, and information systems (IS).
- (b) Program Committee. This committee shall be responsible for oversight and for making recommendations to the Board where appropriate on District matters related to its grant-making and related programs.
- (c) Strategic Planning. This committee, represented by the full Board of Directors, shall be responsible for monitoring the District's progress in achieving the expectations outlined in its strategic plan. In addition, the full Board of Directors is charged with reviewing the District's community relations programs.

6.3 SPECIAL COMMITTEES. Special committees may be appointed by the President for special tasks as circumstances warrant, and upon completion of the task for which appointed such special committee shall stand discharged.

6.4 CONSULTANTS. A committee chairman may invite additional individuals with expertise in a pertinent area to meet with and assist the committee. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any committee session. A committee

chairman may exclude any or all consultants from attending a committee meeting.

6.5 MEETING AND NOTICE. Meetings of a committee may be called by the President of the Board, the chairman of the committee, or by a majority of the committee's members.

6.6 QUORUM. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee. A committee member may designate an alternate Board member to attend a scheduled committee meeting in the event the committee member is unable to attend. Each committee shall keep minutes of its proceedings and shall report periodically to the Board.

6.7 MANNER OF ACTING. The act of a majority of the members of a committee present at a meeting which a quorum is present shall be the act of the committee. No act taken at a meeting at which less than a quorum was present shall be valid unless approved in writing by the absent members.

6.8 TENURE. Each member of a committee shall hold office until the organizational meeting of the Board at its first meeting in December and until a successor is appointed. Any member of a committee may be removed at any time by the President subject to the consent of the Board. A member of the Board shall cease to hold committee membership upon ceasing to be a Board member.

6.9 TEMPORARY APPOINTMENTS. The President may appoint a temporary committee member to serve during the absence of a regular committee member or the President may serve.

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ARTICLE VII. OFFICERS

- 7.1 PRESIDENT. The Board shall elect one of its members as President at the first regular meeting in December of each year, and the President shall hold office until a successor is elected. The President shall be the principal officer of the District and the Board and shall preside at all meetings of the Board. The President shall appoint all Board committee members and committee chairman and shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.
- 7.2 VICE PRESIDENT/SECRETARY. The Board shall elect one of its members as Vice President/Secretary at the first regular meeting in December of each year, and the Vice President shall hold office until a successor is elected. In the absence of the President, the Vice President/Secretary shall perform the duties of the President. The Vice President/Secretary shall provide for keeping of the minutes of all meetings of the Board. The Vice President/Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law and shall act as custodian of District records and reports and of the District's seal.
- 7.3 TREASURER. The Board shall appoint a Treasurer who shall serve at the pleasure of the Board. The Treasurer shall be charged with the safekeeping and disbursal of the funds in the treasury of the District.

ARTICLE VIII. LOCAL GOVERNING BOARD

- 8.1 In accordance with the 1997 Lease Agreement, the District appoints two (2) District Board members to serve on the Desert Regional Medical Center governing board. Said members shall act as liaisons to the District Board and shall periodically report to the District Board on the affairs of the governing board. The President shall be responsible for appointing the two (2) District Board members to serve on the Hospital governing board in accordance with the rules and regulations of the bylaws of the governing board.

ARTICLE IX. AMENDMENT

- 9.1 These bylaws may be amended or repealed by vote of at least three (3) members of the Board at any Board meeting. Such amendments or repeal shall be effective immediately.