

**SUBJECT: GOVERNING BODY BYLAWS**

**REFERENCE(S):** California Administrative Code, Title XXII, Section 70701  
California Government Code 54950 et seq. (The Brown Act)  
Local Hospital District Law, California Health and Safety Code  
32000, et. Seq.  
The Joint Commission

**PURPOSE:** To establish rules and regulations, consistent with law, necessary for the exercise of powers conferred and the performance of the duties imposed upon the Board of Directors of Antelope Valley Healthcare District by the laws of the State of California

**AFFECTED AREAS/DEPARTMENTS:** Administration, Board of Directors and Medical Staff

## ARTICLE I

Section 1. Name: The name of this non-profit healthcare district organization shall be the Antelope Valley Healthcare District (District).

Section 2. Offices: The principal office for the transaction of business of the District is hereby fixed at Antelope Valley Hospital, 1600 West Avenue J, Lancaster, Los Angeles 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 to the conduct of business of the District.

Section 3. Title To Property: The title to all property of the District shall be vested in the District, and the signatures of the Chairperson and/or Secretary authorized at any meeting of the Board of Directors shall constitute the proper authority for the purchase or sale of property, or for the investment or other disposal of trust funds which are subject to the control of the District.

## ARTICLE II

### SCOPE AND PURPOSES

Section 1. Scope of Bylaws: These Bylaws shall be known as the "District Bylaws", and shall govern the Antelope Valley Healthcare District, its Board of Directors, and all of its affiliated and subordinate organizations and groups.

The Board of Directors may delegate certain authority to the Chief Executive Officer (CEO), to the Medical Staff, and to other affiliated and subordinate committees and groups, such powers to be exercised in accordance with the respective Bylaws of such groups. All powers and functions not expressly delegated to such affiliated or subordinate organizations or groups are to be considered residual powers vested in the Board of Directors of the District.

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In the event of any conflict between the Bylaws of the Medical Staff or any other affiliated or subordinate organization or group, and the provisions of these District Bylaws, these District Bylaws shall prevail. In the event the District Bylaws are in conflict with any statute of the State of California governing hospital districts, such statute shall prevail.

The Bylaws of the Medical Staff and other affiliated and subordinate organization and groups, and any amendments to such Bylaws, shall not be effective until approved by the Board of Directors of the District.

Section 2. Purposes: The purpose of the District shall include, but not necessarily be limited to, the following:

- (a) To provide the appropriate facilities to care for the health care needs of District residents and others, regardless of race, creed, sexual orientation, or national origin.
- (b) To coordinate the services of the District with community agencies, both public and private, and other hospitals in the service area.
- (c) To conduct educational and united research activities essential to the attainment of its purposes.
- (d) To develop health care and other related programs deemed appropriate by the Board of Directors.
- (e) To do any and all other acts and things necessary to carry out the provisions of the Local Health Care District Law.

Section 3. Profit or Gain: All excess of revenue over expense shall be utilized by the Board of Directors to enhance the activities of the District, and shall include, but not be limited to, the payment of incentive bonuses to employees. Other than as specifically provided herein, there will be no distribution of profits to any individual, under any guise whatsoever, nor shall there be any distribution of assets or surpluses to any individual on the dissolution of this District. The Board will govern the District and Hospital in a prudent manner.

Section 4. Disposition of Surplus: Should the operation of the District result in a surplus of revenue over expenses during any particular period, and it is expected that it shall, such surplus will be utilized by the Directors to improve building, equipment, programs, or operations. All surplus utilization must be consistent with the Local Health Care District Law and these Bylaws.

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**DIRECTORS**

Section 1. Number, Qualifications and Election: The Board of Directors shall consist of five (5) members, each of whom shall be a registered voter residing in the District and duly elected for four year terms by a hospital district general election as prescribed in the California Health and Safety Code, Division 23, Chapter 2, Article I (32100-32110).

Section 2. Powers and Duties: Members of the Board of Directors shall and may exercise authority with respect to the District and its affairs only when acting as part of the Board of Directors and during Board of Directors meetings or meetings of authorized committees, excepting the Chairman of the Board who is expected to confer with the District's CEO regarding Board of Directors Meeting Agendas and other matters between Board of Directors meetings and likewise for respective Chairs of Board Committees to confer with the designated Executive Staff member of the Committee regarding Committee Meeting Agendas. Individual Members of the Board of Directors are not authorized to exercise any management authority or to independently exercise governance authority with respect to the District or its affairs. The Board of Directors shall have and exercise all the powers of a Health Care District as set forth in the Local Health Care District Law.

Specifically, the Board of Directors shall be empowered as follows:

- (a) To ensure responsible management of all operations and affairs of the District.
- (b) To make and enforce all rules and regulations necessary for the administration, governance, protection, and maintenance of hospitals, other facilities, and programs under district jurisdiction.
- (c) To appoint a CEO, and to define the powers and duties of such appointees; to review and approve as necessary the CEO compensation based on independent data; to perform a performance review of the CEO annually.
- (d) To approve the Medical Staff's election of the President/Chief of the Medical Staff, the Chairpersons of the various medical departments and services, and the members-at-large of the Medical Executive Committee whose powers and duties shall be defined by the Medical Staff Bylaws as approved by the Board of Directors.
- (e) To delegate certain powers to the CEO, to the Medical Staff, and to other affiliated or subordinate organizations in accordance with their respective Bylaws.
- (f) To approve or disapprove all constitutions, bylaws, rules and regulations, including amendments thereof of all affiliated subordinate organizations.

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- (g) To appoint, promote, demote, and remove all members of the medical staff. The Medical Staff shall make recommendations in this regard in accordance with its Bylaws.
- (h) To formulate, periodically review, revise and approve key policies for the operation of this District and any of its facilities or programs, in collaboration with organizational leaders.
- (i) To adopt resolutions and ordinances establishing policies or rules for the operation of this District and any of its facilities or programs. Such resolutions and ordinances shall be kept in a separate book or file and shall be available for inspection at all times. Such resolutions and ordinances shall be considered to be a part of these Bylaws.
- (j) To designate by resolution persons who shall have authority to sign checks drawn on the funds of the District.
- (k) To enter into agreement with independent contractors including physicians and paramedical personnel.
- (l) To establish mechanisms designed to ensure adherence to relevant statutes and regulatory requirements.
- (m) To develop mechanisms designed for resolving conflicts among leaders and the individuals under their leadership.
- (n) To assist in the planning of facility services.
- (o) To conduct an annual performance review of the Board of Directors, as required by regulatory/accrediting agencies.
- (p) To do any and all other acts and things necessary to carry out the provisions of these Bylaws or of the provisions of the local Hospital District Act.
- (q) To review these written Bylaws **every two years** at a regular meeting of the Board of Directors.

Section 3. Quality of Care: The Board of Directors is ultimately responsible for the quality of care provided by Antelope Valley Hospital, a facility of the District. To fulfill this responsibility, the Board of Directors assures:

- (a) Effective functioning of activities related to performance improvement by providing a mechanism which shall be defined in the Performance Improvement Plan.

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- (b) Risk Management functions related to patient care and safety.
- (c) The credentialing function of the Medical Staff.
- (d) Financial oversight.
- (e) Mechanisms and policies designed to ensure the provision of quality patient care.

Section 4. Compensation: Each member of the Board of Directors shall be paid the sum of \$100.00 per meeting, not to exceed five (5) meetings a month, as compensation, with the following exceptions: The Director must be electronically or physically present for 75 percent of each meeting. Meetings cannot be split into two sessions for purposes of payment; and each newly elected Board member should declare whether or not he/she wants the stipend payments at their first board meeting. Each shall be allowed his actual necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board.

**ARTICLE IV**

**MEETING OF DIRECTORS**

Section 1. Regular Meetings: Regular meeting dates of the Board of Directors of the District shall be determined semi-annually in December and June for a six month period and posted on the District/Hospital website. The regular meetings will be scheduled on the fourth Wednesday of each calendar month, unless a potential conflict is identified, then an alternate date will be chosen by the CEO and reflected on the six month schedule. Thirty days prior to the first meeting, the schedule will be posted and faxed to the Board of Directors and to local media or public who have requested notice of meetings. The Board of Directors may change the regular meeting date should unforeseen circumstances arise.

Section 2. Special Meetings: Special meetings may be called at any time by the Chairman of the Board of Directors, or by a majority of the members of the Board of Directors, by personal delivery, mailing, or faxing a written notice at least 24 hours before the time of the special meeting to each member of the Board of Directors, and to the local media, or public that have requested notice in writing

Section 3. Quorum: A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. Adjournment: A quorum of the Board of Directors may adjourn any Director's meeting 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 Director's meeting,

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

Section 5. Public Meetings: All meetings of the Board of Directors, whether regular, special, or adjourned, shall be open to the public, provided, however, that the foregoing shall not be construed to prevent the Board of Directors from holding executive sessions pursuant to the Brown Act.

Section 6. Minutes: The secretary of the Board shall cause to be kept at the principal office of the District, a book of Minutes of all meetings of the Board of Directors, showing the time and place, whether regular or special, and if special, how authorized, the notice given, the names of the directors present, and a statement of the vote of the directors of all motions and resolutions.

Section 7. Vacancies: A vacancy shall be filled as provided in Government Code Section 1780. Said Section sets forth that the remaining District Board members may fill the vacancy by appointment. In lieu of making an appointment, the remaining members of the Board may, within sixty (60) days of the vacancy, call an election to fill the vacancy. If the vacancy is not filled by the District Board as specified, the Board of Supervisors of Los Angeles County may fill the vacancy within ninety (90) days of said vacancy or may order the District to call an election to fill the vacancy.

**ARTICLE V**

**OFFICERS**

Section 1. Officers: The officers of the Board of Directors shall be a Chairperson,, First Vice Chair, Secretary, Treasurer. All officers shall hold office at the pleasure of the Board of Directors.

Section 2. Election of Officers: The officers of the Board of Directors shall be chosen every year by the Board of Directors on the last regularly scheduled meeting of each year, and each officer shall hold office for one (1) year, or until his/her successor shall be elected and qualified, or until he/she is otherwise disqualified to serve.

Section 3. Chairperson: The Board of Directors shall elect one of its members to act as Chair. If at any time, the Chair shall be unable to act, the First Vice Chair shall assume the responsibilities of the chair. Such person shall be vested temporarily with all functions and duties of the office of Chair.

The Chair, or member of the Board of Directors acting as such as above provided, shall:

- (a) preside over all meetings of the Board of Directors.

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- (b) sign, as Chair, on behalf of the District, all instruments in writing, which have been authorized by the Board of Directors to sign.
- (c) have the general duties of a presiding officer of a meeting and shall assume any other responsibilities or duties as specifically approved by the Board.
- (d) have the ability to make motions and vote on all matters that come before the Board in the same manner as any other Board member.

Section 4. First Vice-Chair: The Board of Directors may elect one of its members to act as First Vice Chair. The First Vice Chair shall, in the event of death, absence or other inability of the Chairperson, exercise all the powers and perform all the duties herein given to the Chairperson.

Section 5. Second Vice-Chair: The Board of Directors may elect one of its members to act as Second Vice Chair. The Second Vice Chair shall, in the event of death, absence or other inability of the First Vice Chair, exercise all the powers and perform all the duties herein given to the First Vice Chair.

Section 6. Secretary: The Board of Directors shall elect one of its members to act as Secretary. The Secretary shall assure, accurate and complete minutes of all meetings, call meetings on order of the Chairperson, assure all correspondence of the Board is compiled, and perform such other duties as ordinarily pertain to his/her office.

Section 7. Treasurer: The Board of Directors shall appoint either a member or non-member of the Board of Directors to serve as Treasurer. The Treasurer shall be responsible for ascertaining that all receipts are deposited and disbursements made in accordance with these Bylaws, the directions of the Board, and good business practice.

Section 8. Other Officers: The Board of Directors 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 the Bylaws, or as the Board of Directors may from time to time determine. Such additional offices may be filled either by members or non-members of the Board of Directors.

**ARTICLE VI**

**COMMITTEES**

Section 1. Special Committees: The Chairperson, with the concurrence of the Board, may, from time to time, appoint one or more members of the Board or other persons as necessary or appropriate to constitute special committees for the investigation, study, or review of specific matters. No committee so appointed shall have any power or authority to commit the Board of Directors of the District in any manner.

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Special committees shall stand discharged upon completion of the task for which appointed.

Section 2. Standing Committees: There shall be six (6) standing committees of the Governing Body -

1. Finance
2. Human Resources
3. Medical Quality Assurance
4. Retirement Advisory
5. Compliance Oversight
6. Community Advisory

Scope of Committee Authority - Subject to the ultimate review by the Governing Body, Standing Committees (committees) shall have the full delegated authority from the Governing Body to exercise all powers and authority and to perform all duties and responsibilities as may be delegated to it by the Governing Body subject to any limitations imposed by law and by the Governing Body. The Governing Body may delegate to the committees any and all powers and authority of the Governing Body in the governance of the business and affairs of the Hospital, except as provided by law; provided, however, that the delegation of such authority shall not operate to relieve the Governing Body or any individual member of the Governing Body of any responsibility imposed upon it or them by law, or by these Bylaws. The powers and duties of each committee as set forth in the Charter of each respective committee may be increased or decreased from time to time by the Governing Body.

Section 3. Committee Appointments: Appointment guidelines outlined in Administrative Policy LD.16 entitled BOARD OF DIRECTORS - STANDING COMMITTEE/SUBCOMMITTEE APPOINTMENTS shall be adhered to.

Section 4. Outside Committees: Whenever a director is appointed to a committee or board of a separate entity to represent the District on District related issues, that appointment must be approved by a majority of the Board of Directors.

**ARTICLE VII**

**CHIEF EXECUTIVE OFFICER**

Section 1: The Board of Directors shall select and employ a Chief Executive Officer for whom qualifications, selection criteria, authority and duties shall have been defined in



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writing and for whom a performance review is performed annually, who, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors from time to time, shall have the responsibility, as well as the authority, to function as the CEO of the institution, translating the Board of Director's policies into actual operation. In such capacity, s/he shall have the authority to:

- (a) Organize and departmentalize the Antelope Valley Hospital (Hospital).
- (b) Delegate duties and establish formal means of accountability on the part of subordinates.
- (c) Establish, convene and adjourn interdepartmental meetings.
- (d) Maintain effective liaison among the Board of Directors, Medical Staff, and Hospital Departments.
- (e) Plan, organize and direct operations of the Hospital pursuant to policies established by the Board of Directors.

Has the authority to approve routine operating policies. This delegation of authority will not limit the CEO the prerogative to request that the Board of Directors be the final approving body on select policies.

- (f) Establish and communicate personnel policies and practices that adequately support sound patient care.
- (g) Specifically implement programs necessary to control and effectively utilize the physical and financial resources of the Hospital, including: budgeting, control of accounts receivable, handling of cash, extending of credit, establishment of rates and charges, monitoring of the Hospital insurance program, and controlling of inventory not omitting the establishment of procedures involving purchasing, project selection, product evaluation and supply distribution.
- (h) Function for the Board as monitor of the patient care rendered within the institution, with the delegated power to act in concert with elected or appointed officers of the Medical Staff when in the CEO's judgment corrective action is required.
- (i) Function as monitor of the institution's accreditation, licensing, fire and safety status, with the freedom to make such adjustments as required.
- (j) Function as an interface to the community with authority to speak for the institution in matters of public relations.

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- (k) Function as a resource and advisor to the Board in matters pertaining to health care.
- (l) Function as a planner and coordinator of institutional growth programs relating to the institution's master plan for expansion of services and/or bed capacity.
- (m) Create and present reports to the Board of Directors and the Medical Staff as appropriate, including an annual budget showing the expected receipts and expenditures as required by law.
- (n) Negotiate and execute on behalf of the District:
  - (1) contracts, licenses and leases for equipment, supplies, materials and services up to the bid limit provided by statute; and
  - (2) contracts, licenses and leases for capital equipment items which have been budgeted by the Board of Directors, and which may be approved from time to time pursuant to the Board's regular procedures.
- (o) Select other key management staff.

The Department of Health Services (Los Angeles County) shall be notified in writing whenever a change of the CEO occurs.

**ARTICLE VIII**

**MEDICAL STAFF**

Section 1. President/Chief of Staff: Communication between the Medical Staff and the Governing Board is facilitated by the attendance of the President/Chief of the Medical staff, or his/her designee, at the regular monthly meetings of the Governing Board. A member of the Medical Staff who is an elected member of the Board shall **not** represent the Medical Staff.

Section 2. Medical Staff: The Medical Staff shall be organized in accordance with the Medical Staff Bylaws, which shall be known as Bylaws of the Medical Staff of Antelope Valley Hospital. The Medical Staff shall govern its own affairs, elect its own officers, and conduct meetings in accordance with the Medical Staff Bylaws, provided however, that such Medical Staff Bylaws shall include those matters required by Section 32128 of the Health and Safety Code of the State of California, as the same may be amended from time to time and shall be effective when approved by the Board of Directors.

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Section 3. Medical Staff Membership: Membership on the Medical Staff is a privilege, not a right, which shall be extended to professionally competent physicians, surgeons, dentists, and podiatrists, licensed to practice in this state, whose education, training, experience, demonstrated competence, references, and professional ethics, assures, in the judgment of the Board of Directors, that any patient admitted to or treated in the Hospital will be given high quality professional care. Each applicant and member (including any physician appointed to an administrative position with clinical responsibilities) shall agree to abide by the District Bylaws, Medical Staff Bylaws, and Rules and Regulations of the hospital.

Section 4. Medico-Administrative Appointment: The Board of Directors, upon the advice and recommendation of the Medical Staff, and in consultation with the CEO, may, by contract, appoint physicians to medico-administrative positions within the Hospital. The duties of such physicians shall be defined in writing. Any such physician appointed by the Board of Directors shall apply for and shall have been granted membership on the Medical Staff before performing any such services.

Section 5. Allied Health Professionals: Allied Health Professionals are not eligible for Medical Staff membership but may be granted appropriate practice privileges if they meet the eligibility criteria specified in the Allied Health Professional categories established by the Interdisciplinary Practices Committee.

Section 6. Exclusion from the Medical Staff:

- (a) The Board of Directors shall have the power to exclude from Medical Staff membership, to deny any re-appointment to the Medical Staff, or to restrict the privileges of any physician, surgeon, podiatrist, or dentist, whether a general practitioner or specialist, in any facility or program operated by the District who has not exhibited that standard of experience, training, demonstrated competence and ability, judgment, and physical and mental health status, which all assure, in the judgment of the Board of Directors, that any patient admitted to or treated in the Hospital will be given high quality of professional care.
- (b) The Board of Directors shall have the power to exclude from Medical Staff membership, to deny any re-appointment to the Medical Staff, or to restrict the privileges of any physician, surgeon, podiatrist, or dentist, whether a general practitioner or specialist, in any Hospital operated by the District, who has not demonstrated on the basis of documented references, a willingness to adhere strictly to the lawful ethics of his/her profession, to work cooperatively with others in the hospital setting and to be willing to participate in and properly discharge staff responsibilities.
- (c) In the case of general practitioners and specialists, the medical resources available in the field of his/her practice shall be considered in determining the skill and care required. The physician, surgeon, podiatrist or dentist,

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shall not be entitled to membership on the Medical Staff or to the enjoyment of particular privileges, merely by virtue of the fact that s/he is duly licensed to practice medicine or surgery in this or any other state, or that s/he is a member of some professional organization, or that s/he has in the past or presently has, such privileges at another hospital. The burden shall be on the physician, dentist, podiatrist or surgeon to establish that s/he possesses the requisite professional and ethical qualifications.

Section 7. Hospital Rules: The Bylaws of the Medical Staff shall set forth the procedure by which eligibility for the Medical Staff membership and establishment of professional privileges shall be determined: Such Bylaws shall provide that the Medical Staff or a committee or committees thereof, shall study the qualifications of all applicants in the establishment of professional privileges, and shall submit to the Board of Directors recommendations thereon. Such recommendations shall be considered by the Board, but shall not be binding upon the Board.

Members who have been granted clinical privileges must maintain professional liability insurance in the amount of \$1,000,000/occurrence and \$3,000,000/aggregate.

Section 8. Time Periods for Processing Applicants: Applications for appointments to the Medical Staff shall be considered in a timely and good faith manner. Except for good cause, the Board of Directors shall review the application, take action thereon, and notify the applicant within 60 days after receiving the final recommendation of the Medical Staff. The time period specified herein is to assist the Board of Directors in accomplishing its task and shall not be deemed to create any right for the applicant to have his application processed within that period.

Section 9. Approval of Medical Staff Bylaws and Rules & Regulations: The Board of Directors shall approve the Medical Staff Bylaws, Rules & Regulations, any revision of same, and such approval shall not be withheld unnecessarily.

**ARTICLE IX**

**HEARINGS AND APPEALS**

Inasmuch as Article X of the Medical Staff Bylaws provides for procedure for hearing and appeals, said Article X of the Medical Staff Bylaws is hereby adopted and by reference incorporated herein as though fully set forth. Said procedure is done in order to simplify and avoid any conflicts between the Governing Board and the Medical Staff.

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**ARTICLE X**

**SEAL**

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

**ARTICLE XI**

These Bylaws may be altered, amended, repealed, added to or deleted, at any regular meeting of the Board of Directors, with the consent of a majority of the members.

**RESPONSIBILITY FOR REVIEW AND MAINTENANCE OF THIS POLICY IS ASSIGNED TO:** Chair of the Board of Directors or designee

**REVIEWED AND APPROVED:** Board of Directors **DATE:** 11/29/17

**REVIEWED AND APPROVED:** \_\_\_\_\_ **Chair, Board of Directors** \_\_\_\_\_ **Date**

**EFFECTIVE DATE:** 01/09/95  
**REVISED DATES:** 01/25/12; 09/25/13; 10/30/14; 05/31/17; 11/29/17  
**REVIEW DATES:** 01/12; 09/13; 10/14; see Policy Manager

**CROSS REFERENCE(S):**

- Administrative policies –
  - RI.6.5 entitled CONFIDENTIALITY
  - LD.16 entitled BOARD OF DIRECTORS – STANDING COMMITTEE/SUBCOMMITTEE APPOINTMENTS
  - LD.19 entitled MEDICAL STAFF REPRESENTATION AT MEETINGS OF BOARD OF DIRECTORS
  - LD.21 entitled BOARD OF DIRECTORS – ORIENTATION, CONTINUING EDUCATION AND SELF EVALUATION
- Compliance & Integrity Program Manual policies –
  - CIP.I entitled CODE OF CONDUCT
  - CIP.III.G entitled CONFLICTS OF INTEREST
- Human Resources Policy Manual policy PE.1.1 entitled EXECUTIVE COMPENSATION AND BENEFITS
- Medical Staff Bylaws and Rules & Regulations