

CITY OF ALAMEDA
HEALTH CARE DISTRICT
BYLAWS

Adopted November, 2003

Amended January 18, 2016

**CITY OF ALAMEDA HEALTH CARE DISTRICT
BYLAWS**

ARTICLE I

NAME & ADDRESS, AUTHORITY, PURPOSE & SCOPE

Section 1. Name & Address

- A. The name of this District shall be the “City of Alameda Health Care District.”
- B. The principal office for the transaction of business of the District is 2070 Clinton Avenue, Alameda, Alameda County, California.
- C. These Bylaws shall be known as the “District Bylaws.”
- D. The City of Alameda Health Care District may be referred to as “the District” in these Bylaws.

Section 2. Authority

- A. On April 9, 2002, registered voters in the City of Alameda, by greater than two-thirds vote, created the City of Alameda Health Care District. The measure was authorized for vote by both Title 5, Division 3 of the Government Code, hereinafter described as the Cortese-Knox-Hertzberg Local Government Reorganization Act, and by the Alameda County Local Agency Formation Commission in accordance with the provisions of Division 23 of the Health and Safety Code, hereinafter described as the Local Health Care District Law.
- B. The District was organized on July 1, 2002 and has operated under the authority of the Local Health Care District Law since that date.
- C. To facilitate the preservation of Alameda Hospital as a health care resource in Alameda County, the District and the Alameda Health System (“AHS”) entered into a Joint Powers Agreement (“JPA”) on November 26, 2013, pursuant to which they agreed, by the joint exercise of their common statutory powers, to operate health care facilities in the District and, effective May 1, 2014, to provide for the continuing operation of Alameda Hospital through the delegation to AHS of the possession and control, and the ongoing operation, management and oversight, of Alameda Hospital, which included, among other things, responsibilities for licensure, governance, operation, administration, financial management and maintenance (including, but not limited to, compliance with ongoing regulatory and seismic requirements to the extent set forth therein) of Alameda Hospital, all for the benefit of the communities that both parties serve.

D. These Bylaws are adopted in conformance with and subject to the provisions of the Local Health Care District Law. In the event of a conflict between these Bylaws and the Local Health Care District Law, the latter shall prevail.

Section 3. Mission & Scope

A. The City of Alameda Healthcare District's Mission is:

- Oversee the maintenance and operation of, a District-owned hospital and other District-owned health care facilities.
- Collect, disburse, review and educate the community on the use of parcel taxes collected under the authority of the District.
- To be a leader for the health and well-being of the residents of and visitors to the District.
- And, to do any and all other acts and things necessary to carry out the provisions of the Health Care District Bylaws and the Local Health Care District Law.

B. Title to Property. The title to all property of the District shall be vested in the District, and the signature of the President authorized at any meeting of the Board of Directors shall constitute the proper authority for the acquisition or sale of property, or for the investment or other disposal of funds which are subject to the control of the District.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Eligibility, Number of Directors

The Board of Directors shall have five (5) members each of whom shall reside in the District and shall be registered to vote in the District.

Section 2. Election

A. An election shall be held on the first Tuesday after the first Monday in November in each even-numbered year except during the first year of the District's organization.

B. The election of the Board of Directors shall be conducted as provided in the Local Health Care District Law, the Uniform District Election Law and the Elections Code, as applicable.

Section 3. Powers

A. The Board of Directors shall have all of the powers given to it by the Local Health Care District Law.

B. These Bylaws shall prevail in the event of conflict with any Constitution, Bylaws, Rules or Regulations of any District controlled facility or organization.

C. The Board of Directors shall have control of and be responsible for the management of all operations and affairs of this District and its facilities according to the best interests of the public health. Notwithstanding the preceding sentence, effective May 1, 2014, pursuant to the terms of the JPA, the District turned over the license and day-to-day operations of Alameda Hospital to AHS. Nevertheless, should the District once again become the licensed operator of any health care facilities, it shall make and enforce all rules and regulations necessary for the proper administration, governance, protection and maintenance of any such health care facilities that may be under its jurisdiction.

D. The members of the Board of Directors shall not exercise the authority of the District unless they are acting in their official capacity as members of the Board of Directors during Board of Director meetings, or meetings of authorized committees of the Board of Directors.

E. The Board of Directors shall ensure that, whenever the District is the licensed operator of health care facilities, the physicians and surgeons, including osteopathic physicians, and podiatrists, and dentists, and other persons granted privileges at District facilities (the "Medical Staff") are organized into one integrated self-governing Medical Staff under the Medical Staff Bylaws approved by the Board of Directors.

F. The Board of Directors may employ any officers or employees, including legal counsel, the Board of Directors deems necessary to properly carry on the business of the District. Should the District again become the operator of a healthcare facility with an organized Medical Staff, the Board of Directors shall determine membership on the Medical Staff, as well as approve the Bylaws for the self-governance of an organized Medical Staff, as provided in Article VI of these District Bylaws. The Board of Directors will approve Medical Staff Bylaws, Rules and Regulations, Policies and Procedures, and other guidelines, which address the obligations and duties of the Medical Staff, regarding the provision, evaluation, and review of professional care within any hospital or other health care facilities operated by the District.

Section 4. Compensation

Notwithstanding their ability to pay themselves for attendance at Board meetings, as provided in Section 32103 of the California Health and Safety Code, the members of the Board of Directors shall, unless the Board resolves to do otherwise, serve without compensation; but in any event each Director shall be allowed to seek reimbursement

for actual and necessary traveling and incidental expenses incurred in the performance of official business of the District as approved by the Board of Directors.

Section 5. Employment Restriction

No member of the Board of Directors can be hired by the District in the capacity of an employee, an independent contractor, or otherwise, for one year after the Board member has ceased to be a member of the Board of Directors. This prohibition shall not apply to any member who, at the inception of his/her term of office, was an employee or independent contractor of the District and terminated such employment or independent contractor status upon the commencement of his/her term. In accordance with Section 53227 of the California Government Code, no member of the District Board of Directors may be an employee of the District during the Director's term of office.

Section 6. Vacancies

Any vacancy upon the Board of Directors may be filled by appointment by the remaining members of the Board of Directors, for such term and under such conditions as may be specified by law, in accordance with Government Code Section 1780.

Section 7. Meetings

A. The regular meetings of the Board of Directors of the District shall be held at such time and place as are established by the Board of Directors.

B. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors and shall be noticed in accordance with Article II.8.C below. The Board of Directors may not consider any business not stated in the agenda for the special meeting.

C. All of the sessions of the Board of Directors, whether regular or special, shall be conducted in accordance with the Local Health Care District Law and Title 5, Division 2, Chapter 9 of the California Government Code hereinafter referred to as the "Brown Act."

D. A quorum for conducting all matters before the Board of Directors shall be three (3) Directors.

E. No vote by the Board of Directors, whether preliminary or final, may be taken by secret ballot.

Section 8. Notice

A. The Secretary, or the Secretary's designee, shall post an agenda containing a brief, general description of each item of business to be transacted or discussed at a meeting of the Board of Directors in a visible location that is freely accessible to the public, at least 72 hours in advance of any regular meeting of the Board of Directors. The agenda will also include the time and place of the meeting.

B. To the extent that the District maintains a public website, the Secretary, or the Secretary's designee, shall endeavor to electronically post an agenda on said website prior to the date of the meeting.

C. In the event that the Board of Directors calls a special meeting, the Secretary shall post the agenda, except that the agenda shall be posted at least 24 hours in advance. In addition, the Secretary shall deliver written notice to each member of the Board, and to each local newspaper of general circulation, at least 24 hours in advance of the time of the meeting as specified in the notice.

D. The President of the Board, in consultation with the ED of the District, shall determine the agenda, provided that any two Board members may specify that an item be on the agenda.

E. The requirements of this section shall not apply where the Board of Directors declares an emergency situation or other exception in accordance with California Government Code Sections 54954.2 or 54956.5.

ARTICLE III

OFFICERS

Section 1. Officers

A. The officers of this District shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, AHS Liaison, Community Health Liaison, Alameda Hospital Liaison, and such other officers as the Board of Directors shall determine are necessary and appropriate.

B. Any Director may hold two offices if a majority of the Board elects that Director to both of those positions. However, the President, First Vice-President, and Second Vice-President positions must be held by three different people.

C. All officer positions shall be filled by election from the membership of the Board of Directors.

D. Each officer shall be elected upon receiving a majority vote with each member of the Board of Directors having one vote. In the event that there is no majority for a single office, the candidate with the fewest votes shall be eliminated from candidacy and a runoff election with the remaining candidates shall take place. In the event that more than two candidates have an equal number of votes, the office shall be selected by random lot.

E. Officers shall be elected at such regular Board meeting as is specified by the Board.

F. Officers shall hold their office for terms of one (1) year or until such time as a successor is elected. An officer may be removed from office by a majority of the Board of Directors at any time. Officers may serve consecutive terms.

G. Officers will report to the full District Board on any significant developments involving District staff, community outreach involving the District, or interactions with the Alameda Health System Board or senior staff.

Section 2. President

A. The President shall perform the following duties:

1. Preside over the meetings of the Board of Directors;
2. Sign and execute (jointly with the Secretary where appropriate), in the name of the District, all contracts and conveyances and all other instruments in writing that have been authorized by the Board of Directors;
3. Subject to any duly-adopted Policy of the Board regarding the signing of checks, exercise the power to co-sign, with the Secretary checks drawn on the funds of the District whenever:
 - a. There is no person authorized by resolution of the Board of Directors to sign checks on behalf of the District regarding a particular matter; or
 - b. It is appropriate or necessary for the President and Secretary to sign a check drawn on District funds.
4. Have, subject to the advice and publicly approved decisions of the Board of Directors, general responsibility for the affairs of the District.
5. Provide the District's Executive Director with general supervisory input during the year, in accordance with publicly approved decisions of the Board of Directors and/or consultation with a duly appointed District liaison. This supervision shall include attention to significant employment activities such as performance appraisals, disciplinary activities, and salary and benefits negotiations.
6. Generally discharge all other duties that shall be required of the President by the Bylaws of the District.

B. If at any time, the President is unable to act as President, the Vice Presidents, in the order hereinafter set forth, shall take the President's place and perform the President's duties; and if the Vice Presidents are also unable to act, the Board may appoint someone else to do so, in whom shall be vested, temporarily, all the functions and duties of the office of the President.

Section 3. Vice-Presidents

A. In the absence of the President or given the inability of the President to serve, the First Vice-President, or in the First Vice-President's absence, the Second Vice-President, shall perform the duties of the President.

B. Perform such reasonable duties as may be required by the members of the Board of Directors or by the President.

Section 4. Secretary

The Secretary shall have the following duties:

A. To act as Secretary of the District and the Board of Directors.

B. To be responsible for the proper keeping of the records of all actions, proceedings, and minutes of meetings of the Board of Directors.

C. To be responsible for the proper recording, and maintaining in a special book or file for such purpose, all ordinances and resolutions of the Board of Directors (other than amendments to these Bylaws) pertaining to policy or administrative matters of the District and its facilities.

D. To serve, or cause to be served, all notices required either by law or these Bylaws. In the event of the Secretary's absence, inability, refusal or neglect to do so, such notices may be served by any person so directed by the President or Board of Directors.

E. To perform such other duties as pertain to the Secretary's office and as are prescribed by the Board of Directors.

Section 5. Treasurer

A. The Board of Directors shall establish its own treasury and shall appoint a Treasurer charged with the safekeeping and disbursement of the funds in the treasury.

B. The Treasurer shall be responsible for the general oversight of the financial affairs of the District, including, but not limited to oversight of the receiving and depositing of all funds accruing to the District, coordinating and overseeing the proper levy and collection of the District's annual parcel tax, performance of all duties incident to the office of Treasurer and such other duties as may be delegated or assigned to him or her by the Board of Directors, provided, however, that the District staff shall implement, and carry out the day to day aspects of the District's financial affairs.

C. The Treasurer shall maintain active and regular contact with the District staff for the purpose of obtaining that information necessary to carry out his or her duties.

Section 6. Alameda Health System (AHS) Liaison

A. As authorized by section 3.1 of the Joint Powers Agreement entered into by Alameda Health System (AHS) and the City of Alameda Health Care District, the District may nominate one designee to serve as a voting member of the AHS Board of directors.

B. Upon approval of the nomination by the County Board of Supervisors, the appointee will be a voting member of the AHS Board of Directors, and shall be the District's AHS Liaison, serving as the primary conduit of information between the Board of AHS and the Board of the District.

C. The AHS Liaison shall consistently attend meetings of the Boards of both AHS and the District, and keep each Board informed of decisions or other developments that are relevant to the other Board and their key staff. However, the AHS Liaison shall not disclose to either Board any information that has been discussed within closed session of one of the Boards, or information that is otherwise subject to confidentiality protection.

D. The AHS Liaison shall always act in the best interests of the District, and will notify the District Board if there is a situation known to be or likely to become a conflict between the AHS Liaison's loyalties to the District and to the AHS Board or other health-related entity.

Section 7. Community Health Liaison

A. The Community Health Liaison shall be a major conduit of information between the Board and its staff in matters involving community health assessment and improvement activities.

B. The Community Health Liaison will regularly meet with District staff and other community leaders or groups to accomplish the mission of the District.

Section 8. Alameda Hospital Liaison

A. The Alameda Hospital Liaison shall be a major conduit of information between the Board and its staff in matters involving the operation, programs, services and quality of care under the auspices of Alameda Hospital.

B. The Alameda Hospital Liaison will have regular dialogue with District staff and with the Alameda Hospital Chief Administrative Officer, and will keep the Board informed of decisions or other developments that are relevant to accomplishing the mission of the District.

ARTICLE IV

EXECUTIVE DIRECTOR

Section 1. Selection

The Board of Directors may select, employ and give the necessary authority to, a competent Executive Director (“Executive Director” or “ED”) who shall be responsible for overseeing and directing the day-to-day management and operation of the District. In performing this task, the ED shall be held responsible for the administration of the District in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. At least annually, the Board, or one or more of its duly authorized members, shall evaluate and review the performance of, and provide appropriate and timely feedback to, the ED.

Section 2. Authority and Duties

The authority and duties of the Executive Director, or if none, the President, shall be:

- A. To act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person.
- B. To develop a plan for organizing the personnel and other operational staff of the District and to establish procedures for the internal operation of the District, each of which will be submitted to the Board of Directors for approval,
- C. To prepare an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.
- D. To select, employ, supervise and discharge all employees as are necessary for carrying on the normal functions of the District and its facilities, if any. Notwithstanding the above, all employees of the District ultimately serve at the pleasure of the Board of Directors.
- E. To supervise all business affairs, such as records of financial transactions, the collection of accounts, and the purchase and issuance of supplies.
- F. To ensure that all funds are collected and expended to the District’s best possible advantage while acknowledging and abiding by all legal and contractual obligations undertaken by the District.
- G. To promote a high level of cooperation with the Chief Administrative Officer of Alameda Hospital and other Alameda Health System leaders whose

responsibilities affect the delivery of health care and health-related services and the maintenance and operation of related facilities within the District.

H. To submit reports reviewing the professional services and financial activities of the District periodically to the Board of Directors or its authorized committees.

I. To prepare and submit any special reports requested by the Board of Directors or its authorized committees in accordance with their instructions.

J. To provide staff support for the Board and its committees necessary to complete their missions.

K. To attend all meetings of the Board of Directors.

L. To attend the meetings of any committee the Board of Directors determines requires the ED's regular attendance.

M. To work with Board members, as appropriate, to liaise with other public agencies and elected officials. Working with legal counsel and other information resources, to help the District stay in compliance with the Local Health Care District Law and the Ralph M. Brown Act.

N. To assist the District Board in staying informed about the changing realities of the health care financing, delivery, and quality of care assessment environment in which the District and its health facilities operate.

M. To perform any other duties that may be necessary in the best interest of the District.

ARTICLE V

COMMITTEES

Section 1. Committees Generally

A. The Board of Directors may, by resolution, establish one or more committees and delegate to such committees any aspect of the authority of the Board of Directors. Membership and chairmanship of such committees shall be appointed by the Board. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

B. A majority of the members of a committee shall constitute a quorum of such committee and the act of a majority of members present at which a quorum is present shall be the act of the committee.

C. Unless the Board of Directors or the committee shall otherwise provide, the regular and special meetings and other actions of any Committee shall be governed by the same requirements set forth in Article II, Sections 7 and 8 applicable to meetings and actions of the Board of Directors.

D. Each committee shall keep written records of its proceedings and regularly report its activities to the Board of Directors as required by the Board of Directors.

ARTICLE VI

MEDICAL STAFF

(If the District is the licensed operator of
one or more Health Care Facilities)

Section 1. Organization and Bylaws

A. The Medical Staff shall organize itself and adopt bylaws (the "Medical Staff Bylaws") consistent with the District Bylaws, for the purpose of discharging its obligation under applicable laws and regulations, and for the purpose of governing itself with respect to the professional services provided in the facilities of the District. The Medical Staff Bylaws shall provide for appropriate officers and clinical organization.

B. The Medical Staff Bylaws shall describe the credentialing process by which eligibility for Medical Staff membership and privileges shall be determined, including criteria for the grant of membership and privileges that are consistent with the District Bylaws.

C. The Medical Staff Bylaws shall provide that the Medical Staff, or a committee or committees thereof, shall assess the credentials and qualifications of all applicants for initial Medical Staff membership, for reappointment to the Medical Staff, and for privileges, and shall submit to the Board of Directors recommendations thereon, and shall provide for reappointment no less frequently than biennially.

D. The Medical Staff shall also adopt Rules and Regulations, consistent with the Medical Staff Bylaws, providing for the conduct of the organizational activities of the Medical Staff.

E. The Medical Staff Bylaws, and the Medical Staff Rules and Regulations, shall be subject to approval of the Board of Directors, and any proposed amendment thereto shall be effective only upon approval by the Board of Directors, which approval shall not be unreasonably withheld.

Section 2. Conflicts With Medical Staff Bylaws

The Joint Commission prohibits inconsistencies between the District Bylaws and the Medical Staff Bylaws. Inconsistencies, if any, between the District and the Medical

Staff Bylaws will be resolved in accordance with applicable procedures in the Medical Staff Bylaws.

Section 3. Nature of Medical Staff Membership

Medical Staff membership is a privilege, and not a right, that shall be granted only to professionally qualified practitioners who clearly and continuously meet the standards and requirements set forth herein and in the Bylaws of the Medical Staff.

Section 4. Qualifications for Membership

A. Only physicians and surgeons, dentists, and podiatrists who:

1. Demonstrate and document their licensure, education, training, experience, current professional competence, character, ethics, and physical and mental health status so as to establish to the satisfaction of the Medical Staff and the Board of Directors that they are qualified, and that any patients treated by them within the facilities of the District will be provided quality medical care meeting the standards of the Medical Staff and the District; and

2. Demonstrate that they adhere to the ethics of their respective professions and that they are able to practice collegially and cooperatively with others so as to contribute to the quality of medical care, and so as not to adversely affect any District health care facility and/or District operations; and

3. Confirm that they have secured that level of professional liability coverage as may be required by the District; and

4. Establish that they are willing to participate in and effectively discharge those professional responsibilities set forth in these Bylaws and in the Medical Staff Bylaws, shall be deemed to possess basic qualifications for membership on the Medical Staff.

B. No practitioner shall be entitled to membership on the Medical Staff, or shall be granted any clinical privilege, solely by virtue of the fact that he or she is duly licensed to practice in this State or in any other state, or that he or she is a member of any professional organization, or that he or she was granted in the past, or enjoys in the present, such membership at another hospital.

C. The decision to grant Medical Staff membership and privileges represents a recognition of the individual qualifications of the concerned practitioner, and does not in any way limit the power of the Board of Directors, in accord with the discretion conferred by the Local Health Care District Law or otherwise, to enter into any agreement with one or more qualified practitioners granting specific or exclusive responsibility for the provision of certain health care services to patients.

Section 5. Appointment to Medical Staff

All appointments and reappointments to the Medical Staff shall be made by the Board of Directors, in keeping with any pertinent standards promulgated by the Joint Commission. Final responsibility for appointment and for the grant of formal privileges, or the denial or termination thereof, shall rest with the Board of Directors.

A. No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, color, ethnic or national origin, religious affiliation, or sexual preference. No duly licensed physician or surgeon shall be excluded from Medical Staff membership based solely upon licensure by the Osteopathic Medical Board of California.

B. Any completed, written application for appointment to the Medical Staff shall be considered by the Medical Staff in accord with the procedures described in the Medical Staff Bylaws, and any related Rules and Regulations or policies, and, upon completion of consideration by the Medical Staff, the Medical Staff shall make a report and recommendation regarding such application to the Board of Directors. This recommendation will also include a recommendation regarding the specific clinical privileges requested by the practitioner.

C. Subject to the provisions in the Medical Staff Bylaws and the District Bylaws regarding judicial review committee hearings and appellate reviews, upon receipt of the report and recommendation of the Medical Staff, the Board of Directors shall take action upon the application and shall cause notice of its actions to be provided to the applicant and to the Medical Staff within time frames that are consistent with the Medical Staff Bylaws. Whenever the Board of Directors does not concur in a favorable Medical Staff recommendation regarding the grant of Medical Staff membership or clinical privileges, the matter will be referred to the Joint Conference Committee, or comparable committee, for review before final action is taken by the Board of Directors.

Section 6. Medical Staff Meetings and Medical Records

A. The Bylaws of the Medical Staff shall provide for Medical Staff meetings that are held in accordance with the standards of the Joint Commission.

B. Accurate, legible, and complete medical records shall be prepared and maintained for all patients, and shall be a basis for review and analysis of the care provided within the facilities of the District.

C. For these purposes, medical records include, but are not limited to, identification data, personal and family history, history of present illness, physical examination, special examinations, professional or working diagnoses, treatment, gross and microscopic pathological findings, progress notes, final diagnosis, condition on discharge, and other matters as the Medical Staff shall determine.

Section 7. Corrective Action

A. If the Medical Executive Committee fails to investigate or take corrective action in accordance with Article VIII of the Medical Staff Bylaws, and the failure is contrary to the weight of the evidence, the Board of Directors may direct the Medical Executive Committee to initiate investigation or corrective action, but only after consultation with the Medical Executive Committee. If the Medical Executive Committee fails to take action in response to that Board of Directors direction, the Board of Directors may initiate action, but this corrective action (1) must comply with these Bylaws and with Articles VIII and IX of the Medical Staff Bylaws and (2) may only be taken after written notice of such action is provided to the Medical Executive Committee. The Board of Directors shall inform the Medical Executive Committee in writing of its action.

Section 8. Precautionary Action

A. If the President of the Medical Staff, members of the Medical Executive Committee and the Chairman of the Service Committee (or designee) in which the member holds privileges are not available to impose a precautionary restriction or suspension of a member's membership or clinical privileges, the Board of Directors (or designee) may immediately restrict or suspend a member's privileges if a failure to do so is likely to result in an imminent danger to the health of any patient, prospective patient, or other person, provided that the Board of Directors (or designee) made reasonable attempts to contact the President of the Medical Staff, members of the Medical Executive Committee and the Chairman of the Service Committee (or designee) before the restriction or suspension.

B. Such restriction or suspension is subject to ratification by the Medical Executive Committee. If the Medical Executive Committee does not ratify the restriction or suspension within two (2) working days, excluding weekends and holidays, the precautionary restriction or suspension shall terminate automatically.

Section 9. Action on Peer Review Matters

A. In all peer review matters, the Board of Directors shall give great weight to the recommendations of the Medical Staff's committees, shall act exclusively in the interest of maintaining and enhancing patient care, and in no event, shall act in an arbitrary or capricious manner.

Section 10. Medical Staff Hearings

A. When the Board of Directors conducts a judicial review committee hearing under the Medical Staff Bylaws, the term "Medical Executive Committee" in Article IX of the Medical Staff Bylaws shall be deemed to refer to the Board of Directors in all cases when the Board of Directors or its authorized officers, directors or committees took the action or rendered the decision that resulted in a hearing being requested.

Section 11. Appellate Review

A. The Board of Directors shall provide for appellate review of any qualifying decision of a Medical Staff hearing committee according to the procedures set forth, in detail below. This appellate review may be conducted by either the Board of Directors or a committee or other designate thereof, and shall be conducted consistent with the requirements of California Business and Professions Code Section 809.4, or successor provisions.

B. The appellate review process shall include the following:

1. Time For Request for Appellate Review: Within thirty (30) days after receipt of the decision of the Medical Staff hearing committee, either the concerned practitioner, or the Medical Executive Committee or the Board of Directors, if applicable, may request an appellate review. A written request for that review shall be delivered to the President of the Medical Staff, the Chief Executive Officer, and to the other party in the hearing. If a request for appellate review is not presented within that period, the parties shall be deemed to have waived any rights to appellate review. The decision of the Board of Directors following a waiver shall constitute the final action of the District.

2. Grounds For Appellate Review: A written request for appellate review shall include a specification of the grounds for review as well as a concise statement of the arguments in support of the appeal. The permissible grounds for appeal from the Medical Staff hearing shall be: (1) substantial failure to comply with procedures required by Bylaws; (2) the decision was arbitrary and capricious; (3) the evidence introduced at the Medical Staff hearing committee did not support the committee's findings; (4) the Medical Staff hearing committee's findings did not support the committee's decision; (5) the decision was inconsistent with applicable law.

3. Time, Place, and Notice: If an appellate review is to be conducted, the Board of Directors shall, within thirty (30) days after receipt of a qualifying request for appellate review, schedule the date and cause notice to be given to each party. The date for completion of the appellate review shall ordinarily not be more than sixty (60) days from the date of such receipt of that request, provided, however, that when a request for appellate review concerns a practitioner who is under a suspension or other corrective action which has already taken effect, the appellate review shall be held as soon as the arrangements may reasonably be made. The time for appellate review may be extended by the Board of Directors, or its Chair, or any designated appellate review committee or hearing officer, for good cause.

4. Appellate Review Body: The Board of Directors may sit as the appellate review body, or it may appoint an appellate review committee composed of members of the Board of Directors, or it may designate an individual to serve as an appellate officer. Knowledge of the matter involved shall not preclude a member from serving as member of the appellate review body or the appellate officer, so long as that member or person did not take part in a prior hearing on the same matter. The

appellate review body may also select an attorney at law to assist it in the proceeding, but that attorney shall not be entitled to vote with respect to the appeal.

5. Appeal Procedure: The proceeding by the appellate review body shall be in the nature of an appellate review based upon the record of the hearing generated at the Medical Staff hearing, provided that the appellate review body may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Medical Staff hearing committee in the exercise of reasonable diligence, and subject to the same rights of cross-examination or confrontation provided at the Medical Staff hearing; or the appellate review body may remand the matter to the Medical Staff hearing committee for the taking of further evidence and for decision. The concerned practitioner and the Medical Executive Committee shall have the right to present a written statement in support of its position on appeal. During the appeal, each party or representative shall have the right to appear personally before the Board of Directors or the appellate review body, for the purpose of presenting oral argument, and responding to questions in accordance with procedures to be established by the Board of Directors or appellate review body. Each party shall have the right to be represented by legal counsel. The Board of Directors or the appellate review body shall determine the procedures to be observed during that meeting and may limit, or otherwise determine, the role of legal counsel. The appellate review body may then conduct, at a time convenient to itself, deliberations outside the presence of the appellant and respondent and their representatives. The appellate review body, if other than the Board of Directors, shall present to the Board of Directors its written recommendations as to whether the Board of Directors should affirm, modify, or reverse the Medical Staff hearing committee decision, or remand the matter to the Medical Staff hearing committee for further review and consideration.

6. Decision:

a. Except as otherwise provided herein, within thirty (30) days after the conclusion of any appellate meeting, the Board of Directors shall render a decision in writing, including a statement of the basis for the decision, and shall transmit copies thereof to each side involved in the appeal within time frames that are consistent with the Medical Staff Bylaws. The Board of Directors' decision shall be final.

b. The Board of Directors may affirm, modify, or reverse the decision of the Medical Staff hearing committee or remand the matter to that committee for reconsideration. If the matter is remanded to the Medical Staff hearing committee for further review and recommendation, that committee shall be requested to promptly conduct its review and issue any appropriate decision and report.

c. Right To One Hearing: No member or applicant shall be entitled to more than one evidentiary hearing and one appellate review on any matter that shall have been the subject of adverse action or recommendation.

**ARTICLE VII
RULES OF CONDUCT**

Roberts Rules of Order, Revised Edition, shall control all parliamentary issues not addressed in these Bylaws or in applicable laws of the State of California.

**ARTICLE VIII
REVIEW AND AMENDMENT OF BYLAWS**

Section 1. The Board of Directors shall review these Bylaws in their entirety at least every two (2) years to ensure that they comply with all provisions of the Local Health Care District Law, and continue to meet the needs and serve the purposes of the District.

Section 2. These Bylaws may be amended by affirmative vote of a majority of the members of the Board of Directors during any regular or special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each Board member not less than seven (7) days prior to the meeting.

Section 3. Affirmative action may be taken to amend these Bylaws by unanimous vote of the entire Board membership at any regular or special meeting of the Board of Directors which is properly noticed under the Brown Act, in which event the provision for seven (7) days' notice shall not apply.

ADOPTION OF BYLAWS

Originally passed and adopted at a meeting of the Board of Directors of the City of Alameda Health Care District, duly held September 23, 2002, amended on October 14, 2002, November 10, 2003, July __, 2004, August 19, 2014, and January 18, 2016.