

**AMENDED AND RESTATED BYLAWS**

**OF**

**EL CAMINO HOSPITAL**

**ADOPTED**

**DECEMBER 7, 2005**

**AS AMENDED AND RESTATED**

**NOVEMBER 18, 2025**

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**ARTICLE I**  
**Corporate Offices**

1.1 Principal Office. The principal office of El Camino Hospital, a nonprofit public benefit corporation (the “Corporation”), is located in Mountain View, California. The Corporation may have such other offices as the Board of Directors of Corporation (the “Board” or the “Corporation’s Board”) may determine from time to time.

1.2 Registered Office. The address of the registered office of the Corporation is 2500 Grant Road, Mountain View, California 94040.

**ARTICLE II**  
**Purposes, Powers and Membership**

2.1 Purposes. The purposes of the Corporation are set forth in its Articles of Incorporation (the “Articles”).

2.2 Powers. The Corporation may engage in any activity consistent with the Articles and these Bylaws.

2.3 Membership Corporation. The Corporation shall have one voting Member: El Camino Healthcare District, a political subdivision of the State of California (the “District” or the “sole Member”). The Corporation shall have no other voting members.

2.4 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder as they now exist or as they hereafter may be amended, or by an organization contributions to which are deductible under Section 170(c) of such Code and Regulations as they now exist or as they hereafter may be amended.

2.5 Termination of Membership. The membership of the District as the sole Member shall terminate upon the resignation of the District.

**ARTICLE III**  
**Meetings of the Sole Member (District)**

3.1 Place of Meetings. Meetings of the District, as the sole Member, shall be held at any place within the boundaries of the District’s jurisdiction, designated by the Board of Directors of the District (the “District Board”). In the absence of any such designation, meetings of the District Board shall be held at the principal office of the Corporation.

3.2 Annual Meeting. The District shall conduct meetings and exercise its membership rights through its own District Board. There shall be at least an annual meeting of the District held each year. The District shall provide for the time and place of holding the annual meeting as

provided in Section 3.3. At a meeting of the District Board, directors shall be appointed as required by these Bylaws, reports of the affairs of the Corporation shall be considered, and any other business may be transacted that is within the power of a sole Member.

3.3 Notice of Annual Meeting. Written notice of the annual meeting of the District shall be given to the District either personally, or by mail, or electronic communication, or by other means of written communication, with charges prepaid, addressed to the District at the District's address appearing on the books of the Corporation or given by the District to the Corporation for the purpose of notice.

All such notices shall be given to the District by mail, or electronic communication, or other means of written communication not less than ten (10) days (or, if sent by mail other than first-class, registered, or certified mail, twenty (20) days) nor more than ninety (90) days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of giving of any such notice in accordance with the foregoing provisions, executed by the Secretary or any transfer agent of the Corporation, shall be *prima facie* evidence of the giving of the notice.

The notice of the meeting shall specify:

- (a) the place, date, and hour of the meeting;
- (b) those matters which the Corporation's Board, at the time the notice is given, intends to present for action by the District;
- (c) if directors are to be elected, the names of all those who are nominees at the time the notice is given;
- (d) the general nature of a proposal, if any, to take action when approval of the District is required with respect to (i) removal of directors; (ii) the filling of vacancies on the Board; (iii) amendment of the Articles or these Bylaws; (iv) voluntary merger or dissolution of the Corporation; or (v) disposition of all or substantially all of the assets of the Corporation; and
- (e) such other matters, if any, as may be expressly required by law.

3.4 Special Meetings. A special meeting of the District for any lawful purpose or purposes may be called at any time by: (a) the Chairperson of the District Board; or (b) two (2) members of the District Board; or (c) the Chairperson of the Corporation's Board; or (d) two (2) members of the Corporation's Board.

3.5 Notice of Special Meetings. Upon request in writing that a special meeting of the District be called, directed to the Chairperson, Vice Chairperson, or Secretary, by any person (other than the Corporation's Board) entitled to call a special meeting of the District, the officer forthwith shall cause notice to be given to the District that a meeting will be held at a time fixed by the Corporation's Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the

persons entitled to call the meeting may give the notice. Notice of any special meeting of the District shall be given in the same manner as for annual meetings of the District. In addition to the matters required by Section 3.3(a) and, if applicable, Section 3.3(c) of these Bylaws, notice of any special meeting shall specify the general nature of the business to be transacted, and the fact that no other business may be transacted at the meeting.

3.6 Quorum. The presence in person of a majority of the District Board shall constitute a quorum of the District for the transaction of business. Any meeting of the District may be adjourned from time to time by the District.

3.7 Adjourned Meeting and Notice. Except as provided below, when the District's meeting, either regular or special is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to the District.

3.8 Voting.

(a) Except as may be otherwise provided in the Articles or these Bylaws, the District shall be entitled to one vote on each matter being considered.

(b) Voting at a meeting of the District may be by voice vote or by ballot.

3.9 Proxies. There shall be no voting by proxy.

3.10 Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the District, however called and noticed, are as valid as though the District had a meeting duly held after regular call and notice, if a quorum is present in person and requirements of the Ralph M. Brown Act (Gov. Code § 54954.2) have been satisfied. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by these Bylaws or by the California Nonprofit Corporation Law to be included in the notice if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the District need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, unless otherwise provided in the Articles or these Bylaws, except the general nature of the proposals listed in Section 3.3(d) of these Bylaws must be specified, to the extent applicable, in any such waiver, consent, or approval.

3.11 Action Without a Meeting. No action can be taken by the District without a meeting.

3.12 Rights of the Member. The District shall have all rights granted to a member under the California Nonprofit Corporation Law. Without limiting the generality of the foregoing, the District shall have the right to approve the election of directors, to approve the disposition of all

or substantially all of the assets of the Corporation or to approve a merger and dissolution of the Corporation and the other rights set forth in the articles of incorporation and bylaws. In addition to the foregoing, the District shall have the right to require the Corporation to provide to the District any financial information requested by the District and to approve the following actions authorized by the Corporation's Board:

1. To approve the selection of the Corporation's Chief Executive Officer;
2. To approve the annual budget of the Corporation;
3. To approve capital expenditures by the Corporation of more than \$25 million dollars in a single transaction;
4. To approve any expenditures or transfers by the Corporation in a single transaction apparent or a series of related transaction (in excess of 5% of the assets of the Corporation as determined based on last annual audit of the Corporation preceding the approval date of the proposed transaction);
5. To approve the overall strategy adopted by the Corporation.

#### **ARTICLE IV Corporation's Board of Directors**

4.1 Management by Board of Directors. The business and affairs of the Corporation shall be managed by the Corporation's Board except as otherwise provided by law, the Articles, these Bylaws or a Board resolution.

4.2 Number and Categories of Voting Directors. The number of voting directors ("Directors") of the Corporation shall not be less than five (5) nor more than ten (10) until changed by amendment of the Articles or by a bylaw amending this Section 4.2 duly adopted by the District. The exact number of Directors shall be fixed from time to time, within the limit specified in the Articles or in this Section 4.2, by the District. The Corporation's Board shall consist of two categories of voting directors: (a) District Directors, who shall be the five (5) members of the District Board, serving by virtue of their election to the District Board; and (b) Appointed Directors, who shall be up to five (5) additional directors appointed by the District.

4.3 Qualifications of Voting Directors.

- (a) Commitment. Directors must be committed to the furtherance of health care delivery in the communities served by the Corporation and must be willing to devote the necessary time and energy for self-education, corporate functions and other activities necessary to fulfill this commitment.
- (b) Fiduciary Duty. Directors shall have a fiduciary duty to the Corporation and shall make all decisions in a manner that is in the best interests of the Corporation and the communities served by the Corporation. Directors shall not advocate or act in the interests of any private person, group or entity unless such action is also in the best interests of the Corporation or the communities served by the Corporation.

- (c) Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Corporation's Board at any time may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. In addition, Directors shall not be or seek to become an employee of the Corporation or an independent contractor receiving compensation from the Corporation while serving as a Director, except in the circumstances when a Director who is also a director of the District may so serve. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation. Restrictions in addition to those set forth above may be imposed by applicable law.
- (d) Financial Interest. Except as permitted by the California Nonprofit Corporation Law, the California Health and Safety Code and any other provisions of law, Directors shall not have a "financial interest" in any transactions or contracts of the Corporation.

4.4 Appointment and Selection of Directors. The District appoints all Directors to the Corporation's Board.

4.5 Term on the Corporation's Board for District Board Directors (Category 1).

- (a) Category 1. Any person serving as a Director of the District Board shall be a Category 1 Director on the Corporation's Board.
- (b) Terms and Vacancies. Each Category 1 Director shall serve on the Corporation's Board until such Director's vacancy, unless the Director declines such service.
- (c) No Term Limits. Notwithstanding any other provision of these Bylaws, there shall be no limitation on the number of consecutive or cumulative terms that may be served by a Category 1 Director.
- (d) No Grandfathering of Term Limits. Notwithstanding any other provision of these Bylaws, any term limits that may have been applicable to Category 1 Directors that were in effect immediately prior to the current effective date of these Bylaws shall not apply to any Category 1 Director.
- (e) Applicability. This Section 4.5 applies solely to Category 1 Directors.
- (f) Appointment Following Vacancy. Any Category 1 Director who has left the District Board may be appointed to serve as a Category 2 Director after two (2) years from the date such Director left the District Board.

4.6 Term on the Corporation's Board for Directors who are not District Board Directors (Category 2).

- (a) Category 2. Any Director who is not serving as a Director of the District Board is a Category 2 Director.
- (b) Term. Category 2 Directors shall serve four (4) three (3) year terms as a Director on the Corporation's Board, effective July 1 of the fiscal year following appointment.
- (c) Staggered Terms in Effect. Staggered term limits for the Corporation's Board were implemented by the District Board and the Corporation's Board in 2012. As of the effective date of these Bylaws, the Corporation's Board has five (5) Category 2 Directors serving the following terms. These staggered terms shall remain in effect, and future appointments shall continue the staggered rotation established herein.
- Two (2) Directors with current term of 2024-2027.
  - Two (2) Directors with current term of 2026-2029.
  - One (1) Director with current term of 2028-2031.

Of these, one Director will be termed out of the Corporation Board in 2027, one in 2029, one in 2031, one in 2033, and one in 2035.

- (d) Preservation of Existing Term Limits. All Category 2 Director term limits in effect as of the effective date of these Bylaws shall remain unchanged. Nothing in these Bylaws shall be construed to extend, shorten, reset, or otherwise modify the term limits of any director whose term commenced prior to the effective date. The intent of this provision is to preserve the continuity and staggered structure of the Corporation's Board, and to honor all existing term limits for Category 2 Directors as originally established
- (e) Appointment Following Term Limit. Any Category 2 Director who has left the Corporation's Board due to the application of this Article IV, may be appointed to serve as a Director after two (2) years from the date such Director left the Corporation's Board.

#### 4.7 Vacancy.

- (a) A vacancy in the Corporation's Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by the Corporation's Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for directors; (iii) an increase in the authorized number of Directors; (iv) the application or other request by a Director seeking employment with the Corporation or seeking to provide contracted services to the Corporation, except in circumstances when a Director who is also a District Board director may so serve; (v) when a Director, who was appointed as a Director while serving as a District Board director is no longer a director of the District Board; (vi) the

failure of the District, at any annual or other regular meeting of Member at which any Director or Directors are appointed, to appoint the full authorized number of Directors to be voted for at that meeting; or (vii) the affirmative vote of the District to remove a Director in accordance with Section 4.9 below.

- (b) Vacancies on the Corporation's Board may be filled only by the District. Each Director appointed to fill a vacancy shall hold office until a successor is appointed at an annual or other regular meeting of the District.

4.8 Resignation. Any Director may resign at any time by giving written notice to the Chairperson or the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation. If the resignation is effective at a future time, the successor may be appointed to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the Corporation would then be left without a duly appointed Director or Directors in charge of its affairs.

4.9 Removal. Any Director may be removed, with or without cause, at any time by the District at a duly called meeting of the District Board. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office. Prior to any vote on removal, the Director shall be given reasonable verbal and written notice of the proposed removal and the grounds for it and shall have the opportunity to respond in writing or appear before the District Board to be heard. For purposes of this section, "cause" shall include, but is not limited to:

- Repeated unexcused absences from Corporation's Board meetings;
- Repeated and continuing conduct disruptive to the operations of the Corporation's Board;
- Failure to meet Director qualifications;
- Breach of fiduciary duties, including the duty of care, loyalty, or obedience
- Conduct that is unlawful, unethical, or materially harmful to the reputation, operations, or mission of the Corporation;
- Violation of the Corporation's bylaws, code of conduct, or conflict of interest policy;
- Conviction of a felony or a crime involving dishonesty or moral turpitude;
- Inability or unwillingness to perform the duties of a Director; or
- As authorized or permitted by applicable non-profit corporation law.

**ARTICLE V**  
**Corporation Director Appointment Procedures**

5.1 Procedures. The District shall appoint the Directors using appointment procedures recommended by the Corporation's Board and approved by the District Board, and such procedures shall allow application by any person.

**ARTICLE VI**  
**Corporation Board Meetings**

6.1 Annual Meeting. An annual meeting of the Corporation's Board shall be held at least once each year, at which time officers shall be elected and such other business as is appropriate shall be transacted. Annual meetings shall be held at the location designated by the Board within the boundaries of the El Camino Healthcare District's jurisdiction or at the principal office of the Corporation.

6.2 Regular Meetings. Meetings of the Corporation's Board shall be held as directed by the Corporation's Board, but at least quarterly at any place designated by the Corporation's Board within the boundaries of the El Camino Healthcare District's jurisdiction. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

6.3 Special Meetings.

(a) Authority to Call. Special meetings of the Corporation's Board may be called for any purpose and at any time by the Chairperson, the Secretary, or any two (2) Directors.

(b) Manner of Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: by personal delivery of written notice; by first-class mail, postage paid; by telephone, facsimile, or by electronic communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director. All such notices shall be addressed to or otherwise transmitted to the Director's address, facsimile number, telephone number, or email shown on the records of the Corporation. The notice shall specify the time and place of the meeting.

(c) Timing of Notice. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or email shall be given at least forty-eight (48) hours before the time set for the meeting.

6.4 Meetings by Conference Telephone. Unless otherwise prohibited by law, any meeting, regular or special, may be held by teleconference or other electronic communication equipment in compliance with the Ralph M. Brown Act, so long as all Directors participating in the meeting can hear one another and the public is afforded the rights of attendance and participation. All such Directors shall be deemed to be present in person to establish a quorum at any such meeting, to the extent permitted by the Brown Act.

6.5 Waiver of Notice. The transaction of business at any meeting of the Corporation's

Board, however called and noticed or wherever held, shall be valid as though held at a meeting that was duly held after regular call and notice, but only if a quorum is present and if, either before or after the meeting, each of the Directors not present signs and files with the Secretary a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof, or such Director attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director, provided that no Director present at the meeting objected, prior to the transaction of any business, to the holding of the meeting because of a lack of prior notice. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. This section shall only apply to the extent consistent with the Ralph M. Brown Act.

6.6 Unanimous Action Without Meeting. No action required or permitted to be taken by the Corporation's Board under the Articles, these Bylaws or any provision of law may be taken by the Corporation's Board without a meeting.

6.7 Quorum. A majority of the number of existing Directors (excluding vacancies) shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may not continue to transact business, except to adjourn, if Directors withdraw from the meeting resulting in less than a quorum present.

6.8 Agenda for Meetings. The agenda for Corporation Board meetings shall be developed by the Chairperson with the Chief Executive Officer acting as staff to the Chairperson for this purpose. The Chairperson shall prepare a calendar of expected agenda items that will be communicated regularly at Board meetings. Any Director may ask that a matter be added to a future Board meeting agenda by written notification to the Chairperson and the Chief Executive Officer. The Chairperson will determine, considering all other matters to be addressed by the Board, whether and when to add the matter to a Board agenda. If the matter will not be added to the Board meeting agenda at the next meeting to be held more than fourteen (14) days after the date of the request, the Chief Executive Officer will notify the Director making the request of the Chairperson's decision; the person making the request may ask that the questions of whether such matter should be considered by the Board and the timing of such consideration be addressed during the discussion of the calendar of expected agenda items during the next meeting of the Board that occurs more than ten (10) days thereafter. Notwithstanding the foregoing, any request to add a matter to the Board agenda made by three (3) directors shall be added to the Board meeting agenda at the next available date. All agendas shall also comply with the posting and content requirements of the Ralph M. Brown Act.

6.9 Board Action. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles, these Bylaws, or the California Nonprofit Corporation Law. Provided however, amendments to the Articles or these Bylaws and approval of certain transactions must be approved by the vote of a majority of the Directors in office, excluding interested directors as defined in Section 5233 of the California Corporations Code.

6.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting shall be given before the time of the adjourned meeting.

**ARTICLE VII**  
**Board Committees and Advisory Committees**

7.1 Establishment of Board Committees. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two (2) or more Directors but less than a quorum of either the Corporation's Board or the District's Board, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The provisions of Section 7.1 through 7.5 of these Bylaws do not apply to any ad hoc advisory committee established under Section 7.6. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Chairperson of the Board may serve as chair or a member of any board committee except as Chair of the Governance Committee. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall be advisory to the Board but shall have the authority of the Board of Directors as stated in the resolution, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.
- (b) Fill vacancies on the Board or in any committee that has the authority of the Board.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal Bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board or the members of such committees.
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (h) Approve any transaction between the Corporation and one or more of its Directors in which the Director or Directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

7.2 Special Committees. From time to time the Board may establish special committees. Special Board committees shall exist to perform specific tasks identified by the Board, and shall cease to exist upon completion of the task. The Board may by resolution establish

special committees for such purposes as the Board deems appropriate. Members of such committees shall be appointed and removed at the Board's discretion, with or without cause.

7.3 Authority to Act. The committee may take action on behalf of the Corporation only if specifically authorized to take a Board action by resolution of the Board.

7.4 Appointment. The Chairperson of the Board shall appoint committee chairperson(s) and the committee chairperson(s) shall appoint members of committee(s) subject to approval by the Board.

7.5 Meetings and Actions of Committees. Meetings and actions of all committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by majority action of the Board or by majority action of the committee. Special meetings of committees may also be called by majority action of the Board or of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

7.6 Ad Hoc Advisory Committees. Notwithstanding any other provision of this Article VII or these Bylaws, the Board or any Board Committee Chair may establish ad hoc advisory committees to the Board or any Board Committee. No ad hoc advisory committee shall have or exercise any of the authority of the Board or any Board Committee but shall advise the Board of Directors or Board Committee on matters within the jurisdiction of the Board or Board Committee. An ad hoc committee shall be composed of less than a quorum of the Board or the relevant Board Committee and may consult with advisors as appropriate. The Board or any Board Committee shall establish the ad hoc committee, the total number of members of such committee, and the subject matter to be considered by such committee. The time and place of meetings of the ad hoc advisory committee shall be determined by the ad hoc advisory committee chair. The Board may, at any time, by majority vote require the advisory committee to change the members, to change the scope of its work or to terminate the existence of the advisory committee.

## **ARTICLE VIII**

### **Officers of the Corporation**

8.1 Officers. The officers of the Corporation shall consist of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the Chief Executive Officer, and such other persons who are specifically designated as officers by the Board. The Chief Financial Officer of the Corporation shall be the Treasurer of the Corporation unless the Board of Directors appoints a separate individual to serve as Treasurer, after considering any recommendations from the Chief Executive Officer. No person may serve concurrently as the Chairperson of the Board and either the Secretary, the Treasurer, or the Chief Financial Officer.

8.2 Election of Corporation's Officers. All officers shall be elected by a majority vote

of the Corporation Board, such office to take effect on July 1 of each even-numbered fiscal year unless a vacancy occurs.

8.3 Term of Corporation's Officers. Each officer shall hold office for a two (2) year term or until a successor is elected and qualified, subject to any employment agreement; provided that a Director may not serve more than two (2) consecutive full or partial terms as Chairperson. In the event the Chairperson fills an unexpired term of a vacant Chairperson, the officer's partial term shall count toward the officer's term limit. Notwithstanding the above, the Board of Directors may, by resolution adopted by majority vote, extend the term of the Chairperson for one additional two-year term if the Board, in its good-faith business judgment, determines it to be in the best interests of the Corporation.

8.4 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or to the Secretary, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later specified time.

8.5 Removal. Any officer may be removed at any time by a majority vote of the Board.

8.6 Vacancies. Upon the removal, resignation, death, or incapacity of any officer, the Board may declare such office vacant and fill such vacancy by the majority vote of the Board.

8.7 Compensation. The salary and other compensation of the officers shall be fixed from time to time by resolution of, or in the manner determined by, the Board.

8.8 Duties and Qualifications of Officers. The officers shall have such duties, in addition to those set forth below, as the Board shall specify by resolution from time to time.

(a) Chairperson. The Chairperson shall preside at all meetings of the Board. Except as provided in Section 13.1, the Chairperson shall have authority to execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the Corporation, and shall perform such other powers and duties as may be from time to time assigned to him or her by the Board or set forth in these Bylaws.

(b) Vice Chairperson. The Vice Chairperson shall assume and perform the duties of the Chairperson in the absence or disability of the Chairperson or whenever the office of Chairperson is vacant. The Vice Chairperson shall have such titles, perform such other duties, and have such other powers as the Board or the Chairperson shall designate from time to time.

(c) Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of Directors, committees, and District as the sole Member, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such Directors, committees and sole

Member meetings, and the proceedings of all such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the members of the Board of Directors, and of the committees of this Corporation required by these Bylaws or by law to be given, shall keep the seal of the Corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Chairperson or by these Bylaws.

- (d) Treasurer, or Chief Financial Officer. The Treasurer (or if the Chief Financial Officer is serving as Treasurer, then the Chief Financial Officer) shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer (or the Chief Financial Officer, as applicable) shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer (or the Chief Financial Officer, as applicable) shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chairperson and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the Chairperson or these Bylaws.

## **ARTICLE IX**

### **Chief Executive Officer**

9.1 Selection, Authority and Term. The Board may select and employ a competent, experienced Chief Executive Officer who shall be its direct executive representative in the management of the Hospital. This Chief Executive Officer shall be given the necessary authority and held responsible for the administration of the Hospital 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 or by any of its committees to which it has delegated power for such action. The Chief Executive Officer shall act as the "duly authorized representative" of the Board in all matters in which the governing Board has not formally designated some other person for that specific purpose. However, nothing in this section is to be construed as depriving or delegating from the Board to the Chief Executive Officer any of the powers and duties imposed upon the Board by the Local Hospital District Law, Division 23, or Chapter 1 of the Health and Safety Code of the State of California, or related statutes. The Chief Executive Officer shall hold office at the sole discretion of the Board, subject to any employment agreement.

9.2 Performance Review. The Board shall continually review the performance of the Chief Executive Officer and provide counseling in areas where improvement is needed.

9.3 Authority and Duties. The authority and duties of the Chief Executive Officer shall

be as follows:

- (a) To perfect and submit to the Board for approval a plan of organization of the personnel and others concerned with the operation of the Hospital; and also to establish methods of procedures concerning the internal operation of the Hospital.
- (b) To ensure the preparation of an annual budget showing the expected receipts and expenditures of the Hospital as required by the Board of Directors.
- (c) To prepare and submit capital budget of the Hospital to the Board for approval.
- (d) To select, employ, and discharge all employees serving in positions as authorized by the Board of Directors.
- (e) To see that all physical properties are kept in good state of repair and operating condition.
- (f) To attend all meetings of the Board of Directors and participate in all Board discussions, including executive sessions of the Board, except where the Chief Executive Officer has a conflict of interest or is otherwise recused.
- (g) To supervise all business affairs, such as the records of financial transactions, collection of accounts and purchase and issuance of supplies, and to ensure that all funds are collected and expended to the best possible advantage.
- (h) To explore and develop strategic opportunities for the Hospital and propose such opportunities to the Board.
- (i) To exercise professional abilities in such a manner that those concerned with the rendering of professional service at the Hospital cooperate to the end that the best possible care may be rendered to all patients.
- (j) To submit regularly to the Board or its authorized committees, periodic reports showing the professional service and financial activities of the Hospital and to prepare and submit such special reports as may be required by the Board and/or its functioning committees.
- (k) To serve as the liaison officer and channel of communications for all official communications between the Board of Directors or any of its committees, and its adjunct organizations.
- (l) To attend and support, or appoint staff to attend and support, all Board committee meetings.
- (m) To support such volunteer services as are necessary to carry out the purpose of the Hospital.

- (n) To assist in providing an onboarding program for new Board members.
- (o) To perform any other duty that may be necessary in the best interest of the Hospital.

**ARTICLE X**  
**Contracts and Financial Matters**

10.1 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.2 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depository as the Board may select.

10.3 Compensation of Directors and Committee Members. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by the Board to be just and reasonable; provided, however, that any such compensation must be commercially reasonable.

**ARTICLE XI**  
**Conflicts of Interest and Indemnification**

11.1 Conflict of Interest. The Board shall adopt and adhere to a conflict of interest policy that incorporates the provisions of Section 5233 of the California Nonprofit Corporation Law.

11.2 Indemnification.

- (a) For the purposes of this article, “agent” means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” include without limitation attorneys’ fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(iii) of this Section 11.2.
- (b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the

Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

- (c) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):

(i) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court shall determine;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

- (d) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

- (e) Except as provided in paragraph (d), any indemnification under this Section 11.2 shall be made by the Corporation only if authorized in the specific case,

upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

- i. A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
  - ii. Approval or ratification by the affirmative vote of a majority of the votes represented and voting at a duly held membership meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); for such purpose, any membership held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or
  - iii. The court in which such proceeding is or was pending upon application made by the Corporation; the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.
- (f) Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 11.2.
- (g) Nothing contained in this article shall affect any right to indemnification to which persons other than Directors and officers of the Corporation or any subsidiary of the Corporation may be entitled by contract or otherwise.
- (h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(iii), in any circumstance when it appears:
- a. That it would be inconsistent with a provision of the Articles, a resolution of the District, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
  - b. it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (i) Upon and in the event of a determination by the Board of Directors of the Corporation to purchase indemnity insurance, the Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any

liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section 11.2; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233.

- (j) This Section 11.2 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in paragraph (a). The Corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

## **ARTICLE XII**

### **Medical Staff**

12.1 Organization. A medical staff organization has been created for the acute care hospitals owned by El Camino Hospital, and this medical staff is known as the El Camino Hospital Medical Staff (the "Medical Staff").

12.2 Membership. Membership in the Medical Staff shall be comprised of all physicians, dentists and podiatrists who are duly licensed, competent in their respective fields, worthy in character and in professional ethics and privileged to attend to patients in the Hospital. The term "physicians" shall include physicians licensed in the State of California, regardless of whether they hold an M.D. or D.O. degree. Membership in the Medical Staff shall be a prerequisite to the exercise of any clinical privileges except as otherwise expressly provided in the Medical Staff Bylaws.

12.3 Medical Staff Bylaws, Rules and Regulations.

- (a) Purpose. Medical Staff Bylaws, rules and regulations shall be adopted by the Medical Staff for its internal governance, subject to the Corporation Board's approval (the "Medical Staff Bylaws"). The Medical Staff Bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staff. The Medical Staff Bylaws, rules and regulations shall also state the purposes, functions and organization of the Medical Staff, and set forth the policies and procedures by which the Medical Staff exercises and accounts for its delegated authority and responsibilities.

(b) Procedure to Adopt or Amend.

- (i) Preparation and Adoption. The Medical Staff shall have the initial responsibility to formulate, revise and adopt the Medical Staff Bylaws, rules and regulations.

(ii) Review and Approval. After the above action by the Medical Staff, such Medical Staff Bylaws, rules or regulations, or amendments thereto, shall be forwarded to the Corporation's Board of Directors for its review and approval, which approval shall not be unreasonably withheld.

(iii) Separate Action. If the Medical Staff fails to exercise its responsibility hereunder and in a reasonable, timely and responsible manner, and after written notice from the Corporation's Board to such effect, including a reasonable period of time for response, the Corporation's Board may formulate or amend the Medical Staff Bylaws, rules and regulations. Any Medical Staff recommendations and views shall be carefully considered during the Corporation Board's deliberations and actions.

#### 12.4 Credentialing and Clinical Privileges.

- (a) Delegation to Medical Staff. The Corporation's Board delegates to the Medical Staff responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership and clinical privileges, including appointment, reappointment and corrective action.
- (b) Initial Decision. Initial action with respect to membership on the Medical Staff and clinical privileges shall be taken by the Medical Staff in accordance with the Medical Staff Bylaws, rules and regulations. Thereafter, a recommendation shall be made to the Corporation's Board.
- (c) Review and Approval. The Corporation's Board shall review and act upon recommendations of the Medical Staff, and shall give careful consideration to the Medical Staff's expertise in peer review matters.
- (d) Separate Action. If the Medical Staff fails to exercise its responsibility hereunder in a reasonable, timely and responsible manner, and after written notice from the Corporation's Board to such effect, including a reasonable period of time for response, the Corporation's Board may take actions regarding medical staff membership and clinical privileges. In so doing, the Corporation's Board shall carefully consider any Medical Staff recommendations and views during its deliberations and actions. In situations involving corrective action, the Corporation's Board shall not initiate such action unless the Medical Staff's failure to do so is contrary to the weight of the evidence under consideration.
- (e) Fair Hearing Procedure. The procedural rules to be followed by the Medical Staff and the Corporation's Board in acting on matters of Medical Staff membership and clinical privileges, including such matters as appointment, reappointment and corrective action, shall be as more particularly specified in the Medical Staff Bylaws. The Medical Staff Bylaws shall provide for a procedure pursuant to which disagreements between the Medical Staff and the Corporation's Board may be resolved.
- (f) Standards of Decision and Review. In taking the actions referred to in this

Article XII, the relevant decision-making body shall consider the supporting information and the purposes, needs and capabilities of the hospital, the health and welfare of the community, and such relevant criteria as are set out in the Medical Staff Bylaws, rules and regulations. In taking such action, no aspect of Medical Staff membership or privileging shall be limited or denied on the basis of sex, age, race, creed, color, or national origin, or on the basis of any other criterion unrelated to those set out in the preceding sentence.

- (g) Duration. Appointments to the Medical Staff shall be for a maximum term of two (2) years.
- (h) Terms and Conditions. The terms and conditions of Medical Staff membership and of the exercise of clinical privileges shall be as specified in the Medical Staff Bylaws, rules and regulations, or as more specifically defined in the notice of an individual appointment or privileges.

12.5 Allied Health Professionals. The categories of allied health professionals eligible to hold specific practice privileges to perform services within the scope of their licensure, certification or other legal authorization, and the corresponding privileges, prerogatives, terms and conditions for each such allied health professional category or practitioner shall be determined by the Corporation's Board upon recommendations received from the Medical Staff executive committee. The Medical Staff shall have the responsibility and authority to investigate and evaluate each application by an allied health professional for satisfaction of relevant eligibility requirements in accordance with the Medical Staff Bylaws, rules and regulations.

12.6 Contract Physicians. A physician engaged as an independent contractor by the Corporation to provide medical-administrative services must obtain appropriate Medical Staff membership and privileges through the procedure outlined in the Medical Staff Bylaws, rules and regulations. Restriction or termination of such physician's Medical Staff membership or clinical privileges for reasons related to professional competence shall also be accomplished through the procedures contained in the Medical Staff Bylaws, rules and regulations. All other matters, including termination of Medical Staff membership or clinical privileges on grounds not related to professional competence, shall be governed by the terms of such physician's contracts or agreements with the Corporation.

12.7 Accountability. The Medical Staff shall be accountable to the Board for conducting activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided at the Corporation. These activities shall include:

- (a) Standard of Care. Ensuring that a comparable standard of care, as determined by the Medical Staff, is provided to all patients with similar needs;
- (b) Monitor Quality. Ongoing monitoring and evaluation of patient care to solve problems and identify other opportunities to improve quality.
- (c) Clinical Privileges. Delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment.

- (d) Continuing Education. Provision of continuing professional education, guided by the needs identified through the review and evaluation activities, as well as other perceived needs and interests.
- (e) Resource Allocation. Review of utilization of the Corporation's resources to provide for their allocation to patients in need of them.
- (f) Medical Records. Ensuring the preparation and maintenance of adequate and accurate medical records for all patients; and
- (g) Other Matters. Such other measures as the Board may, after considering the advice of the Medical Staff and the Corporation's administration, deem necessary for the preservation and improvement of the quality and efficiency of patient care.

**ARTICLE XIII**  
**Execution of Corporate Instruments,**  
**and Voting of Stocks and Memberships**  
**Held by the Corporation**

13.1 Execution of Corporate Instruments. The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages and other evidence of indebtedness of the Corporation, and other corporate instruments or documents, certificates of shares of stock owned by the Corporation, shall be executed, signed, or endorsed by the Chairperson.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board shall authorize to do so.

13.2 Ratification by District. The Board may, in its discretion, submit any contract or act for approval or ratification of the District at any regular meeting of the District, or at any special meeting of the District called for that purpose.

13.3 Voting of Stocks Owned by Corporation. All stock of other corporations or memberships in other corporations owned or held by the Corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board, or Vice Chairperson or by any other person authorized to do so by the Chairperson or the Vice Chairperson of the Board.

**ARTICLE XIV**  
**Annual Report**

Except as provided below, the Corporation shall cause to be sent to the District and Directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 6322 of the California Corporations Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

This article does not apply to the Corporation when it receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, with the exceptions that a report meeting the above requirements must be furnished annually to all Directors and to the District who requests it in writing and that the information referred to in paragraph (e) above must be furnished to the District and Directors within 120 days after the close of the Corporation's fiscal year.

If the Corporation solicits in writing contributions from five hundred (500) or more persons, it need not send the report described above to the District, with the exception of the information referred to in paragraph (e) above, if it:

- (i) Includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the Corporation at a name and address which is set forth in the statement;
- (ii) Promptly mails a copy of its latest annual report to any person who requests a copy; and
- (iii) Causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

**ARTICLE XV**  
**Standard of Care**

A Director shall perform the duties of a director, including duties as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances, and shall comply with any standards of conduct adopted by the Corporation's Board of Directors.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) a Board committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XVI below, a person who performs the duties of a Director in accordance with this Article XV shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

**ARTICLE XVI**  
**Prohibited Transactions**

16.1 Loans. Except as permitted by Section 5236 of the California Corporations Code, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that this Corporation may advance money to a Director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

16.2 Self-Dealing Transactions. Except as provided in Section 16.3 below, the Board of Directors shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in California Corporations Code Section 5233(b).

16.3 Approval. This Corporation may engage in a self-dealing transaction if the

transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this Corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this Corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

## **ARTICLE XVII**

### **Miscellaneous**

#### 17.1 Records and Reports.

- (a) Maintenance and Inspection of Articles and Bylaws. This Corporation shall keep at its principal office the original or a copy of its Articles and these Bylaws as amended from time to time which shall be open to inspection by the Directors and the District at any reasonable time during business hours.
- (b) Maintenance and Inspection of Other Corporate Documents. The accounting books, records, and minutes of proceedings of the District, the Board and any committee of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of the District, at any reasonable time during usual business hours for a purpose reasonably related to the District's interests as the sole Member. Inspection may be made in person or by an agent or any attorney, and shall include the right to copy and make abstracts.
- (c) Inspection by Directors. Each Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by the agent or attorney. The right of inspection includes the right to copy and make abstracts of documents.

17.2 Corporate Seal. The Corporation's Board shall provide a suitable seal for the Corporation.

17.3 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, singular numbers include the plural, plural numbers include the singular, and the term "person" includes both corporations and natural persons. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

**ARTICLE XVIII**  
**Amendments**

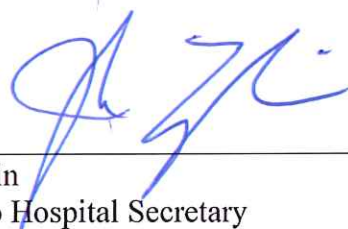
18.1 Amendments. The Articles or these Bylaws may be adopted, repealed, amended or restated or new Articles or Bylaws may be adopted upon a majority vote of the authorized number of Directors (excluding vacancies and Directors with a conflict of interest). No such adoption, repeal, amendment, restatement or new Articles or Bylaws shall be effective until approved by the District. Moreover, the Articles and Bylaws may be adopted, repealed, amended or restated or new Bylaws adopted upon the vote of the District.

**[CERTIFICATE OF SECRETARY to follow on next page]**

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the currently elected and acting Secretary of El Camino Hospital, a California nonprofit public benefit corporation, and the above Amended and Restated Bylaws, consisting of 26 pages, are the Bylaws of this Corporation as adopted pursuant to the required affirmative vote of the Corporation Board, December 7, 2005 and of the District Board on December 7, 2005, and as amended and restated pursuant to the required affirmative vote of the Corporation Board on August 10, 2011 and the District Board on August 10, 2011, as further amended and restated by the District Board on March 20, 2012, and pursuant to the required affirmative vote of the District Board, as further amended and restated by the District, on May 12, 2012, May 1, 2013, June 18, 2013, and March 5, 2014 pursuant to the required affirmative vote of the District Board, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on May 14, 2014 (Section 6.8) and May 14, 2014 (Article VII) and of the District Board, on June 17, 2014, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on October 8, 2014 (Section 7.6) and of the District Board, on October 21, 2014, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on May 11, 2016 and of the District Board, on June 14, 2016 and as further amended and restated by the District Board, on June 28, 2017, as further amended and restated pursuant to the required affirmative vote of the Corporation Board on May 9, 2018 and District Board, on May 15, 2018, and as further amended and restated by the District Board, pursuant to the required affirmative vote of the District Board on October 16, 2018, and as further amended and restated pursuant to the required affirmative vote of the Corporation Board on November 12, 2025, and of the District Board, on November 18, 2025.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on November 18, 2025.



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John Zoglin  
El Camino Hospital Secretary