

AMENDED AND RESTATED BYLAWS
OF THE WASHINGTON TOWNSHIP HEALTH CARE DISTRICT
ADOPTED MARCH 24, 2021

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ARTICLE 1
NAME, AUTHORITY, PURPOSE AND PRINCIPAL OFFICE

Section 1. Name

The name of this District shall be “Washington Township Health Care District.”

Section 2. Authority

(a) This District, having been established December 2, 1948, by vote of the residents of the District under the provisions of Division 23 of the Health & Safety Code of the State of California, otherwise known and referred to herein as “The Local Health Care District Law,” and since said time having been operated thereunder, these Bylaws are adopted in conformance therewith and subject to the provisions thereof.

(b) In the event of any conflict between these Bylaws and “The Local Health Care District Law,” the latter shall prevail.

(c) These Bylaws shall be known as the “District Bylaws.”

Section 3. Purpose

The purpose of this District shall be: (i) to establish, maintain and operate one or more hospitals and nurses’ training schools and to provide assistance in the operation of one or more health facilities (as that term is defined in The Local Health Care District Law) or health services at any location within or without the territorial limits of the District for the benefit of the District and the people served by the District; (ii) to establish maintain and operate, or provide assistance in the operation of free clinics, diagnostic and testing centers, health education programs, wellness and prevention programs, rehabilitation, aftercare and such other health care services provider groups, and organizations that are necessary for the maintenance of good physical and mental health in the communities served by the District; (iii) to acquire, maintain, and operate ambulances or ambulance services within and without the district; (iv) to purchase, receive, have, take, hold, lease, use, and enjoy property of every kind and description within and without the limits of the district, and to control, dispose of, convey, and encumber the same and create a leasehold interest in the same for the benefit of the district and (v) to do any and all other acts and things necessary to carry out the provisions of the District Bylaws and the Local Health Care District Law.

Section 4. Principal Office

The principal office for the transaction of the business of the District and for the preservation of District records is hereby fixed and located at 2000 Mowry Avenue, Fremont, California.

ARTICLE 2
BOARD OF DIRECTORS

Section 1. Election

The Board of Directors shall be elected as provided in The Local Health Care District Law.

Section 2. Powers

(a) Members of the Board of Directors shall and may exercise authority with respect to the District and its affairs only when acting as part of the Board of Directors and during Board of Directors' meetings or meetings of authorized committees of the Board of Directors, excepting the President of the Board of Directors, who is expected to confer with the District's Chief Executive Officer regarding Board of Directors and committee agendas and other matters between scheduled meetings of the Board of Directors. As individuals, Directors may not commit the District to any policy, act or expenditure. Board Members do not have individual authority over hiring, discipline or other employee matters.

(b) The Board of Directors shall have control of and be responsible for the oversight of all operations and affairs of the District and its facilities according to the best interests of the public health. The Board of Directors shall make and enforce all rules and regulations necessary for the administration, governance, protection and maintenance of hospitals and other facilities under its jurisdiction.

(c) The Board of Directors shall by resolution create a Medical Staff, Auxiliary and any other subordinate or adjunct organization which it may deem necessary to carry out the purposes of the District.

(d) The Board of Directors may delegate certain powers to the Medical Staff and other adjunct organizations in accordance with their respective bylaws. All powers and functions not expressly delegated in the Medical Staff Bylaws and the Bylaws of the other adjunct organizations are to be considered residual powers still vested in the Board of Directors.

(e) The District Bylaws shall override any provisions to the contrary in any constitution, bylaws, rules or regulations of any of the adjunct organizations. In case of conflict, the provisions of the District Bylaws shall prevail.

(f) Resolutions and ordinances establishing policies for the operation of this District and any of its facilities shall be kept in a separate book or file and shall be available for inspection consistent with the California Public Records Act and any policies established by the Board.

(g) The Board of Directors shall determine membership on the Medical Staff as well as the bylaws for the governance of the Medical Staff as provided in Article 6 of the District Bylaws. The Medical Staff will develop bylaws, rules and regulations, policies and procedures and

other guidelines to comply with its obligations and duties, all subject to approval by the Board consistent with California law.

(h) The Board of Directors shall establish and maintain standards of quality throughout all of the facilities of the District.

(i) The Board of Directors shall have all of the other powers given to it by The Local Health Care District Law.

Section 3. Meetings

(a) All of the meetings of the Board of Directors shall be conducted in accordance with the requirements of established California law. The regular meetings of the Board of Directors of the District shall be held on the second Wednesday, the third Monday, the fourth Monday and the fourth Wednesday of each calendar month. Regular meetings shall be held at Washington Hospital, Fremont, California (including the main hospital building, Washington West or any ancillary building owned or occupied by Washington Hospital.)

(b) Special meetings of the Board of Directors may be held, provided that such meetings comply with the requirements of established California law.

(c) All meetings of the Board, whether regular, special or adjourned, shall be open to the public except that meetings of the Board may be closed to the public by the Board if allowed by California law.

(d) Three (3) members shall constitute a quorum.

(e) The agenda for Board meetings shall be developed by the President with the Chief Executive Officer acting as staff to the President for this purpose. Any Director may request that a matter be added to a future Board of Directors meeting agenda. If such a proposal is made between Board of Directors meetings, the Director shall communicate the substance of the proposed item to the President and the Chief Executive Officer with sufficient detail so such item may be properly added to the agenda for a Board meeting. Such item shall be added to the Board of Directors agenda for the next meeting of the Board for which there is sufficient time to fully comply with all notice and agenda posting requirements. Any such item so added to the Board of Directors agenda may be removed from the Board of Directors agenda by a motion made by any Director at such meeting if such motion is approved by the Board of Directors. If a Director proposes that an item be added to the Board of Directors agenda for a future Board of Directors meeting during a Board of Directors meeting, then such item shall be added to the Board of Directors agenda unless the Board of Directors adopts a resolution directing that such item not be added to the agenda.

Section 4. Vacancies

Vacancies on the Board of Directors shall be filled in accordance with The Local Health Care District Law.

**ARTICLE 3
OFFICERS**

Section 1. Officers

(a) The officers of this District shall be President, First Vice President, Second Vice President, Secretary, and Treasurer who shall be chosen by the Board of Directors from its membership.

(b) There shall be a regular election of officers annually. Each officer so elected shall serve for a term of one year, provided that any officer may resign at any time or be removed by the vote of three Directors at any regular or special meeting of the Board of Directors. In the event of a resignation or removal of an officer, the Board of Directors shall elect a successor to serve for the balance of that officer's unexpired term.

(c) The Board of Directors may also establish additional Vice Presidents, Assistant Secretaries and Assistant Treasurers if it desires, and prescribe their duties, qualifications and terms of service provided such terms may not extend past the next regular election of officers.

Section 2. President

Annually, the Board of Directors shall elect one of its members to act as President, as set forth in Section 1 of this Article, and if at any time the President shall be unable to act, the Vice Presidents, in the order set forth in Section 3 of this Article, shall take the President's place and perform the President's duties; and if the Vice Presidents shall also be unable to act, the Board of Directors may appoint someone else to do so, in whom shall be vested, for the time being, all the functions and duties of the office of the President. The President, or officer acting as such, shall:

(a) Preside over all the meetings of the Board of Directors.

(b) Sign and execute jointly with the Secretary, in the name of the District, all contracts and conveyances and all other instruments in writing which have been authorized by the Board of Directors; and shall be empowered jointly with the Treasurer to sign checks on the funds of the District. The Board of Directors may, however, by resolution, designate any other person or persons who shall have authority to sign checks drawn on the funds of the District, and to execute in the name of the District all contracts and conveyances and all other instruments in writing which have been authorized by the Board of Directors.

(c) Subject to the advice and control of the Board of Directors, be responsible for the affairs of the District and all other duties which shall be required by the District Bylaws.

Section 3. Vice Presidents

In the absence or inability of the President to serve, the First Vice President, or in his/her absence, the Second Vice President, shall perform the duties of the President. The Vice Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors shall designate from time to time.

Section 4. Secretary

The Secretary shall (i) ensure that the Chief Executive Officer has assigned staff to keep the minutes of all meetings of the Board of Directors, send or cause to be sent appropriate notices and agendas for all meetings of the Board of Directors, and act as custodian of all records and reports; (ii) attest in writing to the minutes of all Board of Directors meetings and resolution of the Board of Directors; (iii) act as custodian of all records and reports and of the corporate seal, if any, assuring that it is affixed when required by law, to documents executed on behalf of the District, and (iv) exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or as required by California law.

Section 5. Treasurer

The Treasurer shall (i) ensure that the Chief Executive Officer has assigned staff to keep correct and accurate accounts of the property and financial records and transactions of the District, and (ii) in general, supervise or perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or as required by California law.

**ARTICLE 4
CHIEF EXECUTIVE OFFICER**

Section 1. Selection and Authority

The Board of Directors shall select and employ a competent, experienced Chief Executive Officer who shall be its direct executive representative in the management of the District. Any reference to “hospital administrator” or “administrator” shall mean “Chief Executive Officer.” The Chief Executive Officer shall be responsible for overseeing and directing the day-to-day management and operation of the District. To this end, the Chief Executive Officer shall be given the necessary authority and 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. All District employees and managers shall be accountable to the Chief Executive Officer. He or she shall act as the “duly authorized representative” of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose. However, nothing in this section is to be construed as depriving the Board of Directors from delegating to the Chief Executive Officer any of the powers and duties imposed upon the Board of Directors by The Local Health Care District Law or related statutes.

Section 2. Duties

The duties of the Chief Executive Officer shall include:

- (a) Overseeing and directing the day-to-day management and operation of the District.
- (b) Submitting to the Board of Directors for approval a plan or organization of the personnel and others involved with the operation of the District, and establishing methods of procedure concerning the internal operation of the District.
- (c) Preparing an annual budget showing the expected receipts and expenditures, as required by the Board of Directors.
- (d) Selecting, employing, controlling, and all employees serving in positions, as authorized by the Board of Directors.
- (e) Ensuring that all physical properties are kept in good state of repair and operating condition.
- (f) Supervising all business affairs, such as the records of financial transactions, collection of accounts, and purchase and issuance of supplies, and ensuring that all funds are collected and expended to the best possible advantage.
- (g) Submitting to the Board of Directors or its authorized committees, periodic reports showing the professional service and financial activities of the District and to prepare and submit such special reports as may be required by the Board of Directors and/or its functioning committees.
- (h) Attending all meetings of the Board of Directors and its committees consistent with the duties of the Chief Executive Officer.
- (i) Performing any other duty that may be necessary in the best interest of the District.
- (j) Serving as the liaison officer and channel of communication for all official communications between the Board of Directors, or any of its committees, and the Medical Staff.
- (k) Providing overall administrative direction to the District's adjunct organizations.

Section 3. Performance Review

The Board of Directors shall regularly review the performance of the Chief Executive Officer and provide guidance as needed.

**ARTICLE 5
COMMITTEES**

Section 1. Committees Generally

The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, establish one or more committees and delegate to such committees any of the authority of the Board of Directors. 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. 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. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article 2 applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors from time to time as the Board of Directors may require. Board of Directors members who are also members of committees established by the Board of Directors pursuant to this Article 5 shall be entitled to such compensation for committee meeting participation as is available to Board of Directors members for participation in Board of Directors' meetings.

**ARTICLE 6
THE WASHINGTON HOSPITAL MEDICAL STAFF**

Section 1. Organization

A medical staff organization has been created for the acute care hospital that is owned by the District, and this medical staff is known as the Washington Hospital Medical Staff (the "Medical Staff").

Section 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 and shall include all categories identified in the Medical Staff Bylaws (described below in Section 3). 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.

Section 3. Medical Staff Bylaws, Rules, and Regulations

Medical Staff Bylaws, rules, and regulations shall be adopted by the Medical Staff for its internal governance, subject to the 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.

Section 4. Procedures to Adopt or Amend the Medical Staff Bylaws

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

(b) After the above action by the Medical Staff, such Medical Staff Bylaws, rules or regulations, or amendments thereto, shall be forwarded to the Board for its review and approval, which approval shall not be unreasonably withheld.

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

Section 5. Credentialing and Clinical Privileges

(a) The Board of Directors 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 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 Board.

(c) The Board of Directors 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) If the Medical Staff fails to exercise its responsibility hereunder in a reasonable, timely and responsible manner, and after written notice from the Board of Directors to such effect, including a reasonable period of time for response, the Board of Directors may take actions regarding medical staff membership and clinical privileges. In so doing, the Board of Directors shall carefully consider any Medical Staff recommendations and views during its deliberations and actions. In situations involving corrective action, the Board of Directors 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) The procedural rules to be followed by the Medical Staff and the Board of Directors 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 Board of Directors may be resolved.

(f) In taking the actions referred to in this Article 6, 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) 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.

Section 6. 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 Board of Directors 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.

Section 7. Accountability

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

(a) Adhering to the Patient First Ethic: all decisions made and actions taken are based on what is in the best interest of the patient.

(b) Furthering the goal of excellence and the Patient First Ethic, all members of the Medical Staff are expected to adhere to the Code of Professional Conduct in their interactions with patients, colleagues, other health professionals, students and the public.

(c) Ensuring that a comparable standard of care, as determined by the Medical Staff, is provided to all patients with similar needs.

(d) Ongoing monitoring and evaluation of patient care to solve problems and identify other opportunities to improve quality.

(e) Delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment.

(f) Provision of continuing professional education, guided by the needs identified through the review and evaluation activities, as well as other perceived needs and interests.

(g) Effective utilization of the District's resources to provide for their allocation to patients in need of them.

(h) Ensuring the preparation and maintenance of adequate and accurate medical records for all patients and

(i) Such other measures as the Board of Directors may, after considering the advice of the Medical Staff and the District's administration, deem necessary for the preservation and improvement of the quality and efficiency of patient care, including but not limited to alignment between the District and the Medical Staff to serve the community and achieve the highest quality of care for the District's patients.

ARTICLE 7 CONFLICTS WITH MEDICAL STAFF BYLAWS

In the event that any of the provisions hereof are in conflict with any of the provisions of the existing Medical Staff Bylaws or as they may hereafter be adopted, the District Bylaws and any amendments thereto shall be deemed to be controlling.

ARTICLE 8 OTHER MATTERS

Section 1. Employment Restriction

No member of the District Board of Directors may be an employee of the District during the Director's term of office.

**ARTICLE 9
AMENDMENTS**

Any provisions of the District Bylaws may be amended by a vote of a majority of the entire Board of Directors.

**ARTICLE 10
ADOPTION OF AMENDED AND RESTATED BYLAWS**

These Amended and Restated Bylaws of the Washington Township Health Care District were duly adopted at the meeting of the Board of Directors of the Washington Township Health Care District held on March 24, 2021.

DocuSigned by:
William Nicholson
98231C70CEF24F3...

William F. Nicholson, MD
President
Washington Township Health Care District

DocuSigned by:
Michael Wallace
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Michael J. Wallace
Secretary
Washington Township Health Care District

RESOLUTION NO. 1221

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO APPROVE AMENDED AND
RESTATED BYLAWS FOR THE BOARD OF DIRECTORS**

WHEREAS, Washington Township Health Care District is a local health care district (“District”) which owns and operates a general acute care hospital and provides essential healthcare services to the population residing within the District’s political boundaries, including the cities of Fremont, Newark, Union City, parts of South Hayward and Sunol;

WHEREAS, the Board operates under a set of bylaws entitled *Bylaws of the Board of Directors Washington Township Health Care District* (the “Existing Bylaws”), which have been amended from time to time;

WHEREAS, the Board has determined that it is appropriate to adopt modernized bylaws in the form of amended and restated bylaws that address, among other things, changes in applicable law and changes to the Medical Staff bylaws, policies, and procedures;

WHEREAS, the Board has reviewed the *Amended and Restated Bylaws of the Washington Township Health Care District* (“Amended and Restated Bylaws”) attached hereto as Exhibit A (Exhibit A is attached hereto and incorporated herein by this reference); and

WHEREAS, the Board has determined that it is in the best interest of the District to adopt the Amended and Restated Bylaws.

NOW, THEREFORE, be it resolved that:

1. The Amended and Restated Bylaws are hereby approved; and
2. The President and the Secretary of the Board of Directors are hereby authorized to execute the Amended and Restated Bylaws.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 24th day of March 2021 by the following vote:

AYES: Nicholson, Yee, Stewart, Eapen, Wallace

NOES:

ABSENT:

DocuSigned by:

William Nicholson

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William F. Nicholson, MD
President, Board of Directors
Washington Township Health Care District

DocuSigned by:

Michael Wallace

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Michael J. Wallace
Secretary, Board of Directors
Washington Township Health Care District

EXHIBIT A
AMENDED AND RESTATED BYLAWS

See attached.

RESOLUTION NO. 1222

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO APPROVE THE DELEGATION
OF THE SECRETARY'S DUTIES**

WHEREAS, Washington Township Health Care District is a local health care district ("District") which owns and operates a general acute care hospital and provides essential healthcare services to the population residing within the District's political boundaries, including the cities of Fremont, Newark, Union City, parts of South Hayward and Sunol;

WHEREAS, the Board of Directors has adopted the *Amended and Restated Bylaws of the Washington Township Health Care District* ("Amended and Restated Bylaws");

WHEREAS, under Section 4 of Article 3 of the Amended and Restated Bylaws, the Secretary of the Board of Directors is responsible for (i) ensuring that District staff have been assigned to keep minutes of all meetings of the Board of Directors, (ii) ensuring that all legally required notices and agendas are posted for all meetings of the Board of Directors, and (iii) acting as the custodian of records for the District (the "Secretary's Duties");

WHEREAS, the meetings of the Board of Directors are subject to the provisions of the Ralph M. Brown Act, Government Code § 54950 et seq. (the "Brown Act");

WHEREAS, the Brown Act generally requires the Board of Directors to meet in open session but permits the Board of Directors to meet in closed sessions to discuss certain subjects enumerated in the Brown Act;

WHEREAS, Section 54957.2 of the Government Code permits a legislative body of a local agency, such as the Board of Directors, to, by resolution, designate a clerk or other officer or employee of the local agency to take and maintain minutes of the proceedings of the Board of Directors that are held in closed session;

WHEREAS, the Secretary has proposed to assign the Secretary's Duties to the Chief Executive Officer and such other officers or employees as the Chief Executive Officer may designate; and

WHEREAS, the Board of Directors desires to authorize the Secretary to assign such duties to District staff as provided herein.

NOW, THEREFORE, be it resolved that:

1. The Chief Executive Officer is authorized to assign staff to (i) keep the minutes of all meetings of the Board of Directors, (ii) send or cause to be sent appropriate notices and agendas for all meetings of the Board of Directors, and (iii) act as custodian of all records and reports and of the corporate seal, if any, assuring that it is affixed when required by law, to documents executed on behalf of the District.

2. Pursuant to Section 54957.2 of the Government Code, the Board of Directors authorizes the Chief Executive Officer to further delegate the responsibility for keeping minutes of closed sessions of the Board of Directors for the purposes stated in Section 54957.2 of the Government Code to the District Clerk or other officer or employees, including the taking of minutes and maintaining the confidential minute book of such meetings.

3. Pursuant to Section 54957.2 of the Government Code, the minute book containing the minutes of the closed sessions shall be maintained by the District Clerk or other officer or employee designated by the Chief Executive Officer in confidence and shall only be available to a member of the Board of Directors or a court of competent jurisdiction as required by Section 54957.2 of the Government Code.


4. The Chief Executive Officer is hereby authorized to take any further actions required to implement the provisions of this Resolution.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 24th day of March, 2021 by the following vote:

AYES: Nicholson, Yee, Stewart, Eapen, Wallace

NOES:

ABSENT:

DocuSigned by:

98231E70CEF24F3...
William F. Nicholson, MD
President, Board of Directors
Washington Township Health Care District

DocuSigned by:

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Michael J. Wallace
Secretary, Board of Directors
Washington Township Health Care District

RESOLUTION NO. 1223

**RESOLUTION OF THE BOARD OF DIRECTORS OF WASHINGTON
TOWNSHIP HEALTH CARE DISTRICT TO APPROVE THE DELEGATION
OF THE TREASURER'S DUTIES**

WHEREAS, Washington Township Health Care District is a local health care district ("District") which owns and operates a general acute care hospital and provides essential healthcare services to the population residing within the District's political boundaries, including the cities of Fremont, Newark, Union City, parts of South Hayward and Sunol;

WHEREAS, the Board of Directors has adopted the *Amended and Restated Bylaws of the Washington Township Health Care District* ("Amended and Restated Bylaws");

WHEREAS, under Section 5 of Article 3 of the Amended and Restated Bylaws, the Treasurer of the Board of Directors is responsible for ensuring that the Board of Directors receives accurate and complete financial records of the District, which may be accomplished by delegating such duties to appropriate District staff;

WHEREAS, the Treasurer has proposed to assign such duties to the Chief Executive Officer and such inferior officers as she may designate; and

WHEREAS, the Board of Directors desires to authorize the Treasurer to assign such duties to District staff as provided herein.

NOW, THEREFORE, be it resolved that:

1. The responsibilities described in Section 5 of Article 3 of the Amended and Restated Bylaws are hereby delegated to the Chief Executive Officer, who is hereby authorized to delegate such responsibilities to the Chief Financial Officer.

2. The Chief Executive Officer is hereby authorized to take any further actions required to implement the provisions of this Resolution.

Passed and adopted by the Board of Directors of the Washington Township Health Care District this 24th day of March, 2021 by the following vote:

AYES: Nicholson, Yee, Stewart, Eapen, Wallace

NOES:

ABSENT:

DocuSigned by:
William Nicholson
98231C70CEF24F3...
William F. Nicholson, MD
President, Board of Directors
Washington Township Health Care District

DocuSigned by:
Michael Wallace
1FE74319C3D0484...
Michael J. Wallace
Secretary, Board of Directors
Washington Township Health Care District