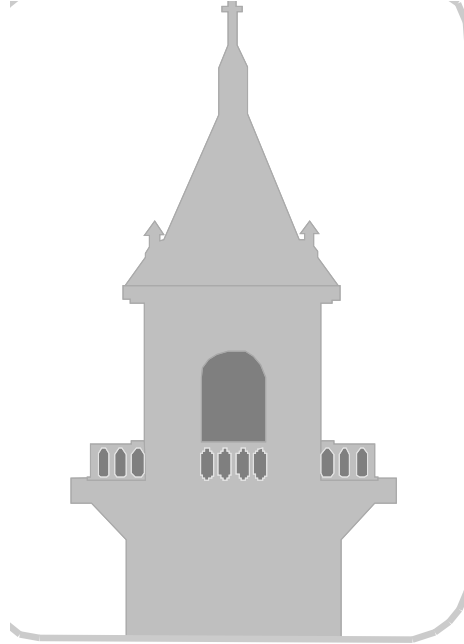


**DESERT REGIONAL MEDICAL CENTER**

**MEDICAL STAFF, INC.**



**MEDICAL STAFF**

**BYLAWS**

**ADOPTED: MAY 1993**

**REVISED: JANUARY 2007**

**DESERT REGIONAL MEDICAL CENTER MEDICAL STAFF, INC. BYLAWS**

PREAMBLE:

WHEREAS, Desert Regional Medical Center is a for profit health care facility organized under the laws of the State of California; and

WHEREAS, its purpose is to serve as a regional medical center providing patient care, health education and medical research; and

WHEREAS, it is recognized that the Medical Staff is delegated responsibility for the quality of patient care in the medical center's facilities and must accept and discharge this responsibility, subject to the ultimate authority of the Hospital's Governing Board; and

WHEREAS, the cooperative efforts of the Medical Staff, the Administration and the Board of Directors are necessary to fulfill the medical center's obligations and to achieve its goals;

NOW THEREFORE, the physicians actively practicing in this medical center hereby organize themselves into a Medical Staff in conformity with these Bylaws. The Medical Staff has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law (Corporations Code sections 7110-8970) as a nonprofit mutual benefit corporation.

## ARTICLE 4

### ARTICLE 4 MEMBERSHIP

#### 4.1 SINGLE CLASS OF MEMBERSHIP

The Corporation shall have one class of voting membership.

#### 4.2 MEMBER VOTING RIGHTS

On each matter submitted to a vote of the Members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Member shall be entitled to cast one vote.

#### 4.3 ELIGIBILITY TO VOTE

Only Active Members shall be entitled to vote on any issue or matter presented to the Members for approval. In order to be in good standing, a Member must be current in the payment of all assessments levied against the Member. A Member's good standing shall be determined as of the record date established in accordance with Article 5, section 5.6.

#### 4.4 MANNER OF CASTING VOTES

4.4.1 Voting at Membership Meetings. Voting at any membership meeting may be by voice or by ballot, provided that any election of directors shall be conducted by written ballot in accordance with Article 4, section 4.6. The vote on any other issue properly before a meeting of the Members shall be conducted by secret ballot when determined by the chairman of the meeting, in his or her discretion, or when requested by ten (10%) percent of the voting power present at the meeting.

4.4.2 Voting by Written Ballot. In addition to voting in person or by proxy at a meeting, Members' votes may be solicited by written ballot with respect to any issue in accordance with Article 4, section 4.6.

4.4.3 No Proxy Voting. This corporation shall not permit the use of proxies to vote at any meeting of the Members; a member may not authorize another person or persons to act by proxy with respect to such membership. This withdrawal of the right to use proxies is made pursuant to the provisions of California Corporations Code section 5613. The withdrawal of the right to use proxies shall in no way limit the corporation to vote by means of written ballot, as described below in Section 4.5.

4.4.4 Cumulative Voting. Cumulative voting shall not be permitted.

#### 4.5 ACTION BY WRITTEN BALLOT WITHOUT A MEETING

4.5.1 Definition of Written Ballot. A "written ballot" is a ballot that is mailed or otherwise distributed to every Member entitled to vote on the matter and that complies with the requirements of this section 4.5. The term "written ballot" does not include a ballot distributed to Members at a meeting for purposes of conducting a vote of the Members at such meeting.

4.5.2 Written Ballots Generally. Any matter or issue requiring the vote of the Members, other than the election of directors, may be submitted for vote by written ballot without the necessity of calling a meeting of the Members, so long as the requirements for action by written ballot set forth in this section 4.5 are met. The determination to seek Member approval for Medical Staff actions in this fashion shall be made by a majority vote of the Board. Once the determination is made to seek Member approval by written ballot, the Board shall establish a record date and distribute a written ballot to every Member entitled to vote on the matter. This distribution shall be made consistent with the time requirements specified in subparagraph 4.5.4 below.

4.5.3 Content of Written Ballots. Any written ballot distributed to the Members to vote on any issue other than the election of directors shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

4.5.4 Balloting Time Requirements. Written ballots shall be distributed to all eligible Members at least thirty (30) days prior to the final date the written ballots must be received by the Medical Staff in order to be counted. All written ballots shall provide a reasonable time within which to return the written ballot to the Medical Staff and shall state on the face of the ballot or in an accompanying notice the date by which the written ballot must be returned in order to be counted. The time fixed for the return of written ballots may be extended only if the Board so notifies the Members in the balloting solicitation materials originally sent to Members and then for no more than two (2) successive periods of ten (10) days each.

4.5.5 Requirements for Valid Member Action by Written Ballot. Membership approval by written ballot shall be valid only if (i) the number of votes cast by ballot within the time established for return of the ballots equals or exceeds the quorum (as specified in Article 5, section 5.5) that would have been required to be present at a membership meeting if such a meeting had been convened to vote on the proposal; and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes that would have been required to approve the action at such a meeting.

4.5.6 Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements of Article 5, section 5.4, pertaining to issuance of notices of Members' meetings. All solicitations of written ballots shall indicate (i) the number of responses needed to meet the quorum requirement for valid action, (ii) the time by which the written ballot must be received by the Medical Staff in order to be counted, and (iii) the percentage of affirmative votes necessary to approve the measure. If the period for the return of written ballots is extended under subparagraph (d), the Board shall be entitled to announce to the Members the aggregate votes for or against the proposal received as of the extension date.

4.5.7 Additional Balloting Procedures. If deemed necessary by the Board, the written ballot shall be conducted in accordance with such additional procedures, not inconsistent with the provisions of this section, as may be prescribed by a firm of public accountants of good repute who may also be retained to supervise the secrecy and conduct of the balloting process.

4.5.8 Notification of Results of Balloting Process. Upon tabulation of the written ballots, the Board shall notify the Members of the outcome of the vote within thirty (30) days following the close of the balloting process and tabulation of the ballots. If the number of written ballots cast with respect to any matter is insufficient to satisfy the minimum quorum requirements, the Board shall so notify the Members.

4.5.9 Revocation of Written Ballots. If a Member who has cast a written ballot desires to change his or her vote, the Member may do so provided he or she so notifies the Secretary of the Medical Staff in writing prior to close of the balloting period and casts a new ballot within the balloting period.

4.5.10 Conduct of Informational Meetings. Use of the written ballot procedures provided herein shall not preclude the Medical Staff from also conducting informational meetings of the Members or from scheduling a meeting to coincide with the culmination of the balloting period.

#### 4.6 MAJORITY VOTE REQUIRED

If a quorum is present, the affirmative vote of the majority of the voting power of Members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors), shall be the act of the Members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law. In the case of director elections, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to the vacant director positions.

#### 4.7 ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Members at a meeting may be taken without a meeting (and without complying with the formalities of a written ballot) if all Members shall individually or collectively consent in writing to the action. When an action is taken by written consent, the consent(s) shall be filed with the Medical Staff's minutes.

## ARTICLE 5

### ARTICLE 5 MEMBERSHIP MEETINGS

#### 5.1 PLACE OF MEETINGS

Meetings of the Members shall be held at the Hospital or at such other reasonable place within the County and at such time as may be designated by the Board in the notice of the meeting.

#### 5.4 NOTICE OF MEMBERS MEETINGS

5.4.1 Requirement That Notice Be Given. Notice of all regular and special meetings of the Members shall be sent or otherwise given in writing to each Member who is eligible to vote at the meeting as of the record date for notice established in accordance with Article 5, section 5.6.

5.4.2 Time Requirements for Notice. The notice of membership meetings shall be given in the manner specified in subparagraph (e) of this section 4, not less than ten (10) nor more than ninety (90) days before the date of the meeting. If notice is given by mail and the notice is not given by first-class, registered, or certified mail, the notice shall be given not less than twenty (20) days (nor more than ninety (90) days) before the meeting.

5.4.3 Minimum Requirements Regarding Content of Notice. The notice of any membership meeting shall specify the place, date, and hour of the meeting. In the case of a special meeting, the notice shall also state the general nature of the business to be transacted, and no other business may in that case be transacted at the special meeting. In the case of a regular meeting, the notice shall also describe those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the Members; but any proper matter may be presented at the meeting for such action so long as a quorum is present. The notice of any meeting at which directors are to be elected shall include the names of all those individuals who are nominees at the time the notice is given to the Members.

5.4.4 Specification of Certain Significant Actions. If any action is proposed to be taken at any membership meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice or consent states the general nature of the proposal(s):

5.4.4.1 Removing a director without cause;

5.4.4.2 Filling vacancies on the Board of Directors under those circumstances where a vote of the Members is required pursuant to Article 11, section 11.6 of these Bylaws;

5.4.4.3 Amending the Articles of Incorporation of this Corporation, these Bylaws or the Declaration in any manner requiring approval of the Members;

5.4.4.4 Approving a contract or transaction between the Medical Staff and one or more of its directors, or between the Medical Staff and any corporation, firm, or association in which one or more of its directors has a material financial interest;

5.4.4.5 Approving any change in the Medical Staff's assessments in a manner requiring membership approval; or

5.4.4.6 Voting upon any election to voluntarily terminate and dissolve the Medical Staff.

5.4.5 Manner of Service. Notice of any meeting of Members shall be given either personally or by first-class mail, telegraphic, or other written communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Medical Staff or the address given by the Member to the Medical Staff for the purpose of notice. If no address appears on the Medical Staff's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or telegraphic or other written communication to the Medical Staff's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the County. Notice shall be deemed to have been given at the time when the notice is delivered personally or deposited in the mail (postage prepaid) or sent by telegram or other means of written or electronic communication to the recipient.

5.4.6 Affidavit of Mailing. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary of the Medical Staff, and if so executed, shall be filed and maintained in the minute book of the Medical Staff. Such affidavit shall constitute prima facie evidence of the giving of notice.

## 5.6 RECORD DATES FOR MEMBER NOTICE; VOTING AND GIVING CONSENTS

5.6.1 Record Dates Established by the Board of Directors. For the purpose of determining which Members are entitled to receive notice of any meeting, vote, act by written ballot without a meeting, or exercise any rights in respect to any other lawful action, the Board of Directors may fix, in advance, a "record date" and only Members of record on the date so fixed are entitled to notice, to vote, or to take action by written ballot or otherwise, as the case may be, notwithstanding any transfer of any membership on the books of the Medical Staff after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Mutual Benefit Corporation Law. The record dates established by the Board pursuant to this section shall be as follows:

5.6.1.1 Record Date for Notice of Meetings. In the case of determining those Members entitled to notice of a meeting, the record date shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

5.6.1.2 Record Date for Voting. In the case of determining those Members entitled to vote at a meeting, the record date shall be no more than sixty (60) days before the date of the meeting;

5.6.1.3 Record Date for Other Lawful Action. In the case of determining Members entitled to exercise any rights in respect to other lawful action, the record date shall be no more than sixty (60) days prior to the date of such other action.

5.6.2 Failure of Board to Fix a Record Date. If the Board, for any reason, fails to establish a record date, the following rules shall apply:

5.6.2.1 Record Date for Notice of Meetings. The record date for determining those Members entitled to receive notice of a meeting of Members shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

5.6.2.2 Record Date for Voting. The record date for determining those Members entitled to vote at a meeting of Members shall be the day of the meeting, or in the case of an adjourned meeting, the day of the adjourned meeting.

5.6.2.3 Record Date for Other Lawful Action. The record date for determining those Members entitled to exercise any rights in respect to any other lawful action shall be Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

5.6.2.5 "Record Date" Means as of Close of Business. For purposes of this subparagraph (b) a person holding a membership as of the close of business on the record date shall be deemed the Member of record.

## 5.8 AGENDA

5.8.1 The agenda at any regular Medical Staff meeting shall be:

5.8.1.1 Call to order

5.8.1.2 Acceptance of the minutes of the last regular meeting and of all special meetings.

5.8.1.3 Unfinished Business

5.8.1.4 Communications

5.8.1.5 Report from the Chair of the Governing Board

5.8.1.6 Report of the President/CEO of the Hospital

5.8.1.7 Reports of committees of interest to staff members

5.8.1.7.1 New Business (including elections, where appropriate)

5.8.1.7.2 Adjournment

5.8.2. The agenda at special meetings shall be:

5.8.2.1 Reading of the notice calling the meeting

5.8.2.2 Transaction of business for which the meeting was called

## ARTICLE 11

### ARTICLE 11 BOARD OF DIRECTORS

#### 11.1 GENERAL MEDICAL STAFF POWERS

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, the business and affairs of the Medical Staff shall be vested in and exercised by the Medical Staff's Board of Directors. Subject to the limitations expressed in this Article 11, section 11.1, the Board shall delegate the management of the activities of the Medical Staff to the Medical Executive Committee, provided that notwithstanding any such delegation the activities and affairs of the Medical Staff shall continue to be managed and all Medical Staff powers shall continue to be exercised under the ultimate direction of the Board.

#### 11.2 NUMBER AND QUALIFICATION OF DIRECTORS

The Board of Directors shall consist of seven (7) persons who shall be the President, President Elect, Immediate Past President, Secretary-Treasurer, Administrative Affairs Chairperson, Medical Care Policy Chairperson, and the Quality Council Chairperson, all of whose memberships shall be in good standing with all Assessments current and are not subject to any suspension of membership rights.

#### 11.3 TERM OF OFFICE

The term of office for each member of the Board of Directors shall be coterminous with the term of the Officers, as described below in Section 14.4. Each director, including a director elected to fill a vacancy or elected at a special meeting of Members, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

#### 11.4 NOMINATION OF DIRECTORS

Individuals can become candidates for election to the Board of Directors in any of the following ways:

11.4.1 Candidates Selected by Nomination Committee. The Nominating Committee for the Board shall consist of the Nominating Committee described below in Article 14 for the election of Directors. Accordingly, a Nominating Committee shall be formed no later than March 1 of the appropriate year in accordance with the provisions described below in Section 14.3.1. The nominating committee shall make its report at least forty-five (45) days before the date of the election, and the Secretary shall forward to each Member, with the notice of meeting required by Article 5, section 5.4, a list of the nominees. The nominating committee shall make as many nominations for election to the Board as it shall, in its discretion, determine but not less than the number of vacancies on the Board to be filled.

11.4.2 Nominations from the Floor. Any Member present in person or by proxy at a meeting to elect directors may place names in nomination.

11.4.3 Good Standing Requirement for Candidacy. To be eligible for nomination and election to the Board, a candidate-Member must be certified by the Medical Staff Secretary that he or she is in good standing with the Medical Staff and is current in the payment of Assessments both at the time his or her name is placed in nomination and as of the election date.

## 11.5 ELECTION OF DIRECTORS

11.5.1 **Directors Elected at Annual Meeting.** At each annual meeting of the Members, the Members present in person or by proxy shall elect persons to those positions on the Board of Directors held by directors whose terms are then expiring. The persons thus elected shall be selected from among those persons nominated pursuant to Article 11, section 11.4; however, if for any reason an annual meeting is not held or the directors are not elected at any annual meeting, the directors may be elected at any special meeting of the Members held for that purpose.

11.5.2 **Determination of Election Results and Succession to Office.** The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected as directors and shall take office on July 1st following their election. In the event there is a tie vote between those candidates who receive the lowest number of votes necessary to qualify the candidate for election, the tie shall be broken by lot.

11.5.3 **Supervision of Election Process.** In order to insure secrecy of ballots and fairness in the conduct of director elections, the Board may, but shall not be obligated to, utilize the services of the Medical Staff's employee-staff members to receive and tabulate all ballots (both absentee ballots and ballots cast in person by Members attending the meeting at which the election takes place). The Medical Staff's employee staff members retained to perform such services shall have the full powers of an inspector of elections appointed by the Board under Corporations Code section 7614.

## 11.6 VACANCIES ON BOARD OF DIRECTORS

11.6.1 **Vacancies Generally.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation, or removal of a director under paragraphs (c) and (d) below; (ii) an increase of the authorized number of directors; or (iii) the failure of the Members, at any meeting of Members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

11.6.2 **Resignation of Directors.** Except as provided in this paragraph, any director may resign, and such resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

11.6.3 **Authority of Board to Remove Directors.** The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she (i) has been declared of unsound mind by a final order of court; (ii) has been convicted of a felony; (iii) has been found by a final order or judgment of any court to have breached any duty under Corporations Code sections 7233- 7236 (relating to the standards of conduct of directors); or (iv) fails to attend three (3) consecutive regular meetings of the Board of Directors that have been duly noticed in accordance with California law.

11.6.4 **Authority of Members to Remove Directors.** Except as otherwise provided in subparagraphs(s) 11.6.3 of this Article 11, a director may be removed from office prior to expiration of his or her term only by the affirmative vote of a majority of the voting power of the Members. Any membership action to recall or remove a director shall be conducted in accordance with the following procedures:

11.6.4.1 A petition must be presented in person to the President, Vice President, or Secretary of the Medical Staff and must carry the signatures of Members in good standing who represented at least twenty-five percent (25%) of the voting power of the membership. Such petition must set forth the reason(s) the petitioners are seeking the director's removal; the signature of each petitioner in his or her own handwriting; the name(s) of the sponsor(s) of the petition; and must fulfill all other requirements of law.

11.6.4.2 Within twenty (20) days after receipt of such petition, the Board shall either call a special meeting or announce the procedures for conducting a written ballot of the Members to vote upon the requested recall. Such meeting or written ballot shall be conducted not less than thirty-five (35) nor more than ninety (90) days after the petition is presented. If the Board fails to set a date for, and give the Members notice of, such meeting or written ballot within twenty (20) days, the Members initiating the petition may call such meeting on their own initiative without Board approval or sanction.

11.6.4.3 The director whose removal is being sought shall have the right to rebut the allegations contained in the petition orally, in writing, or both. If the rebuttal is in writing, it shall be mailed by the Medical Staff or otherwise provided to all Members, together with the recall ballot.

11.6.4.4 If the quorum requirement for a valid membership action is not satisfied or if the recall vote results in a tie, the removal action will have failed.

11.6.5 Removal by Court Action. The County Superior Court may, in response to a suit filed by any director or the lesser of twenty (20) Members or five percent (5%) of the Members, remove any director determined to be guilty of fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the Medical Staff. The Medical Staff shall be made a party to any such action.

11.6.6 Filling Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining directors though less than a quorum, or by a sole remaining director unless the vacancy is created through removal of a director, in which case the vacancy shall be filled by the affirmative vote of a majority of the Members represented in person or by proxy at a duly held meeting of the Members at which a quorum is present/by written ballot. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors by an election at a duly held meeting of the Members or written ballot and shall require the approval of a majority of the voting power.

11.6.7 Reduction in Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

## ARTICLE 12

### ARTICLE 12 BOARD MEETINGS

#### 12.1 PLACE OF MEETINGS

Regular and special meetings of the Board of Directors may be held at any place that has been designated from time to time by the President of the Medical Staff. In the absence of such designation, regular meetings shall be held at the principal office of the Medical Staff. Notwithstanding the above provisions of this section 12.1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

#### 12.2 ANNUAL MEETING OF DIRECTORS

Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purposes of organization and the transaction of other business. Notice of this meeting shall not be required.

#### 12.3 OTHER REGULAR MEETINGS

Generally, regular meetings of the Board shall be held at least annually, in conjunction with annual meeting of the Medical Staff, as described in Article 5.

Notice of the time and place of regular meetings shall be posted in a prominent place within the Hospital and shall be communicated to the Board members not less than seventy-two (72) hours prior to the meeting; provided, however, that notice need not be given to any Board member who has signed a written waiver of notice or consent to holding the meeting.

#### 12.4 SPECIAL MEETINGS OF THE BOARD

12.4.1 Who May Call a Special Meeting. Special meetings of the Board of Directors may be called for any purpose at any time by the President or any two Directors.

##### 12.4.2 Notice of Special Meetings.

12.4.2.1 Manner of Giving. Notice of the time and place of special meetings of the Board shall be given to each Director by one of the following methods: (A) by personal delivery of written notice; (B) by first-class mail, postage prepaid; (C) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (D) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Medical Staff. Notwithstanding the foregoing, notice of a meeting need not be given to any Director who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes.

12.4.2.2 Time Requirements. Notices sent by first-class mail shall be deposited in a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

12.4.2.3 Notice Contents. The notice shall state the time, place, and purpose of the meeting.

#### 12.5 ATTENDANCE BY MEMBERS

12.5.1 Meetings Generally Open to Members. With the exception of executive sessions of the Board (see Section 12.5.2, below) and any meetings conducted by conference telephone, any member of the Medical Staff may attend meetings of the Board of Directors, provided, however, that nondirector Members may participate in deliberations or discussions of the Board only when expressly authorized by a vote of a majority of the directors present at the meeting at which a quorum has been established.

12.5.2 Executive Sessions. The Board, on the affirmative vote of a majority of the directors present at a meeting at which a quorum is present, shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss (i) litigation in which the Medical Staff is or may become a party; (ii) matters relating to the formation of contracts with third parties; (iii) Member discipline; or (iv) personnel matters. The Board must meet in executive session if requested by a Member who may be subject to a fine, penalty, or other form of discipline and the Member who is the subject of the disciplinary proceeding shall be entitled to attend the executive session. Any matter discussed in executive session shall be generally noted in the minutes of the Board meeting, taking into consideration the need to maintain confidentiality.

12.5.3 Board Meeting Minutes. The minutes, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes, of any meeting of the Board of Directors, other than minutes of an executive session, shall be available to the Members within thirty (30) days following the meeting. The minutes, proposed minutes, or summary of the minutes shall be distributed to any Member on request and on reimbursement of the Medical Staff's costs of making that distribution.

12.5.4 Members' Right to Notice of Meetings. Unless the time and place of meeting is fixed by the Bylaws, or unless the Bylaws provide for a longer period of notice, Members shall be given notice of the time and place of Board meetings, except for "emergency meetings," at least thirty (30) days before the date of the meeting. For purposes of this section 12.5.4, an "emergency meeting" of the Board means a meeting called by the president or by any two members of the Board under circumstances that could not have been reasonably foreseen that require immediate attention and possible action by the Board.

## 12.6 QUORUM REQUIREMENTS

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Article 12, section 12.8. Every act or decision done or 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, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by these Bylaws, by the Articles, or by law.

## 12.7 WAIVER OF NOTICE

Any action taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Medical Staff records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any Director who attends the meeting without protesting the lack of proper notice either before or at the inception of the meeting.

## 12.8 ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment. Except as provided above, notice of adjournment need not be given.

## 12.9 ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board. If prompt or immediate action of the Board is necessary and there is insufficient time to comply with the notice requirements set forth herein, reasonable efforts shall nevertheless be made to contact all Board members regarding the proposed action in advance thereof, rather than relying on notification after the fact.

## ARTICLE 13

### ARTICLE 13 DUTIES AND POWERS OF THE BOARD

#### 13.1 SPECIFIC POWERS

Without prejudice to the general powers of the Board of Directors set forth in Article 11, the Directors shall have the power to:

13.1.1 Exercise all powers vested in the Board under the laws of the State of California.

13.1.2 Contract for and pay premiums for liability, and other insurance and bonds (including indemnity bonds) that may be required from time to time by the Medical Staff.

13.1.3 Pay all taxes, special assessments and other assessments, and charges that are due or owing by the Medical Staff.

13.1.4 Delegate its duties and powers hereunder, and all other powers otherwise reserved to a Board of Directors under the nonprofit mutual benefit corporation law, to the Medical Executive Committee, the Officers of the Medical Staff or to committees established by the Board, subject to the limitations expressed in Article 11, section 11.1.

13.1.5 Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Medical Staff in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Member.

13.1.6 Open bank accounts on behalf of the Medical Staff and designate the signatories to such bank accounts.

13.1.7 Open accounts with a securities broker or investment advisor on behalf of the Medical Staff and designate the signatories to such accounts. The Directors may exercise all the rights, powers, and privileges of an owner of any securities, including, but not limited to, the power to: (a) vote, give proxies, and to pay calls or assessments; (b) participate in voting trusts, pooling agreements, reorganizations, consolidations, mergers, and liquidations; (c) deposit securities with, and transfer title to, any protective or other committee under such terms as the Directors may deem advisable; (d) exercise or sell stock subscription or conversion rights; (e) accept and retain as an investment any securities or other property received through the exercise of any of the foregoing powers; and (f) hold a security in the name of a nominee or in other form without disclosing the corporate ownership trust so that title may pass by delivery.

#### 13.2 LIMITATIONS ON POWERS

Without the vote or written assent of a majority of the voting power of the Members, the Board of Directors shall not take any of the following actions:

13.2.1 Fill any vacancy on the Board of Directors created by the removal of a Director.

13.2.2 Any action to impose a special assessment or to increase the regular assessment under circumstances requiring Member approval.

13.2.3 Any action to amend these Bylaws, the Articles of Incorporation, except for any amendments permitted by Board action alone.

#### 19.12 INSPECTION OF BOOKS AND RECORDS

19.12.1 Medical Executive Committee Inspection Rights. Members of the Medical Executive Committee shall have the right to inspect all accounting books and records, minutes of proceedings of the Members, (including all open and closed minutes of the Medical Executive Committee meetings), the Board and committees of the Board and the membership list of the Medical Staff, at all times, during reasonable business hours.

- 19.12.2 Member Inspection Rights. Members shall have the right to inspect all accounting books and records, minutes of proceedings of the Members, the Board and open committee meetings, and the membership list of the Medical Staff, at all times, during reasonable business hours; the closed meetings of the Medical Executive Committee, or other meetings or information pertaining to issues involved with credentialing, peer review or quality review, shall not be subject to inspection by the Members, as further described above in Section 18.3. Member's rights of inspection shall be exercisable on ten days' written demand on the Medical Staff, which demand shall state the purpose for which the inspection rights are requested. In the case of the demands to inspect the Medical Staff's membership list, a Member's inspection rights shall be subject to the Medical Staff's right to offer a reasonable alternative to inspection within ten (10) days after receiving the Member's written demand (as more particularly set forth in Corporations Code sections 8330-8338).
- 19.12.3 Director Inspection Rights. Every Director shall have an absolute right at any reasonable time to inspect all books, records, documents, and minutes of the Medical Staff and the reports concerning accounts and assets owned by the Medical Staff. The right of inspection by a Director includes the right to make extracts and copies of documents.
- 19.12.4 Adoption of Reasonable Inspection Rules. The Board of Directors may establish reasonable rules with respect to (i) notice of inspection, (ii) hours and days of the week when inspection may be made, and (iii) payment of the cost of reproducing copies of documents requested by the Member.
- 19.12.5 Board Meeting Minutes. The minutes themselves, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes of any meeting of the Board of Directors, other than the minutes of any executive session, shall be available to the members within thirty (30) days following the meeting. The minutes, proposed minutes, or summary of the minutes shall be distributed to any Member on request and on reimbursement of the Medical Staff's costs of making that distribution.

#### 19.13 NOTICE REQUIREMENTS

Any notice or other document permitted or required to be delivered as provided herein may be delivered either personally or by mail. If delivery is made by mail, it shall be deemed to have been delivered 72 hours after a copy of same has been deposited in the United States mail, postage prepaid, addressed as follows: if to the Medical Staff or the Board of Directors, at the principal office of the Medical Staff as designated from time to time by written notice to the Members; if to a Director, at the address from time to time given by such Director to the Secretary for the purpose of service of such notice; if to a Member, at the address from time to time given by such Member to the Secretary for the purpose of service of such notice, or, if no such address has been so given, to the address of any Unit within the Project owned by such Member.

#### 19.14 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular. All captions and titles used in these Bylaws are intended solely

for the reader's convenience of reference and shall not affect the interpretation or application of any of the terms or provisions contained herein.

*CERTIFICATE OF SECRETARY*

*The undersigned, Secretary of the corporation known as Desert Regional Medical Center Medical Staff, Inc., does hereby certify that the above and foregoing Bylaws consisting of 101 pages, were duly adopted by written ballot of the Members of said Medical Staff.*

Signed:

\_\_\_\_\_  
President of the Medical Staff  
Desert Regional Medical Center

\_\_\_\_\_  
Date

Adoption approved by the Governing Body of the Desert Regional Medical Center.

Signed:

\_\_\_\_\_  
Chief Executive Officer on behalf of the Governing Board  
Desert Regional Medical Center

\_\_\_\_\_  
Date