

**East Morgan County Hospital District
Board of Directors**

Bylaws

Page 1 of 4

Date originated: 5-5-87 (Revised: 10-89, 7-92, 5-00)
Reviewed: Annually

District Board President: Raymond Danielsen

District Board Secretary: Suzanna Spears

Article I

Section 1. Name: The name of this hospital district shall be East Morgan County Hospital District.

Section 2. Object: The object of this hospital district shall be to establish, maintain, and operate public hospitals, convalescent centers, nursing care facilities, intermediate care facilities, emergency facilities, community clinics, and other facilities providing health and personal care services and may organize, own, operate, control, direct, manage, contract for, or furnish ambulance service.

Article II

Section I. Directors: The business and affairs of the Directors shall be managed by a board of five (5) directors.

Section 2. Qualifications: Any candidate for the office of director of this special district shall be an elector of such district.

Section 3. Elections: The directors of this district shall be elected as provided by the special district law of the State of Colorado, C.R.S. 1973, 32-1-101 et seq.

Section 4. Term: The director shall serve a term of four (4) years unless elected to fill a vacancy in which event the director shall serve for a term of two (2) years.

Section 5. Oath and Bond of Directors: Each director within thirty (30) days after his or her election except for good cause shown shall appear before an officer authorized to administer oaths and take an oath that he or she will faithfully perform the duties of his office as required by law and will support the constitution of the United States, the constitution of the State of Colorado and the laws made pursuant thereto. The oath may be administered by any person authorized to administer oaths in the state or by the chairman of the board and shall be filed with the Clerk of the Court with the Division of Local Governments.

At the time of filing said oath there shall also be filed for each director an individual schedule or blank surety bond at the expense of the district in an amount determined by the board but not less than one thousand dollars each conditioned upon faithful performance of the persons' duties as director.

If any director fails to take the oath or furnish the requisite bond with the period allowed except for good cause shown, his office shall be deemed vacant and the vacancy thus created shall be filled in the same manner as other vacancies in the office of director. For those directors able to attend, the oath of office will be given at the first regularly scheduled meeting following their election and they shall commence their duties at that time.

Section 6. Vacancies: A director's office shall be deemed to be vacant upon the occurrence of any of the events set forth in the special district law C.R.S. 1973, 31-1905. Any vacancy on the board shall be filled by appointment by the remaining director or directors, the appointee to serve until the next regular election at which time the vacancy will be filled by election for any remaining unexpired portion of the term. All appointments shall be evidenced by an appropriate entry in the minutes of the meeting and the board shall cause a notice of appointment to be delivered to the person so appointed. A duplicate of each notice of appointment together with the mailing address of the person so appointed shall be forwarded to the division.

Section 7. Quorum: A majority of the board of directors shall constitute a quorum for the transaction of business.

Section 8. Board Decisions: A majority vote of the members present shall constitute an act of the board unless otherwise specified in the Bylaws.

Section 9. Compensations: Each director may receive in compensation for his service a sum not in excess of \$1200.00 per annum payable not to exceed \$75.00 per meeting attended. No director shall receive compensation as an employee of the special district other than that provided in this section and any director shall disqualify himself from voting on any issue in which he has a conflict of interest unless such director has disclosed such conflict of interest in compliance with Section 18-8-308 C.R.S. 1973.

Section 10. Reimbursement of Expenses: Reimbursement of actual expenses for director shall not be considered compensation.

Article III

Section 1. Regular Meetings: The board shall meet regularly at time and place designated by the board.

Section 2. Notice of Regular Meetings: Notice of time and place designated for all regular meetings shall be posted in at least three (3) public places within the limits of the special district and in addition one such notice shall be posted in the office of the County Clerk & Recorder of Morgan County. Such notices shall remain posted and shall be changed in the event that the time and place of the meeting is changed.

Section 3. Notice of Change of Regular Meetings: Notice of changes of date or time or place of regular meetings shall be posted as above provided at least three (3) days prior to such meeting.

Section 4. Special Meetings: Special meetings shall be held as often as the needs of the special district require upon notice to each director.

Section 5. Notice of Special Meetings: Special meetings may be called by any director by informing the other directors of the date, time and place of such special meeting and the purpose for which it is called. Notice shall be posted as in the case of regular meetings at least three days prior to any special meeting.

Section 6. Meetings Open to Public: All official business of the board shall be conducted only during said regular or special meetings at which a quorum is present and all said meetings shall be open to the public.

Section 7. Meetings, Procedure, Etc.: Each director present when a question is voted upon shall vote thereon unless excused by the Board of Directors. He may, before the vote is called, give his reasons for not voting. If a conflict of interest exists, it should be openly acknowledged, and the director should excuse himself from discussion and voting whenever there is any question about that conflict of interest interfering with his judgment. Any director may state his reason for voting on any question either immediately before or immediately after the vote is taken. The ayes and nays shall be taken at the request of a director and a record of the same shall be entered upon the minutes which shall show how each director voted. Any director may change his vote previous to the announcement of the vote. If the question before the Board of Directors contains more than one distinct proposition, any director may have the same divided. In all parliamentary practices not herein especially provided for the latest edition of Roberts Rules of Order so far as applicable shall govern.

Section 8. Attendance at Meetings: All directors shall attend all meetings of the Board of Directors. Notice of anticipated absence to the board secretary or president is the responsibility of each director.

Section 9. Order of Business: At regular meetings of the Board of Directors the order of business, unless otherwise directed by the President or by special order of the Board of Directors shall be:

- 1) Reading, correcting if necessary, and approving the minutes of the last regular meeting and intervening special meetings.
- 2) Treasurer' Report
- 3) Reports of officers and committees
- 4) Unfinished business
- 5) New business

Article IV

Section 1. The officers of the board shall be elected annually at the first regularly scheduled meeting in June.

Section 2. Officers: The board shall elect one of its members as Chairman of the board and President of the district, one of its members as Vice President of the board, one of its members as a Treasurer of the board and special district and a Secretary who may be a member of the board. The Secretary and Treasurer may be one (1) person, but if this is the case, he shall be a member of the board.

Section 3. President: The person so elected shall be Chairman of the Board and President of the Special District. He shall preside at all meetings of the Board of Directors, shall have general supervision of the officers and general active management of the district. He shall perform such other acts as are usually incident to the office of President and such as may be required of him by the Board of Directors.

Section 4. Vice-President: The Vice President will preside over meetings in the absence of the President.

Section 5. Treasurer: The Treasurer shall keep strict and accurate accounts of all money received by and disbursed for and on behalf of the district in permanent records. He shall file with the Clerk of the District Court of Morgan County at the expense of the district, a corporate fidelity bond in an amount determined by the board of not less than \$5,000.00 conditioned on the faithful performance of the duties of his office. The Treasurer shall follow the Hospital District

Financial Policy as established by the Board of Directors on October 3, 1989, on all investment and financial planning.

Section 6. Secretary: The Board shall adopt a seal and the Secretary shall keep in a well-bound book a record of all of its proceedings, minutes of all meetings, certificates, contracts, bonds given by employees and all corporate acts which shall be open to the inspection of all electors as well as to all other interested parties.

Section 7. Vacancies: If the office of any officer of the district become vacant by reason of death, resignation or otherwise, the directors then in office by majority vote may choose a successor who shall hold office for the unexpired term of the officer vacating the office.

Article V

The Finance and Building and Grounds Committees are standing committees of the Hospital District. Makeup and duties of these committees are outlined in Policy # 1 of the District Policies and Procedures. All committee members need not be board members, but there should be at least one board member on each committee who would serve as Chairman of such standing committee. The President, with the approval of the Board of Directors, may appoint members to these District standing committees and any other such standing committees as are necessary to carry on the work of the District. In addition, there shall be District Board representation on appropriate standing committees appointed by the management company of the hospital. These include the Public Relations and Community Relations Committees (Policy #2, Policies and Procedures),-, Quality Council and Joint Conference Committees (Policy #6, Policies and Procedures). The President may appoint representatives from the District Board to these and any other standing committees deemed necessary by the management company of the hospital.

Article VI

Section 1. Audit: The Board of Directors shall cause an annual audit to be made of the financial affairs and transactions of all its funds and activities. The audit shall be conducted in accordance with generally accepted auditing standards by an independent certified public accountant or a firm of certified public accountants licensed to practice in the State of Colorado. Said audit shall comply with the requirements of the Colorado Local Government Audit Law.

Article VII

Section 1. Powers: The District and the Board of Directors shall have the common powers set forth in 321-1-1001 C.R.S. 1973, of the special district law and the additional powers set forth for hospital districts in 31-1-1003 C.R.S. 1973, as said Sections presently appear or as amended in the future.

Section 2. Amendment of Bylaws: These Bylaws may be amended by two-thirds vote of the entire board. An amendment must be presented in writing one meeting prior to any action. These Bylaws shall be amended when the special district law is amended, so as not to conflict with said law.