

**SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 1
RESOLUTION 18-485**

**A RESOLUTION OF SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT
NO. 1 TO REVISE ITS BYLAWS**

WHEREAS San Juan County Public Hospital District #1 (the “District”) seeks to optimize its Bylaws to facilitate its service to the public; and

WHEREAS the District has obtained, and reviewed exemplars of improved Bylaws used by other districts; and

WHEREAS a committee delegated by the District Board has revised its Bylaws to incorporate improvements and other changes;

**NOW THEREFORE BE IT RESOLVED BY THE HOSPITAL DISTRICT
COMMISSIONERS OF SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT
NO. 1 THAT**

These revised Bylaws be accepted as presented and herewith replace all preceding versions.

ADOPTED and APPROVED this 27th day of June 2018.

Commissioner

Commissioner

Commissioner

Commissioner

Commissioner

SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 1
FRIDAY HARBOR, WASHINGTON

Bylaws first adopted: February 15, 1990

Previous Version adopted July 26, 2017

Amended this day the 23 of June 2018

BYLAWS

ARTICLE I: Formation and Purpose

This public hospital district (the "District"), a municipal corporation, was created in 1989 to provide health service for the residents of the District and other persons. The activities of the District shall be conducted in conformity with the Constitution and laws of the State of Washington, including Chapter 70.44 RCW, as now in effect and hereafter amended. These Bylaws are adopted in furtherance of the lawful purposes of the District which, by Chapter 84, Laws of 1982, were expanded to include the providing of other health care facilities and services appropriate to the needs of the population served.

ARTICLE II: Board of Commissioners

Section 1. Qualifications and Election

1.1 Per RCW 42.04.020, no person shall be eligible to be elected to the office of public hospital district commissioner unless he/she is a registered voter within the boundaries of the District and within the commissioner district or at large district from which he/she is elected. All District commissioners shall be elected and serve in the manner and for the term prescribed by law.

Section 2. Organization and Officers of the Board of Commissioners

2.1 The Board of Commissioners, sometimes herein referred to as "the Board" or "Commission," shall, at its first regular meeting in each calendar year, organize by election from among its own members a Chairperson, a Vice Chairperson, and a Secretary/Financial Officer. Such election shall be by a majority vote of the Commissioners in each case. The terms of both officers shall be for one

year, from the January Regular Board Meeting until the following January Regular Board Meeting. If the chair leaves office before the following January Regular Board Meeting the standard procedure established for the absence of the chair shall be followed. If the board wishes it may hold a special meeting early in January to appoint new officers. Officers shall take office immediately upon election. Nominations for all officers shall be submitted to the Superintendent for dissemination to the commissioners prior to the first meeting of the year, but shall not preclude further nominations on the day officers are chosen.

- 2.2 The Chairperson shall act as the presiding officer at meetings of the Board and shall sign on behalf of the District all contracts, agreements, and other documents and papers duly authorized by the Board that may require his or her signature.
- 2.3 The Vice Chairperson shall conduct meetings in the absence of the Chairperson.
- 2.4 The Secretary shall delegate to the Board Recording Secretary the following duties: prepare, or cause to be prepared, minutes of all regular and special meetings of the Board, and store them securely for that purpose. The Superintendent shall have charge of the official seal of the District and shall affix or cause to be affixed such seal to any documents requiring it, attesting to the same. The Financial Officer shall review all District financial transactions monthly before each board meeting, and sign the affidavit requested by the Washington State Auditor's Office in support of their biannual audits.
- 2.5 If a vacancy occurs in the office of the Chairperson, Vice Chairperson, or the Secretary/Financial Officer, an election of Officers shall take place at the next regular meeting of the Board to fill the unexpired term created by the vacancy.
- 2.6 Per RCW 29A.04.133, all members of the Board, whether elected or appointed, shall be required to take an oath of office in the form prescribed by the laws of the State of Washington relating to public officials.
- 2.7 A vacant commissioner position shall be filled in the manner prescribed by RCW 70.44.045, RCW 42.12.070 and applicable state law.
- 2.8 Commissioners shall have access to district records and offices during business hours provided it does not unreasonably interfere with staff.

Section 3. Meetings of the Board or Commission

- 3.1 Regular meetings of the Board shall be held monthly at a time and place as determined by resolution of the Board per RCW 42.30.70 and although not

required to do so due to size the district shall endeavor to make the agenda available to the public 24 hours in advance of the meeting per RCW 42.30.077.

- 3.2 Special meetings may be called at any time by the Chairperson of the Board or by a majority of the members of the Board by delivering personally or by mail/e-mail, written notice to each member of the Board, and to each local newspaper of general circulation which has on file with the Board a written request to be notified of such special meeting, or of all special meetings. Such notice must be delivered personally or by email at least twenty-four hours before the time of such special meeting as specified in the notice. Notifications of special meetings may also be placed on the District's web page. The special meeting call and notice shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meetings of the Board. Written notice may be dispensed with if any commissioner files with the Secretary written waiver of such notice, or is actually present at the meeting when it convenes. The notices provided for herein may be dispensed with only if a special meeting is called to deal with an emergency involving injury or damage to persons or property, or the immediate likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of injury or damage per RCW 42.30.030.
- 3.3 The measures outlined in 3.2 shall also apply to any meeting not held on the regularly scheduled day of the month.
- 3.4 The order of business at meetings of the Commission shall be as follows:
 - A. Regular meetings, unless otherwise determined by motion or action of the chair, in the following order:
 1. Call to order
 2. Reading and approval of minutes of the last regular meeting and any intervening special meeting. Use of consent agenda is at the discretion of the Board for approval of minutes, warrants and any other routine matters appropriate for the consent agenda. The chairperson may utilize unanimous consent for approving motions, absent objection consistent with Robert's Rules of Order (11th ed)
 3. Reports
 4. A public comment period of a maximum of 15 minutes, with each speaker allowed a maximum of 3 minutes unless the Board decides otherwise
 5. Consideration of items on the agenda or other matters properly before the Board and action thereon
 6. Adjournment

B. Special meetings

1. Call to order
2. Reading of the notice calling the meeting
3. Consideration of matters stated in the notice and action thereon
4. Adjournment

C. Executive sessions

1. The Chairperson will read aloud the section of RCW 42.30.110 and RCW 70.44.062 pertaining to the reason(s) for the executive session
2. The Chairperson will announce the start time and anticipated end time of the executive session
3. Any revision to the executive session end time will be made by the chairperson and announced by the Board Recording Secretary
4. No action will be taken in executive session

3.5 Commissioners shall place their cell phones in airplane mode. Attendees and all other personnel except for emergency responders shall silence their communication devices for the duration of any regular, special, or executive proceedings.

3.6 Procedural Guidelines for Public Comment will include the following. The District Board will establish a regular agenda item titled "Public Comment" after the EMS Operations Report and any other reports, and before New Business. Up to fifteen (15) minutes will be allotted for such comments. Each person desiring to comment will have up to three (3) minutes in which to make a succinct statement to the Board. Comments shall be made using the provided microphone, and commence with the speaker's name and subject. During the three minutes, the speaker shall not be interrupted by the audience. The Board Recording Secretary shall serve as timekeeper during these public comments. Citizen comments should be directed to the Commissioners, be polite, civil, without personal attack, and not concerning matters of litigation or employees. Commissioners may discuss items, and may place them on a future agenda.

Section 4. Action by the Board

4.1 As used herein, "action" means the transaction of the official business of the District by the Board including, but not limited to, a collective commitment, promise, or decision made by a majority of the Board members when sitting as a body or entity, upon a proposal, motion, or resolution. Rules for discussion and debate shall be adopted from Robert's Rules of Order (11th ed). Upon discussion of any motion or resolution, the commissioner introducing the motion or resolution

shall have the right to the first comment for or against the resolution or motion and may withdraw the motion or resolution at will regardless of any amendments. After that each commissioner shall have the right to make a comment for or against it. Comments by each commissioner shall continue to be heard until the question is called for the vote. Each commissioner shall have the same number of opportunities to comment on the motion. Courtesy and respect are required at all times, with no interrupting of other speakers.

- 4.2 All action taken by the Board shall be by motion or resolution, and recorded, per RCW 70.44.050. Resolutions require a majority vote of the whole commission; a motion requires a simple majority of the commission's quorum. (c.f. 5.1)
- 4.3 Minutes of all regular and special meetings, except executive sessions thereof, shall be promptly recorded and shall be open to public inspection.
- 4.4 All meetings at which action is taken by the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided herein or by the Open Public Meetings Act (OPMA), RCW 42.30. The Board shall not adopt any motion or resolution except in a meeting open to the public, either at a regular meeting, duly convened at the prescribed time and place, or at a special meeting of which notice has been given according to the provisions of the foregoing section.
- 4.5 Nothing in this section shall be construed to prevent the Board from holding executive sessions during a regular or special meeting per RCW 42.30.110 and RCW 70.44.062. At the beginning of any executive session, the Chairperson will read aloud the applicable section of RCWs pertaining to that session. Regarding confidentiality of executive sessions, see Section 12.1.

Section 5. Quorum

- 5.1 A majority of the persons holding the office of District Commissioner shall constitute a quorum of the Board for the transaction of business or motions. No resolution shall be adopted without a majority of the whole Commission. Resolutions shall be used where required by state law, all other business may be transacted by simple motion. Per RCW 70.44.050 resolutions require a majority vote of the whole commission, while a motion requires a simple majority of a quorum.

Section 6. Committees

6.1 The Board may from time to time act as a committee of the whole. The Board may also appoint such other committees as it may deem necessary or advisable. The activities of any committees so appointed shall be conducted lawfully. Chairpersons of committees shall be appointed by the Board to serve for terms not to exceed one year, subject both to removal at the will of the Board, and to reappointment in the sole discretion of the Board. Such committee proceedings shall be subject to the Open Public Meetings Act, RCW 42.30 et seq.

Section 7. Board Representation

7.1 No Board member may formally represent the District by appearing before another governmental agency, a community organization, or through the media, to comment on issues under consideration by the Board unless authorized and designated to do so by a majority vote of the Board.

7.2 If a Board member appears on behalf of the Board before another governmental agency, a community organization, or through the media, for the purpose of commenting on issues, the Board member needs to state the majority position of the Governance Board if known, on such issue. Personal opinions and comments which differ from those of the Board majority may be expressed if the Board member clarifies that these statements do not represent the Board's position.

7.3 Commissioners retain their first Amendment right to speak on issues, provided that they inform their audience that such expression is their personal opinion and not that of the Board.

Section 8. Powers and Duties of the Board or Commission

8.1 The Board shall be the governing body to which the superintendent (administrator) and other District employees ultimately are responsible for all activities in the District. While the authority of the Board may be delegated to the superintendent (administrator) as specified in Article III, Section I, or by the resolution, any delegation of authority of the Board may be rescinded in its sole discretion.

8.2 All powers authorized in Chapter 70.44 RCW may be exercised by the Board in the performance of its duties prescribed therein. Among other things, the Board shall strive to achieve the following: determine the policies and purposes of the District in proper relation to community needs; provide, either directly or by contract, facilities, equipment, and personnel to meet the needs of patients within the

purpose of the health care facilities as may be provided, and consistent with present and future community needs; assure, either directly or by contact, that an appropriate standard of professional care is maintained and that any health care facility or personnel supported by the District be accountable to the Board; promote planning and coordinate professional interests with administrative, financial, and community needs, and the policies and purposes of the District; provide for the sound administration and application of public funds, adopting annual budgets for the District at the times and in the manner required by law; maintain accurate records of finances and all related activities; exercise proper care and judgment in the selection of a qualified superintendent (administrator) who shall be responsible for implementing policies adopted by the Board.

Section 9. Code of Ethics and Avoidance of Conflicts of Interest

- 9.1 The District's goal is to establish and maintain the highest ethical standards for its leaders and staff. The District's Code of Ethics shall be strictly adhered to, and shall be interpreted liberally so as to accomplish its purpose.
- 9.2 District commissioners, having fiduciary responsibility for the District, shall avoid actions and relationships which could result in a conflict between their private financial interests and their public responsibilities. The Board of Commissioners adopted a Code of Ethics on November 19, 2014. The Code of Ethics shall be incorporated by reference in these Bylaws. Commissioners shall not violate the provisions of the Code of Ethics, RCW 42.20 and 42.23, or any other applicable law.
- 9.3 Any commissioner, upon discovering or suspecting that he/she has, or may have a conflict of interest contrary to the policies and standards set forth in the Code of Ethics, shall promptly report the same to the Board and recuse himself or herself from any related deliberation and vote.

Section 10. Board Relationships with Staff

- 10.1 Staff and Board members will mutually respect others' roles and responsibilities when, and if, expressing criticism in a public meeting.
- 10.2. District staff will acknowledge the Board as policy makers, and the Board members will acknowledge District staff as administering the Board's policies.
- 10.3 Apart from due process as provided by these Bylaws, Board members shall not attempt to change or interfere with the operating rules and practices of the District.

10.4 No Board member shall direct the Chairperson to initiate any action or prepare any report that is significant in nature, or initiate any project or study without the consent of a majority of the Board.

10.5 Individual requests for information can be made directly to the EMS Chief unless otherwise determined by the Chairperson. If the request would create a change in work assignments or EMS staffing levels, the request must be made through the Chairperson.

Section 11. Liability

11.1 Per RCW 4.06.041 “Whenever an action or proceeding for damages is brought against any past or present officer, employee, or volunteer of a local governmental entity of this state, arising from acts or omissions while performing or in good faith purporting to perform his or her official duties, such officer, employee, or volunteer may request the local governmental entity to authorize the defense of the action or proceeding at the expense of the local governmental entity.”

11.2 If the District purchases liability insurance the Governing Board members shall be included as named insureds on all applicable District insurance policies if requested.

11.3 Any dispute over whether a person shall be defended by the District shall be determined by a vote of the board following an investigation and recommendation by the Superintendent and the district attorney.

Section 12. Confidentiality

12.1 Board members and staff should keep confidential all written materials and verbal information provided to them during Executive Sessions. Confidentiality also includes information provided to Board members and employees outside of Executive Sessions when the information is (1) considered exempt from disclosure under exemptions set forth in the RCW 42.56 *et seq* and (2) requested by the originator of the communication such as an email heading labeled “for your communication only” or “confidential.”

Section 13. Board Compensation

13.1 Members of the Board shall receive compensation in the manner provided in RCW 52.14.010, currently authorizing payment to each member of \$114.00 for each day or portion of a day in actual attendance at official Board meetings or when performing other services or duties for the District subject to an annual maximum of \$10,944 per year (the specified and annual maximum will be adjusted

every five years in the manner specified in RCW 52.14.010 with the next adjustment scheduled for July 1, 2018). It is the function of the Board to approve the services that any member is authorized to perform for the District. Members of the Governing Board shall be entitled to receive the full amount of compensation authorized by statute for the following activities:

- A. Actual attendance at all regular and special meetings of the Board.
- B. Attendance at other District related activities provided that either the Board, the Board chairperson or the Board vice chairperson has approved such attendance in advance.

13.2 Any Board Member may waive all or any portion of his or her compensation payable under this section, by a written waiver filed with the Board Superintendent prior to the date on which the compensation would otherwise be earned. The waiver shall specify the time period or the specific activities for which the waiver is made.

ARTICLE III: Other Officers

Section 1. Superintendent (Administrator)

- 1.1 The Board shall select and appoint as superintendent (administrator) a competent administrator who shall be its direct representative in the management of the District. The superintendent (administrator) shall be appointed for an indefinite term, removable at the will of the Board, and shall receive such compensation as the Board shall establish by resolution. The appointment or removal of the superintendent (administrator) shall be by resolution of the Board, introduced at a regular meeting and adopted at a subsequent regular meeting by majority vote.
- 1.2 The superintendent (administrator) shall be the chief executive and administrative officer of the District. He/she is in direct charge with full authority to act, as representative of the Board, and subject to its policies, he/she shall be responsible for the efficient administration of all affairs of the District. In the performance of duties prescribed by law, all of which shall be faithfully discharged, and not by way of limitation of his/her authority, the superintendent (administrator) shall undertake the responsibilities as prescribed in the Superintendent's contract/Job Description, the attached Delegation of Powers document, and applicable laws such as RCW 70.44.080 and RCW 70.44.090.
- 1.3 The Superintendent may either perform the duties of the Board Recording Secretary, Public Records Officer, and Tortious Agent, or employ someone to do so

under the Superintendent's supervision but shall retain overall administrative authority and primary financial supervision for the district.

Section 2. Treasurer

2.1 The Treasurer of San Juan County, Washington, shall be treasurer of the District. The treasurer shall receive, deposit, and disburse all funds of the District in the manner provided by law under the supervision of the superintendent (administrator), and as directed by resolutions of the Board to the extent of its lawful discretion.

ARTICLE IV: Construction and Conventions

Section 1. Gender and Number

1.1 As used in these Bylaws, personal pronouns shall be interpreted to refer to the persons of either gender, and related words whenever applicable to more than one person shall be read as if written in the plural.

Section 2. Titles, Headings, and Captions

2.1 The titles, headings, and captions appearing in these Bylaws are used and intended for convenience of description or reference only and shall not be considered or interpreted to limit, restrict, or define the scope or effect of any provision.

Section 3. Severability

3.1 If any provision of these Bylaws, or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the remainder of these Bylaws, or the application of the provision to other persons or circumstances, shall not be affected.

ARTICLE V: Amendment

Section 1: Amendment

1.1 These Bylaws may be introduced and amended by resolution of the Board at a regular meeting and adopted by a majority vote. Substantive changes to more than one section shall require, as part of the resolution, review of the entire Bylaws.