

MASON COUNTY PUBLIC HOSPITAL DISTRICT 2
BYLAWS

ARTICLE I- PREAMBLE

Section 1.1 NAME

The name of this district is MASON COUNTY PUBLIC HOSPITAL DISTRICT. No.2, hereafter referred to as MCPHD 2. This district was authorized November 6, 2007 by the vote of the people within the geographical boundaries of the district of Precincts- Belfair 1 through 6, Tahuya, and Dewatto; which were in effect at that time.

ARTICLE II- PURPOSE AND MISSION

Section 2.1 PURPOSE

The purpose of the MCPHD 2 is to make available public primary and urgent care medical services to the residents of MCPHD 2 and other persons in need, and such other lawful purposes as authorized by RCW Chapter 70.44.

Section 2.2 MISSION

The mission of MCPHD 2 is to increase access to health care while promoting wellness through facilitation of good nutrition, exercise, and healthy lifestyle choices.

ARTICLE III-BOARD OF COMMISSIONERS

Section 3.1 COMPOSITION

The BOARD shall consist of five (5) "at large" commissioners elected by the voters of the district subject to the provisions of RCW 70.44.040. Individual BOARD members shall hereafter be referred to as HOSPITAL DISTRICT COMMISSIONERS.

Section 3.2 POWERS and DUTIES

- a. Powers; The BOARD shall have all the powers authorized by RCW 70.44.060. In exercising its powers, the HOSPITAL DISTRICT COMMISSIONERS shall act as a body and not as individuals.
- b. Duties; Each commissioner is individually responsible to exercise fiduciary care and has the common law duties of elected officials to use due diligence and care. Each is INDIVIDUALLY liable for their own actions, or lack of actions.

Section 3.3 VACANCIES

Any vacancies occurring on the BOARD shall be filled pursuant to the provisions of RCW 70.44.045 and RCW Chapter 42.12.

Section 3.4 COMPENSATION

- a. The BOARD may provide, by approved motion for issuance of a Warrant, for the payment of compensation to each HOSPITAL DISTRICT COMMISSIONER for the performance of official business of the MCPHD 2. The amount of the compensation shall not exceed that allowed by RCW 70.44.050.
- b. Each HOSPITAL DISTRICT COMMISSIONER shall be reimbursed for reasonable expenses in connection with official business and meetings, including subsistence, lodging and travel while

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away from his/her place of business or employment and/or residence.

c. MCPHD2 work performed by HOSPITAL DISTRICT COMMISSIONERS at their places of residence shall not be eligible for a stipend unless specifically approved in advance by the BOARD.

d. A report of all expenses for each HOSPITAL DISTRICT COMMISSIONER is to be presented to the Superintendent or Financial Officer of the BOARD at or before the beginning of the monthly meeting and must be submitted no later than 90 days after the occurrence to be considered for approval. The request(s) is(are) to be reviewed by the Board during that meeting. If expenses are approved, they will be added to the voucher to be presented to the Board at the next monthly meeting, unless otherwise directed.

Section 3.5 COMMITTEES

The BOARD may, from time to time, act as a Committee of the Whole conducting meetings at open public meetings or may appoint such other committees as it may deem necessary or advisable in the conduct of its affairs. Each committee shall consist of at least 2 members. Each such other committee shall be chaired by one BOARD member with no more than two BOARD members on any committee. The activities of all committees, so appointed, shall be reported to the BOARD at its next meeting. Each committee shall meet until the purpose for which it was established has been completed. The BOARD may, at its sole discretion, remove or reappoint the chair of a committee. Meetings shall be called as required by the chair of the committee.

ARTICLE IV- MEETINGS OF THE BOARD OF COMMISSIONERS

Section 4.1 GENERAL PROVISIONS

The BOARD shall comply with the provisions of RCW Chapter 42.30, the Open Public Meetings Act. Notice of all meetings shall be properly published, and minutes shall be taken of all BOARD meetings except during executive sessions. Recording devices may be used at all meetings except during Executive Sessions. Agendas for all meetings shall be developed by the President or the Clerk of the Board in accordance with Section 5.2, and, except in the case of Special or Emergency meetings; shall be presented to the BOARD members prior to the date of the meeting. Agendas may be revised at the meeting, by the majority vote of the BOARD.

Section 4.2 REGULAR MEETINGS

Regular meetings of the BOARD shall take place on the 4th Tuesday of each month at 7 PM at the Harrison Belfair Clinic Conference Room unless designated otherwise by the BOARD.

Section 4.3 BUDGET MEETINGS

The BOARD shall hold a budget hearing and adopt the budget by resolution as required by RCW 70.44.060 (6), on or before the 15th day of November of every calendar year.

Section 4.4 SPECIAL MEETINGS

Special meetings may be called at any time by the President or any three (3) members of the BOARD, subject to the provisions of RCW 42.30.080.

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Section 4.5 EXECUTIVE SESSIONS

The BOARD may hold Executive sessions for all purposes authorized by RCW 42.30.110 and RCW 70.44.062. The use of recording devices is not permitted during Executive Sessions.

Section 4.6 QUORUM

A majority of the members of the BOARD shall constitute a quorum at all meetings; however, passage of a Resolution requires a minimum of three (3) affirmative votes.

Section 4.7 PARLIAMENTARY PROCEDURES

Deliberations of the BOARD shall be governed by parliamentary rules and procedures, specifically Roberts's Rules of Order, latest edition.

Section 4.8 ELECTRONIC ATTENDANCE AT MEETINGS

Electronic attendance at meetings is authorized but should not be used routinely except under declared emergencies (ex. Covid-19 pandemic) or other situations where it is not possible to meet in person. | F

A HOSPITAL DISTRICT COMMISSIONER may participate electronically in a meeting if:

1) All persons participating in the meeting are able to hear each other at the same time, such as by the use of speaker phone or computer internet conferencing technology (ex. Zoom). | F

2) The Hospital District Commissioner participating electronically shall have available all of the applicable meeting materials. Participation in meeting electronically shall constitute presence for purposes of determining a quorum, voting and payment of a stipend.

Section 4.9 ELECTRONIC SIGNATURES

The District having the ability to use electronic signatures is a helpful tool in normal times and a critical tool during times of Declared Emergencies (ex. Covid-19 pandemic) or other situations where it is not possible to meet in person. | F

Electronic signatures are authorized for use on District records as approved by Resolution and any attached policy.

ARTICLE V- BOARD OFFICERS

Section 5.1 OFFICER ELECTION

During the first regular meeting each December, the BOARD shall elect from its members, a President, Secretary and Financial Officer, who shall take office on January 1st and hold office until their successors have been duly seated. The position of each office should be rotated yearly in order to allow each Commissioner to hold each position.

Section 5.2 PRESIDENT

The President shall act as the presiding officer at meetings of the BOARD, and shall execute on behalf of the DISTRICT, with the advice and consent of the Board, all contracts and other documents that require the signature of the DISTRICT; except as the BOARD may delegate that authority to the Superintendent. The President shall prepare and draft the Agenda, if not prepared by the Clerk of the Board, for all meetings with input from the Superintendent and the other HOSPITAL DISTRICT COMMISSIONERS.

The President shall also review the minutes presented by the Board Secretary prior to being presented to the BOARD for approval. | F

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Section 5.3 SECRETARY

- a. The Commissioner Secretary shall be responsible for the correspondence of the DISTRICT. The Secretary shall be responsible for preparing and drafting of the minutes of Regular and Special meetings of the BOARD, and once approved, shall sign the minutes. The Secretary shall be responsible for the retention of all Official Documents and Records of the DISTRICT. The Secretary shall have charge of the official seal of the DISTRICT and shall affix, or cause to be affixed, said seal to any document of the DISTRICT. The above duties /responsibilities may be delegated to the Superintendent and/or the Clerk of the Board, but the Secretary is ultimately responsible for the Official Documents and Records of the District.
- b. In the absence of the President, the Secretary shall preside at the meetings.

Section 5.4 FINANCIAL OFFICER

The Financial Officer will serve as the liaison between the Mason County Treasurer and the BOARD and shall present vouchers and/or any other financial matters to the Mason County Treasurer for the distribution of funds. The presentation of vouchers and/or any other financial matters may be delegated to the Superintendent and/or the Clerk of the Board. The Financial Officer shall also have investment authority for the DISTRICT. The Financial Officer shall be responsible for the District's payroll and financial records. The District may contract out the payroll record keeping but the Financial Officer is ultimately responsible for the financial and payroll records.

ARTICLE VI- COMMISSIONER POWER AND DUTIES

Section 6.1 POWERS AND DUTIES

The BOARD shall have all the powers and duties authorized by RCW 70.44.060.

Section 6.2 POWER DELEGATIONS

The BOARD may delegate its powers to the Superintendent, but the BOARD, at its sole discretion, may rescind any such delegation. The BOARD shall exercise proper care and judgment in the selection of a qualified Superintendent who shall be responsible for implementing policies adopted by the BOARD.

Section 6.3 ADDITIONAL DUTIES

In addition to the requirements of RCW Chapter 70.44, the BOARD shall

- a. Assure that accurate records of the District's finances and other related activities are maintained. The DISTRICT shall operate on a calendar year basis beginning January 1 and ending December 31 of each year.
- b. Comply with laws, rules and regulations of state and federal government agencies.
- c. Promote planning and coordinate professional interest with administrative, financial and community needs and, the policies of the DISTRICT.

ARTICLE VII- APPOINTED OFFICERS AND EMPLOYEES

Section 7.1 SUPERINTENDENT

The BOARD shall appoint a Superintendent as required by RCW 70.44, as follows:

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a. The BOARD shall appoint by resolution, introduced at a regular meeting, and adopted at a subsequent regular meeting by majority vote, a qualified Superintendent. The Superintendent 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 Superintendent shall be the Chief Administrative Officer of the DISTRICT. The Superintendent shall be responsible to the BOARD for the efficient administration of the affairs of the DISTRICT and the regularly established policies of the BOARD. The BOARD shall fix his or her salary and his or her employment shall be subject to termination at the discretion of the BOARD. His or her performance shall be evaluated on an annual basis in June of every year. The Superintendent shall attend the BOARD meetings and may take part in the discussion of any matters pertaining to his or her duties and responsibilities but shall have no vote.

b. The duties of the Superintendent shall include those specified in RCW 70.44.060(6), RCW70.44.080 and RCW 70.44.090; and those specified in the Superintendent Job Description, as approved by the BOARD; and such other duties and responsibilities as may, from time to time, be assigned to the Superintendent by the BOARD. The BOARD, at the time of the annual performance evaluation of the Superintendent, shall review the duties and responsibilities assigned to the Superintendent.

Section 7.2 AUDITOR

The BOARD may hire an independent external auditor, for the purpose of conducting audits of the financial records of the DISTRICT.

Section 7.3 CLERK OF THE BOARD

The BOARD may hire a Clerk of the BOARD, for the purpose of taking the minutes of the meetings of the DISTRICT, and other duties which may be assigned. However, the BOARD OFFICERS and SUPERINTENDENT shall ultimately be responsible for the official duties assigned to each position as described in Article V and Article VII (section 7.1). The Clerk of the Board shall be appointed for an indefinite term, removable at the will of the BOARD, and shall receive such compensation as the BOARD shall establish. His or her performance shall be evaluated on an annual basis in June of every year.

ARTICLE VIII- CONFLICT OF INTEREST

Section 8.1 DISCLOSURE REQUIRED

Any HOSPITAL DISTRICT COMMISSIONER, the Superintendent or any other officer or committee member appointed pursuant to these Bylaws, who has an interest in a contract or other transaction with the DISTRICT, or who has any other type of situation vis-a-vis the DISTRICT which would be construed by a judge or jury, applying the "reasonable person" standard, as a conflict, such as, but not limited to family relationships, political affiliations, employer/employee relationships, shall make a prompt, full and frank disclosure to the BOARD or Committee prior to its taking action in the matter at issue. Such disclosure shall include any relevant and material facts, known to such persons, concerning the potential conflict of interest, which might reasonably be construed to affect the member's participation in the matter at issue.

HOSPITAL DISTRICT COMMISSIONERS shall not violate the conflict-of-interest provisions of these Bylaws, Chapters 42.20 and 42.23 RCW, or any other applicable law.

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Section 8.2 DISQUALIFICATION

The remaining members of the BOARD or committee shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in the discussions or deliberations with respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting while the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the abstention from participation and voting, and whether a quorum was present.

ARTICLE IX- BY-LAWS REVIEW A

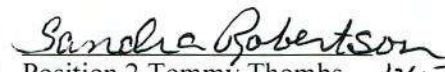
Section 9.1 AMENDMENTS

These Bylaws may be amended by resolution of the BOARD introduced at a regular meeting and adopted at a subsequent meeting by a majority vote.

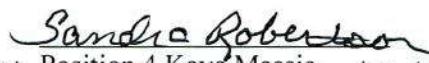
Revision F ADOPTED this 23rd day of February, 2021

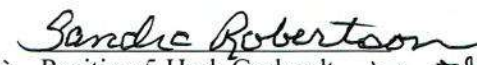
By- MASON COUNTY PUBLIC HOSPITAL DISTRICT 2 COMMISSIONERS


Position 1 Patty Stone


For: Position 2 Tommy Thombs by teleconference authorization on 2-23-2021


Position 3 Peggy VanBuskirk


For: Position 4 Kaye Massie by teleconference authorization on 2-23-2021


For: Position 5 Herb Gerhardt by teleconference authorization on 2-23-2021