

# **MEMORIAL HOSPITAL OF CARBON COUNTY, WYOMING BYLAWS OF THE BOARD OF TRUSTEES**

## **PREAMBLE**

Memorial Hospital of Carbon County, in the interest of providing and maintaining high standards of quality patient care hereby reaffirms that there shall be Board of Trustees that shall oversee the operations of Memorial Hospital of Carbon County (“MHCC”), consistent with the objectives of MHCC.

Memorial Hospital of Carbon County is located at:

2221 West Elm Street  
Rawlins, WY 82301

## **ARTICLE I.** **SOURCE OF AUTHORITY**

MHCC is a county memorial hospital established pursuant to Wyo. Stat. § 18-8-101, et seq. The Board of Trustees of MHCC shall act as a single managing body for MHCC. It has the ultimate authority and responsibility for the overall operations and patient care within MHCC. The Board of Trustees of MHCC specifically reserves the authority to take any direct action that is appropriate with respect to any individual appointed to the Medical Staff and Allied Health Professional Staff or given clinical privileges in MHCC.

These Bylaws shall at all times and in all matters be subordinate to Wyoming statutes governing operation of a county hospital, but shall take precedence over the Medical Staff Bylaws and Rules and Regulations of the Medical Staff. The Board of Trustees may delegate its responsibilities as set forth herein; however, the Board of Trustees shall remain ultimately responsible for all the responsibilities stated herein.

## **ARTICLE II.** **PURPOSE**

In addition to the purposes established in the Wyoming statutes, the purposes of this Board of Trustees shall be:

- A. To have general oversight responsibility and authority for the operation and management of MHCC;
- B. To act as the “Governing Body” of MHCC in reference to credentialing, quality assurance, peer review, contract review, etc.;
- C. To review the actions and recommendations of the Medical Executive Committee;
- D. To oversee and promote the welfare and quality of care provided to patients of MHCC;

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- E. To oversee the credentialing process of the Medical Staff and Allied Health Professional Staff, including having ultimate responsibility for making initial appointments and reappointments, and granting or curtailing privileges based on recommendations from information conveyed during Committee meetings, the Medical Executive Committee meetings or other delegated authorities;
- F. To ensure compliance with all rules and regulations governing MHCC; and
- G. To maintain active involvement in the business strategies of MHCC.

### **ARTICLE III.** **COMPOSITION**

The Board of Trustees shall be composed of the following:

#### **President:**

The President is elected by the Board of Trustees yearly and shall remain in this position until such time as he/she is relieved of this position by the Board of Trustees or in the event of disability or death.

#### **Vice-President**

The Vice-President is elected by the Board of Trustees yearly and serves as temporary replacement for the President in the event the President cannot serve.

#### **Treasurer:**

The Treasurer is elected by the Board of Trustees yearly and shall remain in this position until such time as he/she is relieved of this position by the Board of Trustees or in the event of disability or death.

#### **Secretary:**

The Secretary is elected by the Board of Trustees yearly and shall remain in this position until such time as he/she is relieved of this position by the Board of Trustees or in the event of disability or death.

#### **Members:**

Members of the Board of Trustees, including the President, Vice-President, Secretary, and Treasurer shall be Trustees appointed by the Carbon County Commissioners as provided in Wyo. Stat § 18-8-104

### **ARTICLE IV.** **MEETINGS**

General meetings of the Board of Trustees shall be held as often as needed, but not less than monthly. Meetings of the Board or any Committee thereof may be conducted by means of a conference telephone, network or video network whereby all persons participating can hear each other, and any action thereof shall be reduced to writing and signed by the participating Trustees shall constitute official action of the Board or

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Committee, provided that a quorum is present and the members are qualified Board Members.

### Quorum and Attendance Requirements:

The presence, at any meeting, of a majority of three (3) members of the Board of Trustees then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Trustees present at the time and place of any meeting may adjourn such meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given. Unless excused by the President for good cause, a Trustee who attends less than half of all Board meetings during the calendar year shall be asked to resign from the Board.

Minutes of the Board of Trustees meeting and its Committee meetings will be recorded and forwarded to the Chief Executive Officer where they will be reviewed, acted upon, and filed. The minutes shall include the following:

- A. Date of meeting
- B. Names of members attending
- C. Names of others attending
- D. Topics and action taken

## **ARTICLE V.** **RESPONSIBILITIES**

The primary functions of the Board of Trustees shall be to:

- A. Deliver and maintain quality of care consistent with local standards.
- B. Provide for the safety and welfare of patients and staff
- C. Develop policies and procedures that will result in accreditation by regulatory agencies.
- D. Appoint and reappoint medical staff members and grant privileges to medical staff members and allied health professionals based on credentials review.
- E. Assure the hiring and training of competent personnel through the credentialing and orientation process.
- F. Encourage the staff to take part in appropriate continuing education.
- G. Acknowledge its fiscal responsibility for controlling costs to its patients.
- H. Periodically evaluate its methods so as to improve services offered to the community.
- I. Assure that MHCC is integrated into the medical community.
- J. Monitor the results of the Performance Improvement program.
- K. Approve all professional consulting or service agreements.
- L. Exercise general supervision of the financial books, records, and audits of the business entity.
- M. Exercise general supervision of construction of all improvements of and acquisitions of new equipment.
- N. Perform long range planning for:
  - 1) Proper use of MHCC
  - 2) Improvements to MHCC

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- 3) Adequate maintenance
- O. Establish a method of communication for the medical staff (i.e. meetings)

Monitoring of responsibilities related to clinical operations will be accomplished together through the activities of the Medical Executive Committee at MHCC.

### **ARTICLE VI.** **MEDICAL EXECUTIVE COMMITTEE**

The Board of Trustees hereby delegates to the Medical Executive Committee the responsibility for making recommendations concerning initial Medical Staff appointments, the delineation of clinical privileges, reappointments, termination of clinical privileges, and all hospital policies and procedures. Furthermore, the Medical Executive Committee may make recommendations to the Board of Trustees related to hiring, retention and termination of clinical contracts such as anesthesia, pharmacy, pathology, radiology, and laboratory; managed-care contracts; clinical policy and procedures; expansion of Hospital services; and new or modifications to existing clinical programs. The Board of Trustees shall hold the Medical Executive Committee accountable for the development, adoption, and periodic review of Medical Staff Bylaws, Rules and Regulations that are consistent with the state and federal regulations, hospital policy, and applicable legal requirements and periodic review of all hospital policies and procedures. The Board of Trustees shall be ultimately accountable for these actions.

### **ARTICLE VII.** **ADMINISTRATION**

The Chief Executive Officer of MHCC is appointed by and serves at the discretion of the Board of Trustees.

The Chief Executive Officer shall be responsible for:

- A. The day-to-day operation of MHCC.
- B. The operation of MHCC within the applicable local, regional, state and federal laws.
- C. Hospital utilization and control of the physical and financial assets of MHCC and the recruitment and direction of MHCC staff.
- D. Assisting the Board of Trustees in formulating policy pertaining to the operation of MHCC.
- E. Assuring that a written manual defining the policies and procedures of MHCC is readily available and has been read by all facility staff members; and that the policy manual is regularly revised and updated, and that such policies are in compliance with all local, state and federal laws.
- F. Designating a staff member to act in his/her absence from MHCC in all his/her functions. In this capacity the designate shall have an operating knowledge of those duties and responsibilities. Acting as representative of the Chief Executive Officer, the designee is directly responsible to the Board of Trustees.

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The Board of Trustees will evaluate the performance of the CEO no less frequently than once per year.

### **ARTICLE VIII.** **MEDICAL STAFF**

The Board of Trustees shall organize the professional staff under Medical Staff Bylaws approved by the Board of Trustees. The Medical Staff shall adopt Rules and Regulations, which have been approved by the Board of Trustees. The Medical Staff shall, through its Performance Assessment and Improvement program, conduct an ongoing review and appraisal for the quality of professional care rendered and shall report such activities and their results to the Board of Trustees.

### **ARTICLE IX.** **COMMITTEE STRUCTURE**

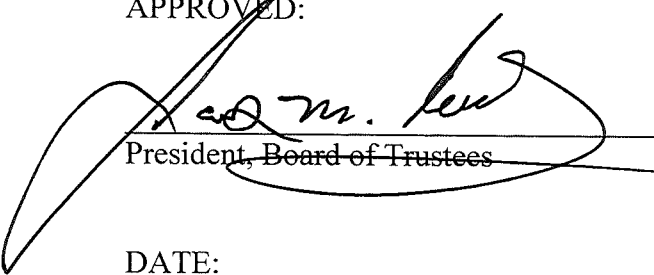
The officers of the Board of Trustees will also serve as the Executive Committee. The Board of Trustees Committees shall function to coordinate the activities and general policies of MHCC. Committees shall be appointed as appropriate for the size and scope of activities in MHCC.

The composition and responsibilities of any standing committees are delineated in the Medical Staff Bylaws.

### **ARTICLE X.** **AMENDMENT AND ADOPTION**

These Bylaws shall be reviewed regularly for conformity to all applicable local, state, and federal laws, and may be amended by any regular meeting of the current Board of Trustees.

APPROVED:



\_\_\_\_\_  
President, Board of Trustees

DATE:

\_\_\_\_\_  
8-7-09

CERTIFICATE OF ORGANIZATION  
OF THE

BOARD OF TRUSTEES OF THE MEMORIAL HOSPITAL OF CARBON COUNTY.

WHEREAS, Pursuant to, and in accordance and compliance with the terms and requirements of Chapter 88, of the Session Laws of Wyoming, 1917, and acts Amendatory thereto, the County Commissioners of Carbon County, in the State of Wyoming appointed five citizens, consisting of the following named persons, John McPherson, Robt. H. Hopkins, W.W. Daley, Geo. A. Bible, and L.E. Armstrong, all residents of Carbon County, Wyoming, to constitute the Board of Trustees of the Memorial Hospital of Carbon County, to serve as by law provided; said appointment being made on the 3rd day of June, A.D. 1920, and

WHEREAS, the said Board of Trustees on the 30th day of June, 1920, met and drew lots for the purpose of determining the term of each member of the said Board, with the following results,

John McPherson, to serve for a term of one year,  
Geo. A. Bible, to serve for a term of two years,  
Robt H. Hopkins, to serve for a term of three years,  
W.W. Daley, to serve for a term of four years, and  
L.E. Armstrong, to serve for a term of five years.

That immediately thereafter the said Board organized by selecting the following officers,

W.W. Daley was elected President of the Board for the ensuing year, ~~for~~

Robt H. Hopkins, was elected Vice President of the Board for the ensuing year,

Geo A. Bible, was elected Treasurer of the Board for the ensuing year, and

L.E. Armstrong, was elected Secretary of the Board for the ensuing year.

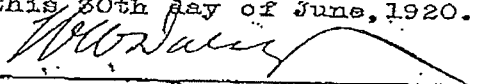
".

NOW, THEREFORE, the name and style of said Corporation so organized as aforesaid, as provided by law, shall be and is THE MEMORIAL HOSPITAL OF CARBON COUNTY.

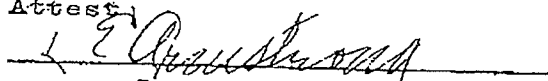
That the said Corporation shall have perpetual existence with full power to sue and be sued, under the name and style of "Board of Trustees of the Memorial Hospital, of Carbon County".

That the officers of the said Corporation elected as aforesaid have qualified, and are now the duly qualified and acting officers of the Company as provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands in duplicate, at Rawlins, Wyoming, this 30th day of June, 1920.

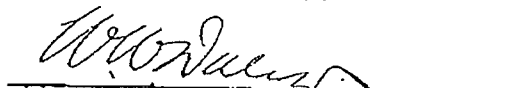
  
President

Attest

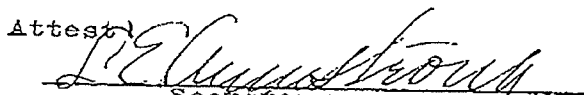
  
Secretary.

We the undersigned President and Secretary, respectively of the Board of Trustees of the Memorial Hospital of Carbon County, do hereby certify that the above and foregoing is a true and accurate transcript of the proceedings at the Organization Meeting of the Board of Trustees of the Memorial Hospital of Carbon County, held in the Parlors of the First National Bank of Rawlins, Wyoming, on the 30th day of June, A.D. 1920, at the hour of nine o'clock A.M. for the purpose of Organizing said Board.

IN TESTIMONY WHEREOF, we have hereunto affixed our official signatures in the City of Rawlins, Wyoming, on this 30th day of June, A.D. 1920.

  
President.

Attest

  
Secretary

3 .

THE STATE OF WYOMING, ss.  
COUNTY OF CARBON.

On this <sup>19th</sup> 3rd day of July, 1920, before me personally appeared L.E. Armstrong, who, being duly sworn, did depose and say that he is the Secretary of the Board of Trustees of the Memorial Hospital of the Carbon County, that he was present at the Organization Meeting of the said Board of Trustees of the Memorial Hospital of Carbon County, held in the Parlors of the First National Bank of Rawlins, Wyoming, on the 30th day of June, A.D. 1920, that he recorded the proceedings of said Meeting, in the Minute Book of said Board, and that the above and foregoing transcript is a true and correct copy of all acts of said Board in the Organization of same.

*L.E. Armstrong*

Subscribed in my presence and sworn to before me this 19th  
3rd day of July, A.D. 1920.

My commission expires on the 29th day of March 1923 (1923)

*R. S. Blood*  
Notary Public.



Board of Trustees of the  
Memorial Hospital of  
Carbon County.

STATE (FIVE) ING }  
Office of the Clerk of the Court }  
Filed this 21st day of July 2009  
at 10:51 AM  
J. M. Chapman  
Clerk of the Court  
By J. M. Chapman  
JUN