

OKANOGAN COUNTY PUBLIC HOSPITAL DISTRICT No. 4

**dba North Valley Hospital
and
North Valley Extended Care**

Governing Board By-Laws

RCWs Title 70 Chapters 70.44

**Revised and Approved by
The Board of Commissioners
Okanogan County Public Hospital District No. 4
203 S. Western Avenue
Tonasket, WA 98855
(509) 486-2151
nvhospital.org**

OKANOGAN COUNTY HOSPITAL DISTRICT No. 4

GOVERNING BOARD BYLAWS:

Preamble

The Okanogan County Public Hospital District Number 4 (hereafter referred to as the “District”), of Okanogan County, Washington, was established in 1972. It was ratified by a vote of people within the designated boundaries in accordance with Chapter 70.44 Revised Code of Washington and with all of the proper and respective laws prevalent at that time

The Board of the District (hereafter referred to as the “Board”), shall organize and have powers and duties under the authority of the Section 70.44.060 Revised Code of Washington as now provided or hereafter amended, hereby adopts the following rules for the government of the “District.”

ARTICLE I OBJECTIVES

The duties of the District shall be to establish, maintain, and operate health facilities and provide related services within the District, and in so doing but not limited to the following:

1. Provide that all patients and residents will receive equitable and humane treatment at all time, under all circumstances, and that services will at no time be determined or denied on the basis of race, color, creed, national origin, sexual orientation, or the ability to pay.
2. Establish and maintain permanent facilities that include inpatient, outpatient, emergency and medical services to provide diagnosis and treatment for those in need of hospital, long-term care and/or clinic services;
3. Provide the necessary personnel, equipment, and policies to maintain a high standard of service to the public;
4. Expand and modify existing health care services and facilities from time to time as may be needed and afforded, to serve the people of the District;
5. Promote education activities related to rendering of care to the sick and injured and health services in general, as may be justified by the facilities, personnel, funds, and other requirements that are available;
6. Foster and encourage participation in any activity designed and carried out to promote the general health and welfare of the community;
7. Comply with the regulations/standards promulgated by the various professional and government entities.

ARTICLE II BOARD MEMBERS

1. The Board shall consist of five (5) members, who shall reside in the District, shall be registered voters within the District, and shall be elected at General or Primary Elections

or appointed in accordance with the RCW 70.44.040. The term of office shall be as provided in RCW 70.44.040 as now provided or hereafter amended.

2. Each commissioner, before entering upon the duties of the office, shall take and subscribe to an oath that the commissioner “will faithfully and impartially discharge the duties of the office to the best of his/her ability”. This oath shall be administered and certified by anyone authorized by the laws of the State of Washington to administer oaths.
3. The Board shall establish policies relating to the affairs of the District; shall be responsible for the control and operations of the District; shall make and enforce rules and regulations necessary for the administration, protection, and maintenance of the District and its facilities.
4. Meeting attendance is important to the Board to adequately discharge its fiduciary duties and responsibilities. A vacancy in the office of commissioner shall occur as provided in chapter 42.12 RCW or by nonattendance at meetings of the commission for sixty days, unless excused by the commission. A vacancy shall be filled as provided in chapter 42.12 RCW.
5. Members of the Board or any committee established by the Board may participate in a meeting of the Board or a committee by means of teleconference or similar communication equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.
6. The presence of a majority of the membership of the Board at any of its meetings shall constitute a quorum. No action except to adjourn can be taken at any meeting at which less than a quorum is present.
7. A vacancy in the office of commissioners shall occur by death, resignation, permanent disability that prevents the discharge of duty; or by removal: conviction of a felony, non-attendance to meetings, and statutory disqualification. Vacancies shall be governed by RCW 42.12. as now or hereafter amended.
8. Any member may resign from the Board at any time by giving written notice to the President or Secretary of the District Board, and the acceptance of such resignation shall not be necessary to make it effective. The Board shall recognize said resignation at its next regularly scheduled meeting.
9. A vacancy in the office of commissioners shall be filled and each person who is appointed shall serve until a qualified person is elected at the next election at which a member of the governing body normally would be elected (Chapter 29A.24 RCW). The person elected shall take office immediately and serve the remainder of the unexpired term (RCW 42.12.030). A vacancy in the interim shall be by appointment by the remaining Board (RCW 42.12.070, (1), (2)), within ninety (90) days from the date of such vacancy. In the event the remaining Board does not fill the vacancy within said

time, then the County Commissioners of the County in which the District is located shall fill the vacancy as provided in RCW 42.12.

10. Compensation for commissioners shall be governed as provided in RCW 70.44.050.

ARTICLE III OFFICERS

1. The officers of the Board shall be a President, Vice-President and Secretary and shall be elected from membership at the first Board meeting of each year. Officers will hold office for a period of one (1) year or until their successors have been elected. An officeholder may be re-elected for successive terms.
2. The President shall call and preside at all meetings.
3. The Vice-President shall act as President in the absence of the President and when so acting shall have all the power and authority of the President.
4. The Secretary shall cause notices of all regular and special meetings to issue on order from the President; shall receive and attend to all correspondence of the District Board; shall have custody of all documents belonging to the District Board; shall cause accurate minutes to be kept of all meetings of the District Board; and shall perform such other duties as usually pertain to this office. These duties and others may be assigned to a member of the District staff or contracted service.
5. The Board and members present after approval of the minutes shall sign minutes of each meeting.
6. If officers are absent at a Board meeting, the President may appoint another Commissioner to serve, or in the absence of the President and the Vice President, those present shall determine another Commissioner to preside by majority vote.

ARTICLE IV MEETINGS

1. Regular meetings of the Board shall be held monthly on the second Thursday at 7:00 pm in the District Boardroom unless otherwise posted. Board members and the public will be notified according to RCW 42.30.
2. The President or a majority of the Board may call special meetings. Board members and the public shall be entitled to reasonable notice of all such meetings and except in case of emergency, the notice shall be given at least twenty-four (24) hours prior to such meeting (via public posting in the hospital lobby, public media if available, District website, or USPS lobby public posting board). The notice shall specify the time and place of the meeting and the business to be transacted; no final disposition shall be decided at a

special meeting except that which is referred to in the notice of the meeting. In accordance with RCW 42.30.080.

3. For regular or special meetings of the Board, a quorum shall consist of at least three (3) Board members in attendance.
4. All proceedings of the Board shall be by motion or resolution recorded in book or books kept for such purpose, which shall be public records. No resolution or motion shall be passed without the majority vote of the Board.
5. All meetings of the Board shall be open and public and all persons shall be permitted to attend any meeting of the governing body or a public agency except as otherwise provided by law. (RCW 42.30.010, 030, and 040)
6. Every member of the District governing body must complete training on the requirements of (Open Public Meetings Act) Chapter 42.30 RCW no later than ninety days after the date the member:
 1. takes the oath office;
 2. otherwise assumes his/her duties as a public official;in addition every member must:
 3. must complete training at intervals of no more than four years as long as the individual is a member of the District's governing body;
 4. a Certificate of Completion must be provided to Human Resources Director

ARTICLE V EXECUTIVE SESSION

Meetings of the District must be open to the public, however except otherwise provided by law (RCW 42.30.140). The Open Public Meetings Act does permit the District to hold executive sessions during a regular or special meeting as provided by RCW 42.30.110.

Before convening an executive session, the presiding officer of the District is required to publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will begin and concluded. The executive session may be extended to a stated later time by the announcement of the presiding officer (RCW 42.30.110, section 2).

The Board may hold Executive Sessions, but no final disposition may be taken at such sessions.

ARTICLE VI AUDIENCE PARTICIPATION AND VISITORS

1. Visitors are welcome and encouraged to attend Board meetings. Individuals or groups wishing to be placed on the agenda must place their request to the Administrator one week prior to the scheduled Board meeting. The Board President and Administrator will grant or deny a presentation. If time is granted the individual or group will be given time to present its materials to the Board when the order of business comes to the item marked Public Comment on the agenda. Not more than five (5) minutes may be allotted to each speaker, and no more than twenty (20) minutes to the subject under discussion, except with the unanimous consent of the Board.
2. All community members may comment on items listed on the agenda. Questions and comments are to be directed to the Board of Commissioners as a whole and may not be put to any individual member of the Board or to the Administrative staff. It is the prerogative of the Board President to recognize people requesting oral comments to the Board.
3. In order to clarify discussion a member of the Board may interrupt a speaker at any time to ask questions or make comments.
4. No person shall present orally or discuss at any meeting of the Board complaints against individual employees of the District. Such charges or complaints shall be presented to the Board in writing and shall be signed by the person or persons making the charge or complaint. Executive session may be granted for hearing of charges a public officer or employee. However, upon the request of such public officer or employee, a meeting open to the public shall be conducted upon such complaint or charge.
5. Boisterous conduct shall not be permitted at any meeting of the Board, nor will any defamatory, abusive, personal references or remarks be tolerated. The President of the Board may terminate the rights of any speaker who violates this regulation to continue his/her address and ask them to be seated. Should the speaker not follow this request, they will be asked to leave the meeting.
6. In the event that any meeting is interrupted by a group or groups of persons such as to render the orderly conduct of such meetings unfeasible and order cannot be restored by the removal of individuals who are interrupting the meeting, the members of the governing body conducting the meeting may order the meeting room cleared and continue its session or may adjourn the meeting and reconvene at another location selected by majority vote of the members. In such a session, final disposition may be taken only on the matters appearing on the agenda. Representatives of the news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to RCW 42.30.050. Nothing shall prohibit the governing body from establishing a procedure for readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting.

ARTICLE VII COMMITTEES

1. Committees of the Board shall be standing or special. The standing committees shall be Continuous Quality Improvement Committee, Finance Committee, and Long Range Focus Committee.
2. The President may appoint special committees with the concurrence of the Board, for such special tasks as the circumstances warrant. Special, standing and future committees will include any group who works in the hospital's name and shall have no power to act except as specifically conferred by action of the Board.
3. Special Committees/advisory boards may be appointed by the District President as needed. These committees shall limit their activities to the purpose for which they are appointed and they shall have no power to act unless such is specifically conferred by action of the District Board. When established, such committees may develop and adopt Bylaws to delineate the purpose and function of the committee and establish a framework of self-regulation and means of accountability to the District Board. Such Bylaws shall be in conformity with the policies of the District Board and shall become effective upon approval of the District Board. All special committees/advisory boards shall have a date of termination of activities.

ARTICLE VIII ADMINISTRATION

Section I

1. The Board shall appoint by resolution at an open meeting a qualified Administrator/Chief Executive Officer (CEO). The CEO shall receive such salary as the Board shall fix by resolution and the employment shall be subject to District personnel policies. The CEO shall be entitled to attend all meetings of the Board and its committees and take part in the discussion of any matters pertaining to the District, but shall have no vote. The appointment shall be for an indefinite time and be removeable at the will of the Board (RCW 70.44.070, 080).
2. The CEO shall be responsible to the Board for the efficient District administration thereof. The CEO shall be responsible for adequate and appropriate: operation, maintenance, and evaluation of the District facilities, personnel, financial operations, practices, resources and public affairs.

Section II

The CEO shall have responsibilities including but not limited to the following (RCW 70.44.090):

- A. Carries out mandates of the Board and ensures that all applicable laws and regulations are duly followed.
- B. Ensures adequate and appropriate operation and maintenance of the District facilities.

- C. Serves as a public representative of the Hospital District.
- D. Oversees the hiring, training, and managing of all personnel.
- E. Manages financial operations and Hospital District resources, and prepare an annual budget.
- F. Recommends development work to the Board; and to certify to the Board all bills, allowances, and payroll.
- G. Serves as liaison between the governing board and the medical staff, and to assist the medical staff with organizational matters and medical administrative responsibilities.

ARTICLE IX MEDICAL STAFF

1. The Board of Commissioners shall delegate to the Medical Staff certain authority and responsibility as defined and approved by the Board. This authority and responsibility will include the general medical/surgical management of patient care at North Valley Hospital/LTC as defined in the Bylaws and Rules and Regulations of the Medical Staff. This authority and responsibility shall include, but not be limited to:
 - a. Develop a system for coordinating and integrating all resources available to the District in an effort to achieve the primary objectives of excellence in the provision of patient care.
 - b. Insure the safeguarding and appropriate use of District resources (people, facilities, Patient Health Information), and finances.
 - c. Conduct a continuing review and appraisal of the quality of professional care rendered in the Hospital, and report such activities and their results to the District Board.
 - d. Ensure ethical and professional practices by members of the medical staff.
 - e. Recommend to the Board of Commissioners the appointment, reappointment or removal from the medical staff RCW 70.44.062.
 - f. Recommend to the Board of Commissioners the granting or removal of staff privileges.
2. The Board shall organize the physicians, grant practice privileges in the District facilities, into a medical staff under the Medical Staff Bylaws approved by the Board. The Board shall consider the recommendations of the medical staff and appoint to medical staff, providers who meet the qualifications for membership as set forth in the bylaws of the medical staff and whose practices conform to the rules and regulations of the medical staff.
3. All Applications for appointment to the medical staff shall be in writing and addressed to the Board of Commissioners. The application shall contain full information concerning

the applicant's education, licenser, practice, previous experience, extolments, and any unfavorable, adverse history with regard to licensure and privileges.

- a. All appointments to the Medical Staff shall be for two (2) years, subject to provisions of the Medical Staff Bylaws, renewable by the Board, with formal reapplication. When an appointment is not made or renewed or when privileges have been or are proposed to be reduced, suspended, or terminated, the staff member shall be afforded the opportunity of a hearing before the officers of the Medical Staff and the Board prior to taking final action on the matter. Such procedures shall be conducted informally under procedures adopted by the Board so as to provide the due process and afford full opportunity for the presentation of all pertinent information
 - b. The President of the Medical Staff, the CEO and the Executive Committee of the Medical Staff or the Board, shall each have the authority, whenever action must be taken immediately, in the best interest of patient care, to suspend all or any portion of the clinical privileges of a practitioner, and such suspension shall become effective immediately upon imposition. Any such suspension will be reviewed at the next scheduled Board meeting (but not greater than sixty (60) days) and a final decision will be made at that time.
 - c. A temporary suspension in the form of withdrawal of practitioner's admitting privileges, effective until medical records are completed, shall be imposed automatically after warning of delinquency for failure to complete medical records within six (6) days of patient discharge, and in accordance with the rules and regulations of the Medical Staff.
 - d. Action by the State Board of Medical Examiners revoking or suspending a practitioner's license or placement on probation shall automatically suspend all hospital privileges.
 - e. It shall be the duty of the President of the Medical Staff to cooperate with the CEO in enforcing all automatic suspensions.
4. The Medical Staff shall make written recommendations to the Board concerning:
- a. Appointments
 - b. Re-appointments
 - c. Disciplinary Actions
 - d. Professional Competency
 - e. Specific matters referred
5. All Medical Staff applicants shall be notified in writing of Board action on their appointment or re-appointment application.

6. All members of the staff of Okanogan County Public Hospital District Number 4 shall be required to carry medical malpractice insurance of at least two million dollars minimum per any claim or occurrence. Medical malpractice insurance must be acceptable by the Board and must be a licensed carrier in the State of Washington.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES & OTHER AGENTS

1. The Board of Commissioners shall indemnify by carrying appropriate coverage for any person who is, or was, a Commissioner, or any person who served at the Commission's request as a member, officer or employee of the Board of Commissioners or any Medical Staff Committee or as a member of the Executive Board of the medical staff, against expenses or losses actually and necessarily incurred, including attorney's fees, by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason of being, or having been a Commissioner, member, officer, employee of the Board of Commissioners or member of a medical staff, except in such matters where such person shall be adjudged in such action, suit, or proceedings to be liable for willful or intentional misconduct or a knowing violation of the law.
2. No commissioner, or other person, who has served at the Commission's request as a member, officer, or employee of the Board of Commissioners shall be liable to the District for monetary damages arising as a result of their conduct as a Commissioner, member, officer, or employee of the Board of Commissioners, except in matters where the person's conduct is adjudged to be willful or intentional misconduct or a knowing violation of the law.
3. General: An individual made a party to a proceeding, because the individual is or was a director of the corporation, may be indemnified against liability incurred in the proceeding, but only if indemnification is both: Determined permissible; and authorized.

ARTICLE XI REVIEW REVISION AMENDMENTS

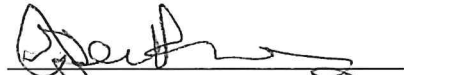
1. The District Bylaws shall periodically be reviewed, at least every two (2) years, by the Board to make recommendations for amendments to comply with current practice or regulations.
2. The Bylaws may be amended by the affirmative vote of a majority of the members of the Board at any regular meeting or a special meeting of the Board called for that purpose.
3. All prior versions of the Board Bylaws are repealed by adoption of this version.

4. In the event that any aspect of these bylaws conflict with Board resolutions or NVHD policies these bylaws will take precedence. In the event that these bylaws conflict with state law, the state law will prevail.


Approved and Adopted this 8 Day of MARCH, 2018.




President and Commissioner



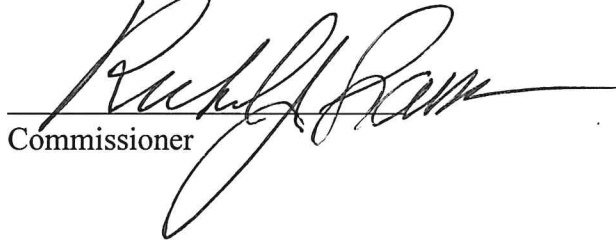
Vice President and Commissioner



Commissioner



Commissioner



Commissioner