



North Valley Hospital District

OKANOGAN PUBLIC HOSPITAL DISTRICT #4 COUNTY OF OKANOGAN, STATE OF WASHINGTON

RESOLUTION NO. 731

Revised Board of Commissioner Bylaws


WHEREAS, the Board of Commissioners of Okanogan County Public Hospital District No. 4 in accordance with the bylaws adopted and approved the 31st day of January 2019, recognize the need to revise said bylaws as authorized in Article XI of said bylaws, and

WHEREAS, the Board of Commissioners noted that they had reviewed and considered the OKANOGAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 4, North Valley Hospital and Long Term Care Division of OCPHD4 Governing Board By-Laws,


Therefore,

BE IT RESOLVED by the Board of Commissioners of Okanogan County Public Hospital District No. 4 do hereby adopt the revised by-laws in the form attached hereto as Exhibit A (Okanogan County Public Hospital District No. 4, North Valley Hospital and Long Term Care Division of OCPHD4 Governing Board By-Laws).

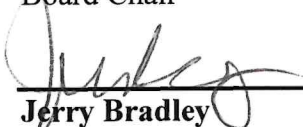
ADOPTED by the Board of Commissioners of Okanogan County Public Hospital District #4, at a meeting of the Board on the 25th day of AUG., 2022, the following Commissioners being present and voting:



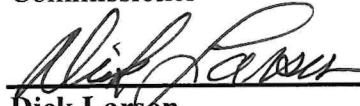
Jean Pfeifer
Board Chair



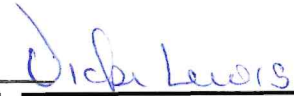
Adam Tibbs
Commissioner



Jerry Bradley
Vice Chair



Dick Larson
Secretary



Vicki Lewis
Commissioner

EXHIBIT A

OKANOGAN COUNTY PUBLIC HOSPITAL DISTRICT No. 4

**North Valley Hospital
and
Long Term Care Division of OCPHD4**

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**

**Revised By Resolution 731
August 2022**

OKANOGAN COUNTY HOSPITAL DISTRICT No. 4

GOVERNING BOARD BYLAWS

FORMATION AND PURPOSE

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 applicable at that time. The District operates the North Valley Hospital Division and the Long-term Care Division.

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.

1. Mission Statement of the District: Exceptional care that enhances the well-being of our communities.
2. Vision Statement of the District: Cultivate healthcare rooted in compassion, stewardship, and excellence.
3. Values of the District: Trust – Accountability – Integrity – Safety – Diversity - Viability

ARTICLE I OBJECTIVES

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

1. Provide patients and residents equitable and humane treatment at all times, under any circumstances; and at no time will services 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 hospital, clinic and long-term facilities that include inpatient, outpatient, medical, surgical, emergency and rehabilitative services for diagnosis, treatment and follow-up care;
3. Provide the necessary personnel, equipment/supplies, policies and procedures to maintain a high standard of service to the public;
4. Expand and modify existing health care services and facilities as may be needed and financially feasible, to serve the residents of the District;
5. Promote educational opportunities and resources that will promote continuous advancement in professional knowledge and skills;
6. Foster and encourage participation in activities designed and implemented to promote the general health and welfare of the community; and
7. Comply with the regulations/standards promulgated by the pertinent professional and governmental entities.

ARTICLE II BOARD OF COMMISSIONERS

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 a general election or appointed in accordance with the RCW 70.44.045. 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 in order 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 and no action can be taken unless approved by at least three members of the Board
7. A vacancy in the office of commissioners shall occur by death, resignation, or permanent disability that prevents the discharge of duty; or by removal related to conviction of a felony, non-attendance for meetings, or statutory disqualification. Vacancies shall be governed by RCW 42.12. as now or hereafter amended.
8. RCW 70.44.045 specifically states that nonattendance at meetings of the Board for sixty days, unless excused by the commission, will cause a position to be vacated. If a Commissioner misses more than four (4) consecutive meetings in a year, whether or not excused, he or she shall be asked by the Board to resign his or her position.
9. Any member may resign from the Board at any time by giving written notice to the President or Secretary of the 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.

10. A vacancy in the office of commissioner shall be filled by the Board appointing an interim member who shall serve until a qualified person is elected at the next election at which a member of the Board 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). The appointment of the interim member by the remaining Board shall be made, within ninety (90) days from the date of such vacancy (RCW 42.12.070, (1), (2)). 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.
11. 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.
12. Every member of the District governing body must complete training on the requirements of Chapter 42.30 RCW (Open Public Meetings Act) no later than ninety days after the date the member takes the oath office and otherwise assumes his/her duties as a public official. In addition every member must complete training at intervals of no more than four years as long as the individual is a member of the Board and provide a Certificate of Completion to the Human Resources Director
13. Compensation for commissioners shall be governed as provided in RCW 70.44.050.

ARTICLE III POWERS AND DUTIES OF THE BOARD OF COMMISSIONERS

1. The Board shall be the governing body of the District, and the Chief Executive Officer (CEO) appointed by the Board shall be responsible for the efficient administration of all affairs of the District. While the authority of the Board may be delegated to the CEO as specified in Article IX Section I, and Article X, or by resolution, any delegation of authority to the CEO by the Board may be rescinded in the Board's sole discretion.
2. The Board has primary responsibility and legal accountability for the safety and quality of care delivered at the District's facilities, and shall participate in, and provide appropriate oversight to, the District's quality improvement and safety related programs.
3. As the guardian of the District's resources and the public's trust, the Board has a fiduciary responsibility for the institution's viability in meeting an ethical and moral obligation to balance the District's operating requirements with the community's needs.
4. All of the powers authorized in Chapter 70.44 RCW or other applicable statute may be exercised by the Board in the performance of its duties prescribed therein. Among other things, the Board shall strive to:

- a. Determine the policies, purposes, and activities of the District as appropriate to meet the community's needs;
- b. Provide services, facilities, equipment and personnel to meet the needs of the community, consistent with the purposes of the District and according to the District's strategic vision and plan;
- c. Assure that an appropriate standard of professional care is maintained with due regard for quality of care and effective quality assurance mechanisms, and assuring that personnel possess appropriate current qualifications, and determining in its discretion which kinds of programs shall be considered;
- d. Promote planning and coordinate services with administrative, financial and community needs, the policies of the District, and the purposes of the District;
- e. 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;
- f. Maintain accurate records of District finances and all related activities;
- g. Ensure compliance with applicable state and federal law, including but not limited to laws that define the requirements for participation as a critical access hospital in the Medicare program, recognizing that such compliance requires the Board's active participation and oversight of the District's Compliance Program;
- h. Exercise proper care and judgment in the selection of a qualified CEO who shall be responsible for implementing policies adopted by the Board; and
- i. Evaluate the Board's performance on a periodic basis.

ARTICLE IV 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 by majority vote of the commissioners. 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 act as the presiding officer at meetings of the Board, call meetings to order and execute 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.
3. The Vice-President shall, in the absence of the President, preside at Board meetings.
4. The Secretary shall: provide notices of all regular and special meetings per request from the President; receive and attend to all correspondence of the District Board; maintain custody of all documents belonging to the District Board; ensure accurate minutes are kept of all meetings of the District Board; and 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 as deemed appropriate by the Board.
5. The Board and members present, upon 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.
7. If a vacancy occurs in any office, an election of officers shall take place at the next regular meeting of the Board to fill the unexpired term created by the vacancy.

ARTICLE V MEETINGS

1. **Regular** meetings of the Board shall be held monthly on the last Thursday at 7:00 pm in the District Boardroom unless otherwise modified. Board members and the public will be notified in compliance with RCW 42.30, which shall include making the agenda of each regular meeting available online no later than 24 hours in advance of the published start time of the meeting. The order of business shall be as follows:
 - a. Call to order
 - b. Public Comments (limited to five (5) minutes per person)
 - c. Reading and approval of minutes of the last regular meeting and any intervening special meeting and approval of any other matters on the consent agenda
 - d. Reports
 - e. Consideration of items on the agenda or other matters properly before the Board and action thereon
 - f. Adjournment
2. All meetings of the Board shall be open and public, and all persons shall be permitted and encouraged 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).
3. All proceedings by the Board shall be by motion or resolution recorded in book or books kept for such purpose, which shall be public records.
4. A **special** meeting may be called by the President or a majority of the Board at any time. 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.
 - a. 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.
 - b. Notice may be delivered personally, by mail, fax or by electronic mail to each member of the board, via public posting in the hospital lobby, District website, local newspaper and/or radio if there is a written request to be notified of special meetings.
 - c. The call and notices required under subsections (a) and (b) of this section 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 by the Board. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property when time requirements of such notice would make notice impractical.

- d. The order of business for special meetings shall be as follows:
 - i. Call to order
 - ii. Recitation of matters for discussion or the business to be transacted
 - iii. Consideration of the matters for discussion and action thereon as appropriate
 - iv. Adjournment

ARTICLE VI EXECUTIVE SESSION

Meetings of the District must be open to the public, 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, RCW 42.30.140 and RCW 70.44.062.

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 during such sessions.

ARTICLE VII 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 submit 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. 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 time for oral comments to the Board.
3. No person shall orally present or discuss complaints against individual employees of the District at any meeting of the Board. 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 against a public officer or employee. However, upon the request of charged public officer or employee, a meeting open to the public shall be conducted related to the complaint or charge.

4. 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 and ask them to be seated. Should the speaker not follow this request, he/she will be asked to leave the meeting.
5. In the event that any meeting is interrupted by a group or groups of persons 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 President of the Board may order the meeting room cleared in order to 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 VIII COMMITTEES

1. The Board may act as a committee of the whole or in part as necessary or advisable in the conduct of its affairs. Committees of the Board shall be standing or special.
2. Standing Committees include the Executive Committee, Finance Committee, and the Building & Planning Committee.
3. Other Committees of the Hospital may be attended by members of the Board, but no more than two Board members may attend any meeting unless a Special Meeting is held
4. 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. No more than two board members may serve on the same committee.
5. Special Committees/advisory boards may be appointed by the District President with the concurrence of the Board as needed.
 - a. These committees shall limit their activities to the purpose for which they are appointed.
 - b. All special committees/advisory boards shall have a date of termination of activities.
 - c. Chairs of such committee shall be appointed by the Board to serve for terms not to exceed one year and subject to removal or reappointment at the will of the Board.
 - d. The activities of any committees shall be conducted lawfully and be recorded in written minutes

- e. When established, such committees may develop and adopt a charter to delineate the purpose and function of the committee and establish a framework of self-regulation and means of accountability to the Board. Such charter shall be in conformity with the policies of the Board and shall become effective upon approval of the Board.

ARTICLE IX ADMINISTRATION

1. The Board shall select and appoint as Chief Executive Officer (CEO) a competent and experienced chief executive officer, who shall be its direct representative in the management of the District. The CEO 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 CEO shall be by resolution of the Board, introduced and adopted at a regular meeting by majority vote. (RCW 70.44.070, 080).
2. The CEO shall be the chief executive and administrative officer of the District. As representative of the Board, and subject to its policies, the CEO shall be responsible for the efficient administration of all affairs of the District and shall be in direct charge with full authority to act.
3. A performance review of the CEO will occur annually.
4. 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. Serves as a public representative and manages public affairs of the District;
 - c. Ensures adequate and appropriate assessment, planning, operation, maintenance and evaluation of the District facilities;
 - d. Manages the hiring, training, and management of all personnel, including appropriate quality assurance mechanisms;
 - e. Assures facilities, equipment and other pertinent resources are maintained in good repair;
 - f. Manages financial operations and District resources, including preparing an annual budget; The budget hearing is to be set on or before November 15th of each calendar year and notice of the date and place of the hearing shall be published for two consecutive weeks prior to the hearing.
 - g. Certifies to the Board all bills, allowances, and payroll.;
 - h. Serves as liaison between the Board and the medical staff and assists the medical staff with organizational matters and medical administrative responsibilities.
 - i. Provides recommendations to the Board regarding the acquisition or development of facilities, equipment or services;
 - j. Submit reports regularly to the Board regarding the services and financial activities of the District along with any special reports that may be requested by the Board;

- k. Prepares agenda for and attends all meetings of the Board at which he or she may participate in the discussion of matters being considered;
- l. Executes on behalf of the District all such contracts, agreements and other documents and papers as he or she may deem appropriate within the scope of his or her authority or be authorized by resolution of the Board to sign; and
- m. Undertakes on his or her own initiative the performance of such other duties, consistent with law and the policies of the Board, as may be in the best interest of the District.

ARTICLE X MEDICAL STAFF

1. The Board shall appoint a medical staff composed of physicians, dentists, podiatrists, and other practitioners licensed in the State of Washington and shall see that they are organized into a responsible administrative unit, adopt such bylaws, rules and regulations for the governance of their practice in North Valley Hospital as the Board deems to be the greatest benefit to the care of patients within the hospital. The members of the medical staff shall be appointed no less frequently than biennially by the Board after considering recommendations duly submitted in accordance with the medical staff bylaws. Such bylaws, rules and regulations governing the appointment, organization, and activities of the medical staff, including the procedures for the granting, denial, reduction, or termination of staff privileges and the identification of the kinds of health care providers eligible to be considered for such privileges or medical staff membership, shall be subject to approval and revision or modification by the Board, and shall assure that the requirements of due process of law are observed. See 42 CFR §482.12, WAC 246-320-125, and WAC 246-320-185.
2. Mindful that each person admitted to North Valley Hospital shall be under the care of a member of the medical staff possessing clinical privileges, such staff also shall have authority and responsibility in the manner prescribed by its bylaws, rules and regulations to:
 - a. Evaluate the professional competence of medical staff members and applications for clinical privileges;
 - b. Make recommendations to the Board concerning initial medical staff appointments, reappointments, and the granting, denial, reduction, or termination of clinical privileges;
 - c. Establish procedures designed to promote the achievement and maintenance of an appropriate standard of ethical and professional practice, and the efficient use of District resources;
 - d. Participate and offer recommendations in the development of policies relative to the effective use of existing facilities, and provision for the improvement or extension thereof where appropriate, to assure adequate patient care, responsive to the needs of the population served, now and in the future;

- e. Supervise a medical education program in the Hospital and render such other services as the Board may consider desirable to enhance the standards of medical practice in the Hospital;
- f. Be accountable to the Board for the proper discharge of the duties set forth in this section; and
- g. Require malpractice insurance coverage by staff members in the amount established by the Board from time to time.

ARTICLE -XI INDEMNIFICATION AND INSURANCE

1. The District shall indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to, or is involved (including, without limitation, as a witness) in an actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a commissioner, officer, employee or agent of the District, or having been such a commissioner, officer, employee or agent, he or she is or was serving at the request of the District as a director, officer, employee, agent, commissioner or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a commissioner, officer, employee, agent, commissioner or any other capacity, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties in amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a commissioner, officer, employee or agent of the District and shall inure to the benefit of his or her heirs, and personal representatives.
2. No commissioner, or other person who has served at the Board's request, as a member, officer, or employee of of another corporation or of a partnership, joint venture, trust or other enterprise, shall be liable to the District for monetary damages arising as a result of their conduct as a member, officer, or employee of of another corporation or of a partnership, joint venture, trust or other enterprise, except in matters where the person's conduct is adjudged to be willful or intentional misconduct or violation of the law.
3. The District shall purchase and maintain insurance, at its expense, to protect itself and any commissioner, officer, employee, agent or commissioner of the District or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss to the full extent permitted by applicable law.

ARTICLE XII CONFLICT OF INTEREST

1. Board members shall not violate the conflict-of-interest provisions of these Bylaws, Chapters 42.20 and 42.23 RCW, or any other applicable statute and shall avoid actions and relationships which could result in a conflict between their private financial interests and their public responsibilities. No commissioner shall:
 - a. Be beneficially interested in or otherwise expect to profit from, directly or indirectly, any contract, sale, lease or purchase made by the District, except as specifically permitted under RCW 42.23.030 or RCW 42.23.040, as now in effect or hereafter amended, or under other applicable law;
 - b. Accept, directly or indirectly, any compensation, gratuity, favor or award from any party seeking to do business with the District, other than:
 - i. compensation and reimbursement for expenses as provided by law;
 - ii. compensation in connection with contracts permitted under RCW 42.23.030 or RCW 42.23.040, as now in effect or hereafter amended, or under other applicable law;
 - c. Employ, use or appropriate any District employee, money or property for his or her private benefit;
 - d. Hold any office, engage in any employment or occupy any position which could create conflicts with the commissioner's public responsibilities as a member of the Board; or
 - e. Reveal or divulge to any other party, unless authorized by the Board, any confidential information received in the performance of his or her duties as a commissioner, nor use such information for personal gain.
2. Any commissioner, upon discovering or suspecting that he or she may have a conflict of interest, shall promptly report the same to the Board. Commissioners shall abide by the Okanogan County Public Hospital District No. 4 Board of Commissioners Code of Ethics, incorporated herein by reference and attached as Exhibit A.

ARTICLE XII REVIEW REVISION AMENDMENTS

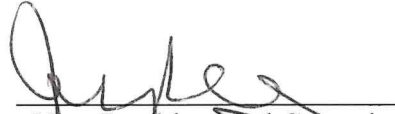
1. The District Bylaws shall periodically be reviewed, at least every two (2) years, by the Board to make recommendations for amendments to comply with current practice or regulations.
2. The Bylaws may be amended by the affirmative vote of a majority of the members of the Board at any regular meeting 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 District policies, these Bylaws will take precedence. In the event that these Bylaws conflict with state law, the state law will prevail.

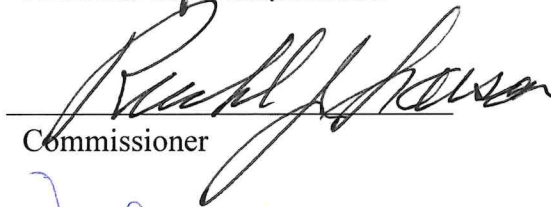
Approved and Adopted this 25th of August 2022.



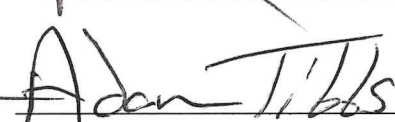
President and Commissioner




Vice President and Commissioner



Commissioner



Commissioner



Commissioner