

**AMENDED AND RESTATED BYLAWS
OF THE
BOARD OF TRUSTEES**

**DAVIS COUNTY HOSPITAL
Bloomfield, Iowa**

Approved ~~November 17, 2021~~ 14

AMENDED AND RESTATED BYLAWS

of

**DAVIS COUNTY HOSPITAL
BOARD OF TRUSTEES**

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AMENDED AND RESTATED BYLAWS
of
DAVIS COUNTY HOSPITAL
BOARD OF TRUSTEES

I. NAME

The name of this county public hospital, organized and operated in accordance with Chapter 347 of the Code of Iowa, shall be Davis County Hospital (the “**Hospital**”).

II. MISSION

The mission of the Hospital, a publicly owned hospital established and maintained by the residents of Davis County, Iowa, is to serve as the focus for the provision of health care services in Davis County and the area served by the Hospital. Within the limits of its resources, the Hospital will provide a comprehensive range of health care, health maintenance, and health education services that appropriately anticipate and respond to the needs of all people residing in its service area. Such services will be of high quality and will be consistent with appropriate standards of care.

The Hospital recognizes that the quality of care it provides is largely determined by the quality of its Medical Staff. Accordingly, the Hospital will continually strive to enhance its ability to attract and retain qualified family practice and specialty physicians by maintaining modern facilities, appropriate equipment, a competent and caring hospital staff, high quality ancillary services, and an adequate patient base.

The Hospital further recognizes that patients require not only the skills of a competent Medical Staff, but also a skilled and compassionate staff of Hospital employees working in an environment where their worth as individuals is recognized. Care will be delivered to patients and their families with kindness and consideration.

The Hospital will be alert to opportunities to expand its services and related activities to meet the health needs of all people in its service area who are either under-served or would benefit from its resources and programs, and when appropriate, will cooperate with other hospitals and agencies in meeting those needs.

III. BOARD OF TRUSTEES

Section 1. Composition

The Board of Trustees (the “Board”) shall consist of seven (7) members (collectively the “Trustees” and each a “Trustee”) elected by the voters of Davis County in accordance with the provisions of Chapter 347 of the Code of Iowa. The Board may, by majority vote, decrease the number of Trustee positions from seven (7) to five (5). To the extent a majority of the

Board votes to reduce the number of Trustees on the Board to five (5), the reduction shall occur by not filling the two (2) positions whose terms will expire first after the decision is made to reduce the Board from seven (7) to five (5) members while ensuring the terms of the remaining Trustees are sufficiently staggered in accordance with Iowa Code Chapter 347.

Section 2. Eligibility; Term

Any person who meets the qualifications set forth in Section 347.9 of the Code of Iowa shall be eligible for election to the Board of Trustees. The members of the Board shall be elected on a nonpartisan basis by the registered voters of Davis County. ~~Pursuant to Section 347.9 of the Code of Iowa, no more than four of the members of the Board shall be residents of the city in which the Hospital is located.~~

Each Trustee so elected shall serve for a term of ~~foursix~~ (46) years, and shall hold their respective offices until their successors are duly elected and qualified. Trustees shall use staggered terms in accordance with Section 347.9 of the Code of Iowa.

Section 3. Oath; Orientation

Each new Trustee shall qualify by taking the usual oath of office as provided in Iowa Code Chapter 63.

Each new Trustee shall receive orientation materials ~~within ten (10) days of his or her election or appointment~~ to assist the Trustee in understanding the Hospital and its operations. These materials shall include: the Hospital's current operating budget; the most recent Annual Audit Report; the Bylaws of the Board; the Medical Staff Bylaws; the Medical Staff Rules and Regulations; the Hospital organizational chart; the Employee Handbook; and a listing of the Medical Staff and their specialties. Each new Trustee shall also be given an opportunity to review the minutes of the previous year's Board meetings, and a comprehensive tour of the facility. The participation of each member in the orientation program shall be documented.

Section 4. Continuing Education

The Board shall be informed by the Chief Executive Officer (the "CEO") of educational programs and meetings that may be of interest and benefit to them, and all members of the Board shall be encouraged to attend continuing education programs to enhance their participation and expertise. Participation in continuing education shall be documented. The Trustees shall receive periodic reports of the activities and functions of Hospital departments to enhance their knowledge of Hospital operations.

Section 5. Duties and Powers

Pursuant to Section 481--51.4 (135B) of the Iowa Administrative Code, the Board shall be the supreme authority in the Hospital, responsible for the management, control and appointment of the medical staff, and for the management, operation, and control of the institution, subject to the laws of the State of Iowa and these Bylaws. The Board shall have all duties and powers granted to it under Chapter 347 of the Code of Iowa, including the power to exercise rights and perform all duties pertaining to hospital trustees generally, unless such rights are specifically denied or such duties are expressly charged in Chapter 347.

Section 6. Vacancies

The Board shall fill vacancies on the Board by appointment by the remaining members of the board, or if fewer than four trustees remain on the board, by the board of supervisors, to serve until successor are filled by election, as set forth in Sections 347.10 of the Code of Iowa. If any Trustee is absent for four (4) consecutive regular meetings, without prior excuse, the Trustee's position shall be declared vacant and filled pursuant to this section.

Section 7. Removal of Trustees

~~A Trustee may be removed from office by the District Court for Davis County for reasons enumerated in Section 66.1A of the Iowa Code.~~

A. A Trustee may be removed from his/her position on the Board by a majority vote of the remaining Trustees after finding the Trustee has committed any of the following:

(i) Willful or habitual neglect or refusal to perform his/her trustee duties.

(ii) Willful misconduct or maladministration in office.

(iii) Corruption.

(iv) Conviction of a felony.

(v) Any other grounds outlined in Section 66.1A of the Iowa Code.

B. Process for Removal. For purposes of this Section 8, if a complaint involves the Board Chairperson, any reference to Chairperson in this Section 8 shall be replaced with "Vice Chairperson".

C. The Board may, in response to a formal written complaint filed with

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the Board Chairperson for which the majority of disinterested Trustees have determined (a) has merit and (b) if proven would be grounds for removal under Iowa Code Chapter 66, initiate a hearing by notifying the Trustee in writing of the allegations against him/her and setting a time and place for a hearing to be held on the matter which shall be no sooner than thirty (30) days from the date of the hearing notice. Notice of the time and place for the hearing will also be provided to the individual(s) who filed the complaint (the "Complainant"). Nothing herein shall be construed as requiring the Board to hold a hearing on the removal of a Trustee if a majority of the disinterested Trustees determine the complaint does not have merit or even if proven would not constitute grounds for removal under Iowa Code § 66.1A.

D. The Chairperson will preside over the hearing and may establish reasonable procedures relating to the hearing, including limits on the number of witnesses and length of opening/closing statements and testimony. The Trustee and Complainant may be represented at the hearing by legal counsel; provided, however, if the hearing involves multiple Complainants, only one attorney may represent the interests of all Complainants unless otherwise agreed to by the Chairperson. The rules of civil procedure and evidence shall not apply to the hearing. No later than five (5) days prior to the hearing the Trustee and Complainant shall exchange witness lists and copies of documents to be submitted as evidence at the hearing. The Chairperson reserves the right not to allow evidence or testimony that is not exchanged by the parties within this timeframe and prior to the hearing. In his/her discretion, at the conclusion of the hearing the Chairperson may allow the parties to file post-hearing briefs within the timeframe required by the Chairperson. The hearing will be considered an "open meeting" unless there is grounds to close the meeting in accordance with Iowa Code Chapter 21. The Board may also, at any time, develop through policy more detailed procedures governing the conduct of any hearing held pursuant to this Section 8.

E. If after the hearing (and receipt of any post hearing briefs if allowed by the Chairperson) a majority of the disinterested Trustees determine, based on a preponderance of the evidence, that the Trustee has committed any of the acts outlined in Section A, the Trustee will be removed from the Board as of the date of the Board's decision. Any meeting and deliberation by the Board will be conducted as an open meeting unless there is grounds to close the meeting in accordance with Iowa Code Chapter 21. The Board's decision will be made and communicated to the Trustee and Complainant in writing no later than thirty (30) days following the conclusion of the hearing. The resulting vacancy will be filled by the majority of the remaining Trustees.

F. If a majority of the disinterested Trustees determine there is not grounds to remove the Trustee, the Trustee shall continue to serve in accordance

with these Bylaws.

Section 8. Compensation; Expenses

No Trustee shall receive any compensation for services performed, but Trustees shall be reimbursed for actual and necessary expenses incurred in the performance of their duties as Trustees.

Automobile mileage expense incurred in performing an official duty shall not exceed the lesser of the maximum allowable mileage reimbursement rate under the regulations of the Internal Revenue Service or the current allowable mileage reimbursement paid to Hospital employees. Pursuant to Section 70A.10 of the Code of Iowa, no Trustee shall receive both mileage and transportation expenses for the same transaction. In addition, no Trustee shall receive mileage or transportation expenses when gratuitously transported by another or when transported by another public officer or employer who is entitled to mileage or transportation expense.

Expenses incurred relating to meetings and conferences, attendance at which shall be approved in advance by the Board, may include registration fees, materials, and reasonable costs of transportation, lodging and meals.

An itemized statement of personal expenses incurred, verified by the oath of the Trustee, shall be filed with the Secretary/Treasurer, and the expenses shall be allowed only by an affirmative vote of all Trustees present at a duly constituted meeting of the Board.

Section 9. Fiscal Year

The fiscal year shall begin on July 1 of each year and end on June 30 of the following year.

Section 10. Annual Self-Evaluation and Review of Bylaws

Once during each fiscal year, the Board will conduct a self-evaluation of its performance during the previous fiscal year, and will review the Bylaws, policies and standing resolutions of the Board to determine whether changes are indicated.

Section 11. Medical Liaison

To provide for effective communication between the Trustees and the Medical Staff, one or more member(s) of the Medical Staff may be invited to attend regular and special meetings of the Board, unless the meeting will be closed pursuant to Section 21.5 of the Code of Iowa.

IV. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular Meetings

Regular meetings shall be held at least once every two months to oversee the operation of the hospital and attendance shall be documented. Each January the Board shall, by resolution, propose a designated time and place of regular meetings for the ensuing year. Notice of such meetings shall be posted in accordance with Chapter 21 of the Code of Iowa and made available to each Trustee by the CEO at least three days prior to the meeting.

Section 2. Order of Business

The agenda of the Board at any regular meeting shall be determined by the Chairperson of the Board.

Section 3. Special Meetings

Special meetings of the Board may be called at any time by the Chairperson and shall be called upon the request of three (3) Trustees. Notice of the time, date and place of the meeting, and the purpose of the meeting shall be posted to the public in accordance with Iowa law and provided to each Trustee at least twenty-four (24) hours prior to the commencement of the meeting, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. No business, other than that stated in the notice, shall be transacted at such special meetings.

Section 4. Quorum and Proxies

~~Four (4)~~ A majority of members of the Board shall constitute a quorum at any meeting of the Board. After a quorum has been established at a Board of Trustees meeting, the subsequent withdrawal of Trustees from the meeting so as to reduce the number of Trustees present to fewer than the number required for a quorum shall not affect the validity of any action taken prior to the loss of quorum.

No voting by proxy is allowed.

Section 5. Voting; Conflict of Interest

Each member of the Board of Trustees shall be qualified to originate and take part in the discussion of any subject that may properly come before

any meeting of the Board of Trustees and each Trustee shall have one (1) vote on any item of action coming before the Board of Trustees.

No Trustee shall be disqualified from voting on any matter solely by reason of such Trustee's (or his/her spouse's) potential financial interest in the outcome of such vote, provided that the nature of such potential financial interest was reasonably disclosed at the time of such vote and the transaction was authorized, approved, or ratified by the affirmative vote of a majority of the disinterested Trustees at a meeting where a quorum is present and where three or more Trustees are disinterested in the conflict of interest transaction.

A quorum being present, the vote of the majority of Trustees present at the meeting shall be the act of the Board unless the vote of a greater number is required by law or by these Bylaws.

If at any meeting of the Board there is less than a quorum present, a majority of those Trustees present may adjourn the meeting from time to time.

The Chairperson shall call for a roll call vote in all matters where such is required by Iowa law, and/or if deemed necessary by the Chairperson, or another Trustee.

Section 6. Open Meetings and Open Records

Meetings of the Board shall be conducted in accordance with the requirements of Chapter 21 of the Iowa Code, and access to public records shall be furnished in compliance with Chapter 22 of the Iowa Code.

Section 7. Procedure

Unless otherwise specified in these Bylaws, meetings shall be conducted according to Robert's Rules of Order; however, technical or non-substantive departures from these rules shall not invalidate an action taken at a meeting.

Section 8. Board Commitment

Trustees as a part of their service on the Board are encouraged to attend Hospital functions to which they are invited.

Section 9. Participation by Electronic Communication

Trustees may participate in Board meetings by means of a telephone conference, video conference, or similar communications equipment by which all persons participating in the meeting are able to communicate simultaneously with one another and will allow the public to hear the proceedings if during an open session. A response to roll call shall constitute participation and will count towards a quorum.

V. OFFICERS OF THE BOARD

Section 1. Officers

The officers of the Board shall be a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer, and such other officers as the Trustees shall deem advisable.

Section 2. Manner of Selection

The Officers of the Board shall be appointed by an affirmative vote of the Board at the last meeting of the calendar year, and shall hold their respective offices until their successors are elected and qualified, or until his or her death, resignation, or removal. An Officer appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until the election or appointment of his or her successor. An Officer filling a vacancy in an unexpired term shall be eligible to serve the full number of consecutive terms for that office following completion of the unexpired term.

The Secretary/Treasurer shall report to the county auditor and county treasurer the names of the chairperson and secretary/treasurer of the Board as soon as practicable after the qualification of each officer.

Section 3. Term and Duties of Chairperson

The Chairperson shall be elected for a two-year term, and shall have previously served at least one year as a Trustee. The Chairperson shall be eligible to serve two consecutive two-year terms as Chairperson unless otherwise approved by a majority vote of the Board.

The Chairperson shall call and preside at all meetings of the Board; chair the Executive Committee; serve as an ex-officio member of all other committees of the Board; appoint the members and chairpersons of all standing and special committees; and countersign with the Secretary/Treasurer all deeds, leases, and conveyances executed by the institution. The Chairperson shall also perform such additional or

different duties as required by the Board or as may be prescribed from time to time by these Bylaws and/or State and Federal laws.

Section 4. Term and Duties of the Vice-Chairperson

The Vice-Chairperson shall be elected for a two-year term, and shall be eligible to serve two consecutive two-year terms as Vice-Chairperson, unless otherwise approved by majority vote of the Board.

The Vice-Chairperson shall act as Chairperson in the Chair's absence, and when so acting shall assume all the duties and authority of the Chairperson. The Vice-Chairperson shall be a member of the Executive Committee and shall perform such other duties as the Chairperson may assign or as may be delegated by these Bylaws or by the Board. He or she shall automatically succeed to the office of Chairperson if the office of the Chairperson is vacant for any reason to fill the unexpired term of the Chairperson.

Section 5. Term and Duties of the Secretary/Treasurer

The Secretary/Treasurer shall be elected for a two-year term, and shall not be eligible to serve more than two consecutive terms as Secretary/Treasurer, unless otherwise approved by a majority vote of the Board.

In the role of Secretary, he/she shall: (1) keep or cause to be kept an accurate and complete record of all proceedings, meetings and actions of the Board; (2) safely and systematically keep or cause to be kept all books, papers, records, documents belonging to the Hospital, or in any way pertaining to the business thereof; and (3) countersign with the Chairperson all deeds, leases, and conveyances executed by the Hospital.

In the role of Treasurer, he/she shall: (1) oversee all monies, credits, and property of any and every nature of the Board, which shall come into his or her hands, and (2) keep an accurate account of all monies received and disbursed as required by law and of all money and property on hand, and (3) ensure a financial report is filed with the Board by the CEO, or the CEO's designee, on or before the date of each regularly scheduled meeting for the time period since the board's previous regularly scheduled meeting.

The Board may adopt purchasing regulations to govern the purchase of specified goods and services by the Secretary/Treasurer without requiring prior certification by the Board.

The Secretary/Treasurer shall be a member of the Executive Committee, and shall perform such other duties as the Chairperson may assign or as may be delegated by these Bylaws or by the Board.

Section 6. Vacancies in Office and Removal of Officers

Vacancies in office shall be filled by majority vote of the Board, except that the Vice-Chairperson shall automatically succeed the Chairperson if the Chairperson fails to serve his or her term of office for any reason.

The Board may remove an officer with or without cause by affirmative vote of ~~at~~ two-thirds of Trustees where a quorum is present, at a special meeting called for that purpose, provided however the officer who is subject to removal shall not vote on such matter. Removal of an officer for cause can include, but is not limited to:

- Gross or willful neglect of the duties of office
- Misuse of funds
- Conviction of a felony
- Intentional failure to support the mission of the Hospital, its staff, or programs
- Failure to inform the Board about issues that might impact Board decisions

Any removal from an officer position shall not impact the Trustee's position as a Board member.

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Section 7. Resignation

Any Trustee may resign at any time by giving written notice to the Board. The resignation of any Trustee shall take effect upon receipt of notice of such resignation or such later date as shall be specified in such notice; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

VI. COMMITTEES

Section 1. Purpose

In order to effectively accomplish the objectives of the Hospital, committees deemed necessary by the Board shall be appointed by the Board Chairperson, unless otherwise specified in these Bylaws. The committees shall have such powers and duties, consistent with the Bylaws, as may be determined by the Board. Committees may be abolished if no longer needed. Members are expected to attend a minimum 50% of the

committee meetings during the year unless absent with prior approval. Committee members and the chairperson of each will serve a term of one year or until the first meeting of the new year. Members can serve more than one year terms on a committee if the Board desires continuity.

The Board, acting as a committee of the whole, shall perform all functions not otherwise assigned to a Standing or Special Committee.

Section 2. Standing Committees

- A. There shall be five (5) Standing Committees of the Board: the Executive Committee, the Medical Affairs Committee, Finance Committee, Building/Grounds Committee, and Joint Conference Committee.

Minutes will be kept of all committee meetings.

Committee members will be appointed on a yearly basis by the Board Chairperson.

A Trustee from each committee will be selected as the chairman and will report to the full board regarding meetings held.

If a Trustee is unable to attend a committee meeting they will attempt to find another board member to attend that meeting.

- B. Executive Committee. The Executive Committee shall consist of the Board Chairperson, Vice Chairperson, and Secretary/Treasurer. The Board Chairperson will be the chair of the committee. The Hospital CEO and Chief Financial Officer shall be ex-officio members of the Committee, attending and participating in meetings but without voting power.

The Executive Committee shall represent and act on behalf of the Board, subject to such limitations as may be imposed by these Bylaws, on matters arising during the interim between meetings of the Board of Trustees. Any actions taken or imposed by the Executive Committee shall be submitted to the Board of Trustees for ratification at the next meeting.

As the need may arise, the Executive Committee may also function as the Board representatives to the Joint Conference Committee.

- C. Medical Affairs Committee. The Medical Affairs Committee shall consist of three (3) board members appointed by the Board Chairperson. The Hospital CEO and Organizational Excellence/Quality Director shall be ex-officio members of the Committee, without vote, and Medical Staff members will attend on an as needed basis.

The Medical Affairs Committee shall meet monthly to review and make recommendations on physician credentialing, discuss concerns and issues with physician relationships, assist with physician recruitment and review physician contracts on an as needed basis. This committee is also responsible for review of the Medical Staff bylaws and rules and the Hospital bylaws.

- D. Finance Committee. The Finance Committee shall consist of the Chairperson of the Board, and two (2) Trustees appointed by the Chairperson. The Hospital CEO and Chief Financial Officer shall be ex-officio members of the Committee, without vote, and other management team members may attend on an as needed basis.

The Finance Committee shall meet monthly to review monthly financials, proposed financial contracts, budgets, yearly employee compensation, and unbudgeted capital expenditures.

- E. Building/Grounds Committee. The Building/Grounds Committee shall consist of three (3) Trustees appointed by the Chairperson of the Board. The Hospital CEO, Senior Team Members, and Plant Operations Manager shall be ex-officio members of the Committee, without vote, and other management team members may attend on an as needed basis. The Building/Grounds Committee shall meet on an as needed basis to discuss issues related to the building and grounds of the Hospital.

- F. Joint Conference Committee.

The Joint Conference Committee shall consist of three members of the Board and three members of the Medical Staff, who shall be appointed by the Chairperson of the Board and the President of the Medical Staff, respectively. The Board Chair will function as Chair of Joint Conference Committee.

The Joint Conference Committee is a forum for the discussion of matters of Hospital and Medical Staff policies and practices. The Committee shall review, discuss, provide recommendations and/or act with regard to matters referred to it by the Board or as may be required by these Bylaws or by Federal or State laws.

The Joint Conference Committee shall meet as needed and shall transmit written reports of its activities and recommendations to the Medical Staff and the Board.

Section 3. Special Committees.

Special Committees may be created by the Chairperson with the approval of the Board for such special tasks as circumstances warrant, and the members shall be appointed by the Chairperson. The Board may appoint advisory members of these committees who are not members of the Board and who shall have no vote on matters coming before the Board. Such special committees shall limit their activities to the accomplishment of the task for which they were created and appointed, and shall have no duties or authority to act except as may be specifically conferred by action of the Board. Special committees shall transmit written reports of their proceedings, recommendations and actions to the Board. Special committees shall be considered as ad hoc committees. Upon completion of the task for which appointed, such ad hoc committees shall be discharged.

VII. CHIEF EXECUTIVE OFFICER

Section 1. Selection and Accountability.

The Board shall select and employ or contract with a competent experienced individual who shall be the Chief Executive Officer of the Hospital, and who shall act in all matters as the duly authorized representative of the Board in the management and operation of the Hospital. Alternatively, the CEO may be employed by the Hospital's management company, if any, provided the CEO is fully accountable to the Board in accordance with this Section VII. The CEO shall have the necessary authority and shall be held fully accountable for the administration of the Hospital in all its activities, subject only to such policies as may be adopted and such directives as may be issued by the Board or by any of the Committees to which the Board has delegated power for such action. The CEO shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board has not formally designated some other person for that specific purpose, and shall be responsible only to the Board of Trustees for the proper performance of his or her duties. The CEO may be employed or contracted directly by Hospital or through a management agreement with the Hospital's management company, if any.

The CEO is fully accountable to the Board for the development, implementation and maintenance of an effective organization and an aggressive and competitive marketing and public relations strategy, and a sound financial approach to achieve operating and capital budgetary guidelines. These organizational and financial activities will be reviewed by the Board, with statistical and financial monitoring reports presented regularly. Implementation of these activities will be consistent with the

requirements of planning, regulatory and inspection agencies. The authority to accomplish these tasks is hereby delegated to the CEO by the Board.

Section 2. Authority and Duties of the CEO

In addition to the foregoing, the authority and duties of the CEO shall include:

- A. responsibility for carrying out all policies established by the Board;
- B. preparation of and submission to the Board for approval a plan of organization of the departments and services of the Hospital;
- C. preparation of an annual budget showing the expected receipts and expenditures for consideration by the Board;
- D. supervision of all business affairs, such as records of financial transactions, collection of accounts, purchase of supplies or equipment in a maximum amount determined and approved by the Board to be permissible without prior Board approval, and ensure all funds are collected and expended to the best possible advantage;
- E. recruitment, selection, employment, compensation, supervision, discipline and discharge of all employees of the Hospital;
- F. enforcement of all rules and regulations for the proper conduct of the Hospital, made by and under the authority of the Board, and formulate, establish and enforce such additional procedures, rules and regulations and policies as may be necessary to provide for the proper admission, care, safety and discharge of patients, subject only to these Bylaws and those of the Medical Staff;
- G. see that all physical properties are kept in a good state of repair and operating condition;
- H. cooperate with the Medical Staff and secure like cooperation on the part of all those concerned with the rendering of professional services, so that optimal care may be rendered to all patients;
- I. serve as the liaison and communications channel for communications between and among the Board or any of its Committees, the Medical Staff, the Auxiliary, and the various departments of the Hospital;

- J. submit monthly reports to the Board or its authorized committees showing the professional services and financial activities of the Hospital, and prepare and submit such special reports as may be required by the Board;
- K. interpret the meaning of the Bylaws and all other regulations and policies adopted by the Board as they may apply to all parties affected by them (except the Board itself). In the event of dispute or uncertainty, the CEO's interpretation shall govern until a ruling by the Board is made;
- L. attend all meetings of the Board and its committees and have a voice in formulating policies; and
- M. participate in local, state and national hospital and health-related activities, and serve as the official representative of the Hospital at meetings of hospital industry and professional groups and community service organizations.
- N. organize the day-to-day functions of the Hospital through appropriate departmentalization and delegation of duties;
- O. establish formal means of accountability on the part of subordinates to whom duties have been assigned;
- P. conduct inter-departmental and departmental meetings; attend or be represented at such meetings; and report to the Board and department heads as appropriate;
- Q. perform any other duties that may be necessary in the best interests of the Hospital.

Membership in the following organizations has been determined to be directly related to the CEO's job and to meet the Hospital's public purpose, and the CEO's membership dues in these organizations shall be paid by the Hospital: The American Hospital Association, The Iowa Hospital Association, The American College of Healthcare Executives, The Bloomfield Optimists Club, the Bloomfield Rotary Club, Davis County Development Corp., Bloomfield Main Street Inc., and such other organizations as the Board may determine, from time to time, to meet the requisite public purpose.

In the event of conflict between these Bylaws and the formally adopted Job Description for the CEO, the Job Description adopted by the Board shall control.

Section 3. Performance Review

The Board shall conduct an annual evaluation of the CEO's performance. All Trustees will be given an opportunity to participate in the evaluation, which shall be accomplished, documented and presented to the CEO not later than 30 days after the CEO's anniversary date.

VIII. MEDICAL STAFF

Section 1. Organization and Eligibility

There shall be a medical staff organization, to be known as the Medical Staff of Davis County Hospital (the "**Medical Staff**"), whose membership shall be comprised of licensed physicians, dentists, podiatrists and affiliate health professionals who are privileged to attend patients in the Hospital.

Membership in this Medical Staff organization and the exercise of clinical privileges in the Hospital shall be granted by the Board of Trustees, in accordance with criteria and policy established by the Board and by the Medical Staff in cooperation with the Board, as may be amended from time to time.

Eligibility for membership and privileges shall be based upon professionally justifiable criteria related to patient care and the administration of the hospital. Membership in a state or county professional society shall not be a prerequisite to holding membership or privileges.

Section 2. Medical Staff Bylaws, Rules and Regulations

A. Purpose

The Medical Staff shall have the initial responsibility to formulate and recommend to the Board bylaws and other rules and regulations for its internal governance which shall be effective when approved by the Board. The Medical Staff shall organize themselves into an administrative unit and adopt such Bylaws and policies to discharge the functions and responsibilities assigned to the Medical Staff by the Board, as deemed to be in the best interest of patient care in the Hospital. The Bylaws, and other rules and regulations which may be adopted from time to time, shall state the purpose, functions and organization of the staff and shall set forth the policies by which the Medical Staff operates and exercises its delegated authority and responsibilities.

The power of the Board of Trustees to adopt or amend Medical Staff Bylaws and policies shall not be dependent upon notification, recommendation, or approval by the Medical Staff.

B. Procedure

If the Medical Staff fails to exercise its responsibility to formulate, adopt and recommend bylaws, rules and regulations and amendments thereto in good faith and in a reasonable, timely and responsible manner, the Board may resort to its own initiative in formulating or amending the Medical Staff Bylaws, and other rules and regulations. In such event, the recommendations and views of the Medical Staff shall be carefully considered by the Board during its deliberations and in its actions.

Section 3. Medical Staff Membership and Clinical Privileges

A. Delegation to the Medical Staff

The Board shall delegate to the Medical Staff the responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership status, clinical privileges and corrective action, and shall require that the staff adopt and forward to it specific written recommendations with appropriate supporting documentation that will allow the Board to take informed action.

B. Action by the Board

Final action on all matters relating to Medical Staff membership status, clinical privileges and corrective action shall be taken by the Board after considering the Medical Staff recommendations, provided that the Board shall act in any event if the Medical Staff fails to adopt and submit any such recommendation within the time periods set forth in the Medical Staff Bylaws. Such Board action without a Medical Staff recommendation shall be based on similar investigation and evaluation of current ability, judgment, and character as is performed by the Medical Staff in its recommendations.

C. Criteria for Board Action

In acting on matters of Medical Staff membership and privileges, the Board shall consider the recommendations of the Medical Staff, the supporting information on which they are based, the needs of the Hospital and the community, and such additional criteria as are set forth in the Medical Staff Bylaws. No aspect of

membership status nor specific clinical privileges shall be limited or denied to a practitioner on the basis of sex, age, race, disability, creed, color, or national origin, or on the basis of any other criterion unrelated to the practitioner's qualifications, the practitioner's ability to practice safely and effectively, the Hospital's purposes, needs and capabilities, or community needs.

D. Terms and Conditions of Staff Membership and Clinical Privileges

The terms and conditions of membership status in the Medical Staff, and of the exercise of clinical privileges, shall be as specified in the Medical Staff Bylaws or as more specifically defined in the notice of individual appointment.

E. Procedure

The procedure to be followed by the Medical Staff and the Board in acting on matters of membership status, clinical privileges, and corrective action shall be specified in the Medical Staff Bylaws.

Section 4. Due Process

The Board shall require that any adverse recommendation made by the Medical Staff or any adverse action taken by the Board with respect to a practitioner's staff appointment, reappointment, clinical affiliation, staff category, admitting prerogatives or clinical privileges, shall, be accomplished in accordance with the Medical Staff Bylaws, except as otherwise provided in the Medical Staff Bylaws or as deemed appropriate by the Board. Such Bylaws shall provide for procedures to assure fair treatment and afford opportunity for the presentation of all pertinent information. For the purposes of this Section, an "adverse recommendation" of the Medical Staff Executive Committee and an "adverse action" of the Board shall be as defined in the Medical Staff Bylaws.

Section 5. Exclusive Contracts

The Board shall have the authority, from time to time, to enter into contracts or employment relationships with practitioners, partnerships or corporations to provide certain administrative services or assume responsibility for certain hospital-based specialty services such as radiology, pathology and anesthesiology, and for hospital services such as physical therapy, pharmacy and dietary. All persons functioning pursuant to such contracts or employment relationships, who would be subject to provisions of the Medical Staff Bylaws, shall obtain and maintain staff

appointment and/or clinical privileges in accordance with the Medical Staff Bylaws.

If a question arises concerning clinical competence that may affect such individual's staff appointment or clinical privileges during the term of the contract, that issue shall be addressed in the same manner as would pertain to any other medical or allied health professional staff appointee. If a modification of privileges or appointment occurs that prevents the individual from performing his contractual duties, the contract shall automatically terminate.

Clinical privileges and staff appointment that are necessary to carry out the obligations of the contract or employment shall be valid only during the term of the contract. In the event the contract or employment expires or is terminated for any reason, the clinical privileges and any staff appointment resulting from the contract or employment shall automatically expire at the time the contract or employment expires or terminates. This expiration of clinical privileges and staff appointment or the termination or expiration of the contract itself, shall not entitle the individual to any hearing or appeal, unless there is a specific provision to the contrary in the contract. In the event that only a portion of the individual's clinical privileges are covered by the contract or employment, only that portion shall be affected by the expiration or termination of the contract or employment.

Specific contractual or employment terms in an individual's written contract approved by the Board shall in all cases be controlling in the event that they conflict with provisions of the Medical Staff Bylaws.

Section 6. Reports to Board of Trustees

A representative of the Medical Staff, as delegated in the Medical Staff Bylaws, shall report to the Board of Trustees at all meetings. These reports can be written or oral.

IX. QUALITY OF MEDICAL, PROFESSIONAL AND HOSPITAL SERVICES

Section 1. Responsibility

The Board shall require, after considering the recommendations of the Medical Staff and the other health care professional staff providing patient care services, specific review and evaluation activities to assess, preserve and improve the overall quality and efficiency of patient care in the Hospital and to minimize risk. The Board, through the CEO, shall provide whatever administrative assistance is reasonably necessary to support and facilitate the implementation and the ongoing operation of these review and evaluation activities.

Section 2. Accountability to Board

The Medical Staff, other health care professional staff, and administration shall conduct, and be accountable to the Board for conducting, activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided in the Hospital and to the minimization and management of risk. These activities shall include:

- A. review and evaluation of the quality of patient care through a valid and reliable patient care audit procedure;
- B. review and evaluation of the effectiveness of the Hospital's quality improvement and risk management programs;
- C. ongoing monitoring of patient care practices through the defined functions of the Medical Staff, other professional services, and the CEO;
- D. definition of the clinical privileges which may be appropriately granted within the Hospital and within each department, delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment, and assignment of patient care responsibilities to other health care professionals consistent with individual qualification and demonstrated ability;
- E. provision of continuing education, shaped primarily by the needs identified through the review and evaluation activities;
- F. review of utilization of the Hospital's resources to provide for their allocation to patients in need of them; and
- G. such other measures as the Board may, after considering the advice of the Medical Staff, the other professional services, and the CEO, deem necessary for risk management and the preservation and improvement of the quality and efficiency of patient care.

Section 3. Documentation

The Board shall require, receive, consider and act upon the findings and recommendations emanating from the activities required by Section 2. All such findings and recommendations shall be in writing, signed by the persons responsible for conducting the review activities, and supported and accompanied by appropriate documentation upon which the Board can take informed action.

Section 4. EMTALA Obligations

The Hospital will comply in all respects with the requirements of the Emergency Medical Treatment and Active Labor Act (“EMTALA”). The Hospital and Medical Staff will develop and implement appropriate policies and procedures to comply with EMTALA.

Medical Screening Examination. For any individual who comes to the Hospital, and on whose behalf a request for examination or treatment for a medical condition is made, an appropriate medical screening examination shall be provided within the capabilities of the Emergency Department (and ancillary services routinely available to the Emergency Department) to determine whether or not an emergency medical condition exists.

The Board expressly recognizes that the following categories of health care professionals are qualified by training and expertise to provide an appropriate medical screening examination required under EMTALA: Authorized Providers of Medical Screening Examinations: Physician, Advanced Registered Nurse Practitioner, or Physician Assistant as well as an RN or EMT as outlined below:

Commented [FSJ1]: Are you using PAs? If so, we better include them.

~~1. Physician or ARNP Examination Required. A physician or advanced registered nurse practitioner (“ARNP”) under the supervision of a physician shall be called to perform the medical screening examination in the event that any of the following symptoms or conditions is identified:~~

- ~~• Significant trauma causing bleeding, severe pain, possible fracture, possible head/thoracic injury or intra-abdominal injury or lacerations requiring sutures.~~
- ~~• Chest pain~~
- ~~• Acute dyspnea~~
- ~~• Coma~~
- ~~• Seizure~~
- ~~• Psychiatric emergency~~
- ~~• Fracture~~
- ~~• Burn greater than 2nd degree or 2nd degree burns to the hands, feet, genitals or face, or burns to a patient under age 6~~
- ~~• Uncontrolled bleeding from any orifice~~
- ~~• Poisoning/drug overdose~~
- ~~• Cardiac/respiratory arrest~~
- ~~• Acute diabetic symptoms~~
- ~~• Emergency childbirth/miscarriage~~
- ~~• Persistent vomiting and diarrhea (any signs of dehydration or has vomited clear fluids 3 or more times and has passed 3 or more watery diarrhea stools)~~

- ~~• Foreign body in the eye~~
- ~~• Shock~~
- ~~• Acute change in mental status~~
- ~~• High temperature (above 104 degrees, or when measures fail to decrease any fever, or any fever in a child under 3 months of age, or febrile seizure, or above 101 degrees with a tachycardia above 105 in adult or above 120 in a child)~~
- ~~• CVA or transient ischemic attack~~
- ~~• Any pain that the patient describes as severe, with physical signs of substantial pain (splinting, guarding, walking bent over, etc.)~~
- ~~• Acute circulatory deficit in a limb~~
- ~~• Severe or sudden headache (new onset or change from previous headaches)~~
- ~~• Patient's condition is such that hospital admission is required~~
- ~~• Patient considered acutely ill by nursing staff~~
- ~~• Nursing personnel have specifically requested attendance by physician (nurse is not comfortable with the situation)~~
- ~~• Situations which could lead to litigation (e.g. car accidents, alleged rapes, alleged abuse)~~

~~21. RN Assessment Allowed. Any registered nurse employed by the Hospital and assigned to the Supervisor/Emergency Department may perform a nursing assessment in consultation with a physician or ARNP by telephone in the absence of the signs and symptoms listed above in Paragraph 1. The determination of the patient's condition shall be made by the physician, ~~or ARNP, or PA.~~ For purposes of EMTALA, the physician's, ~~or ARNP's or PA's~~ determination, based on the nursing assessment, will be considered the medical examination. If it is determined that the patient is in an emergency medical condition, a physician, ~~or ARNP, or PA~~ shall provide further examination and treatment.~~

Commented [FSJ2]: Remove reference to PA if you are not using/allowing PAs to cover ED.

~~3. Mid-level Providers. Mid-level providers ("ARNP") may provide emergency services (including a medical screening examination under EMTALA) provided a physician is assigned, available and on call when these providers are staffing the Emergency Department. In providing such services, the Mid-level will also comply with Policy Number: ADM-PHY.001 or any other policy adopted by the Hospital regarding Mid-level emergency medical services. The following "situations" require notification of the physician back up as soon as knowledge of the patient "situation" is known:~~

- ~~• Major or multiple traumas, i.e. burn assessment and treatment per ER policy.~~
- ~~• Major head injury~~

- ~~• Gunshot wounds seriously affecting airway, breathing, and/or circulation~~
- ~~• Traumatic amputation of major limb~~
- ~~• Emergency OB deliver~~
- ~~• Major pediatric trauma affecting airway, breathing and/or circulation~~
- ~~• Chest trauma with compromised airway~~

24. EMT's--Any EMT employed by the Hospital to provide emergency service in the field is authorized to perform an EMT's assessment, which may form the basis for a medical screening examination in consultation with a physician, ~~a Mid level or physician designee.*ARNP or PA~~ Upon completion of the assessment, the EMT will describe the results of the assessment to the emergency room physician, ~~Mid level or physician designee ARNP or PA~~. ~~If the report is given to a physician designee, the designee will describe results of the EMT assessment to the individual's private physician or the physician on call, who will determine whether the individual is in an emergency condition and enter orders for transport and any further examination or treatment during transport or whether further assessment is required to determine whether an emergency medical condition exists.~~

~~* Physician designee is a registered nurse employed by the Hospital, who has successfully completed ACLS, and is functioning as the Supervisor/Emergency Department RN.~~

X. CONFLICT OF INTEREST

Section 1. Statement of Policy

All Trustees and Medical Staff members shall exercise the utmost good faith in all transactions touching upon their duties to the Hospital and its operations. In their dealings with and on behalf of the Hospital, they shall be held to a strict rule of honesty and fair dealing between themselves and the Hospital. All acts of such persons shall be for the best interests of the Hospital. Such persons shall not accept any material gifts, favors, or hospitality that might influence their decision making or actions affecting the Hospital. They shall not use their positions or knowledge gained there from so that a conflict might arise between the interest of the Hospital and that of the individual.

Hospital and Trustees will comply with the conflict of interest provisions outlined in Iowa Code § 347.9A.

~~In accordance with Iowa Code § 347.9A, a person or spouse of a person who receives direct compensation in an amount greater than one thousand five hundred dollars in a calendar year from the Hospital, or a person or~~

~~spouse of a person with medical or special staff privileges in the Hospital, shall not be eligible to serve as a Trustee for the Hospital.~~

~~If a Trustee or a Trustee's spouse has a direct interest of less than \$1500 or an indirect interest in any amount, the transaction is deemed a conflict of interest, but is not voidable if:~~

- ~~• The material facts of the transaction and the interest is disclosed or known by the Board.~~
- ~~• The Board authorized, approve, or ratified the transaction by vote of a majority of the disinterested Trustees at a meeting where a quorum was present and at least three trustees were disinterested; and~~
- ~~• The transaction was fair to the Hospital at the time of the transaction~~

Section 2. Procedures for Disclosure

Any Trustee or Medical Staff member having an actual or potential interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification, shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Hospital's interest.

The body to which such disclosure is made 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 deliberations with respect to such contract or transaction.

The foregoing requirement shall not be construed to prevent the individual with a possible conflict from briefly stating his or her position on the matter, or from answering pertinent questions from other members of the Board, since his or her knowledge may be of assistance to them in their deliberations. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

XI. SUPPORTING ORGANIZATIONS

Section 1. Supporting Organizations.

The Board may approve any group or organization wishing to assist in the physical improvement of the Hospital property and the well being of patients at the Hospital. Upon approval by the Board, these organizations may function in the Hospital as authorized by the Board, subject to the following rules and conditions:

- A. Such organizations shall operate under rules and bylaws submitted to and approved by the Board of Trustees in a manner consistent with the purpose and operations of the Hospital.
- B. Each organization shall report to the Board of Trustees on its business and activities. Organizations shall not implement any program, service or construction or use the name of the hospital or the Board of Trustees in solicitation of funds or promotion of activities without the approval of the CEO or Board of Trustees.
- C. All funds and properties of each organization shall be the funds and property of the Board of Trustees which may permit individual organizations to maintain bank accounts and make deposits and expenditures for approved activities. Management of funds and property shall be subject to such reasonable restrictions and reporting as the CEO, as agent of the Board of Trustees, may require, in order to facilitate the preparation of information returns, audits and financial statements, and in order to safeguard such funds and properties. Individual officers, board members, and volunteers may be required to give bond commensurate with their responsibilities over funds and property of organizations. Supporting organizations may be separately incorporated, but all shall function as supporting organizations of the hospital.
- D. Each organization shall agree to work with the hospital CEO and to submit all proposed changes in Bylaws, policies, and procedures as shall be promulgated from time to time.

Section 2. Hospital and Auxiliary

The Board hereby authorizes the Davis County Hospital Auxiliary (the “**Auxiliary**”) and Davis County Hospital Foundation (the “**Foundation**”) to become an integral part of the Hospital under the terms and conditions set out hereunder.

The Board Chairperson shall appoint one (1) Trustee to the Foundation.

The Auxiliary and Foundation may have bank accounts and savings accounts by reason of its own income from dues, activities, and gifts, and

to affect disbursements solely for equipment or physical improvement of the Hospital or projects affecting treatment of Hospital patients.

The Auxiliary and Foundation will undergo a yearly audit that is acceptable to the Hospital auditors.

According to government accounting practices the Auxiliary and Foundation financial statements are combined with the hospitals for year-end reporting.

The Auxiliary and Foundation shall agree to work cooperatively with the Hospital CEO on acquisition and disbursement of funds and shall submit all changes to its Bylaws, rules and regulations to the Board for approval.

XII. CAPITAL EXPENDITURES AND IMPROVEMENTS

The Board shall comply with the Code of Iowa with respect to Hospital improvements. On an annual basis, a capital expenditures budget shall be approved by the Board for the next fiscal year, and submitted to the county auditor before March 15 each year. Emergency or unbudgeted capital expenditures will be approved on an item-by-item basis as described in the Hospital's Capital Expenditures and Repairs Policy.

XIII. LIABILITY, DEFENSE, AND INDEMNIFICATION.

In accordance with Iowa Code Section 670.8 and other applicable law, as the same may be amended from time to time, or any corresponding provisions of any succeeding law, the Board of Trustees shall defend, hold harmless and indemnify its trustees, officers, CEO, and employees against any tort claim or demand, whether groundless or otherwise, arising out of an alleged act or omission occurring within the scope of their employment or duties, except with respect to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for (i) receipt of an improper financial benefit to which he/she is not entitled; or (ii) a knowing violation of law; or (iii) acts or omissions involving fraud, bad faith or willful misconduct. Notwithstanding the foregoing provisions, no trustee, officer, CEO or employee shall be indemnified by the Board of Trustees to the extent prohibited or limited (but only to the extent limited) by applicable law.

The Board of Trustees may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the Hospital or Board would otherwise be required to indemnify the person against the liability.

Notwithstanding any provision to the contrary, any right to indemnification shall be null and void to the extent that its existence would result in the loss of tax exempt status of Hospital or would be a prohibited transaction under any law or regulation, state or federal.

XIV. AMENDMENTS

These Bylaws may be amended by not less than ~~four (4) affirmative~~ a majority of Trustees ~~votes~~ at any regular or special meeting, provided due notice of intention to amend and a full statement of such proposed amendment shall have been published in the notice calling the meeting. These Bylaws shall be reviewed annually.

The Amended and Restated Bylaws of the Board has been reviewed, revised, adopted and approved this _____ day of _____, 2021+4.

Chairperson, Board of Trustees

Attest:

Secretary/Treasurer, Board of Trustees