

# MEMORIAL HOSPITAL OF SHERIDAN COUNTY

## BOARD OF TRUSTEES

### BYLAWS

- Section 1. The Memorial Hospital of Sheridan County shall be governed by a Board of Trustees as established by the Laws of the State of Wyoming whose members shall be the sole voting members of said Board of Trustees.
- Section 2. The Board of Trustees shall have complete charge, control, and management of the property, affairs, and funds of the hospital.
- Section 3. The Board of Trustees shall meet at least monthly at the hospital or other designated place to conduct the affairs of the hospital. Special meetings may be called by the President of the Board of Trustees or by any three members of the Board of Trustees.
- Section 4. For regular or special meetings of the Board of Trustees, a quorum shall be constituted by four members of said Board.
- Section 5. A. The officers of the Board of Trustees shall be a President, a Vice-President, Secretary, and Treasurer, and such other officers as the Board of Trustees may authorize, all of whom shall be elected by the Board from among its own membership at the first regular meeting after the first Monday in July of each year and shall hold office for a period of one year or until their successors shall have been duly elected and qualified.
- B. The President shall call and preside at all meetings of the Board of Trustees and shall be ex-officio member of all committees.
- C. The Vice-President shall act as President in the absence of the President, and when so acting, shall have all the power and authority of the President.
- D. The Secretary shall act as Secretary of the Board of Trustees. He shall act as custodian of all records and reports of the Board of Trustees. He shall be responsible for keeping and reporting of adequate records of all transactions and of the minutes of all meetings of the Board of Trustees.
- E. The Treasurer shall have custody of all general and special funds of the hospital. The Treasurer shall see that a true and accurate accounting of the

transactions of the hospital is maintained, that proper and adequate financial reports are presented to the Board of Trustees monthly, and that all expenditures are authorized in an approved budget or by specific action of the board. The Treasurer shall be bonded as required by laws, the premium for such bond to be paid by hospital funds.

Section 6. Committees of the Board of Trustees shall be standing or special as determined by the Board of Trustees and the board may act as a committee of the whole. The standing committees shall be the Finance Committee, the Quality Committee, and such other committees as the Board of Trustees may authorize.

Section 7. Recognizing the value of an auxiliary for patients and the hospital in general it is therefore provided that such an auxiliary may be formed by interested persons of the community for the purpose of aiding the Board of Trustees and its management in promoting the services of the hospital and in maintaining good public relations with the community.

Section 8. Memorial Hospital of Sheridan County shall indemnify each of its members of the Board of Trustees, Administration, or medical staff while acting in an administrative capacity against, and it shall save them harmless from, all claims, demands, causes of actions, and claims for relief, which may, at any time, be asserted or brought back against anyone or more of them as the result of, or in connection with, their performance or failure to perform any act, deed or activity in their capacity as a member of the Board of Trustees, Administration, or medical staff. This indemnification shall extend to and include all reasonable costs and expenses, including legal fees. Memorial Hospital of Sheridan County shall not be required to indemnify anyone against claims, demands, claims for relief, or cause of action based upon, or arising out of intentional, wanton, or willful misconduct or malfeasance.

Section 9. Reviews of the Constitution and Bylaws shall be in compliance with the law and accreditation requirements. Recommendations for modifications or additions shall be addressed in accordance with Article VIII of the Constitution.

- Section 10. Recognizing the importance of self evaluation, the Board of Trustees shall periodically conduct a review of its activities and performance. The specific evaluation methods or program used shall be selected by the Board.
- Section 11. The Administrator and Medical Staff shall provide timely and accurate information on the operations of the hospital, professional medical activities, and other topics as requested.
- Section 12. Every member of the Board of Trustees, employee, and Medical Staff member shall disclose all conflicts of interest. Any Trustee or Administrator having a conflict of interest shall not vote or attempt to influence voting of the other members relative to the contracts or transactions under consideration. Any Trustee or Administrator may answer pertinent questions of other members since their knowledge may be of assistance. The Trustee or Administrator shall absent themselves during consideration, discussion, and voting on all contracts or transactions in which they have a conflict. No contract shall be void for conflict of interest when that conflict has been disclosed in good faith.

Dated this 28<sup>th</sup> day of September 2005.

  
Chairman of the Board of Trustees

  
Secretary of the Board of Trustees

\*\*Addendum number two, dated June 15, 1988, requiring medical staff to carry medical malpractice insurance in the amount of one millions dollars per occurrence is reaffirmed.