

PLATTE COUNTY HOSPITAL DISTRICT BYLAWS

The following constitutes the Bylaws of the Platte County Hospital District, hereinafter referred to as “the District.”

ARTICLE I

PURPOSE

Section 1. General:

The District is established pursuant to Sections 35-2-401 to 35-2-436 of Wyoming Statutes. The District is organized for charitable, scientific and educational purposes. No part of the net earnings of the District shall inure to the benefit of, or be distributable to any private individual, except that the District shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2. Specific Purposes:

The specific purposes of the District shall be:

- (a) To establish, support, manage and furnish facilities, personnel and services to provide diagnosis, medical, surgical and hospital care, extended care, outpatient care, home care and other hospital and medically related services, independent living, assisted living and nursing home care, without regard to race, creed, color, sex or national origin.
- (b) To carry on such activities related to the promotion of health, which in the opinion of the Board of Trustees, hereinafter referred to as the “Board”, may be justified by the facilities, personnel, funds or other requirements that are or can be made available.
- (c) To engage in any and all activities consistent with or in furtherance of the above purposes.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Management:

- (a) All powers of the District shall be exercised by and under the authority of the duly elected Board of Trustees, and the property, business and affairs of the District shall be managed under the direction of the Board.

- (b) The Board shall have full power and authority to create, prescribe and approve bylaws. The Board shall have the authority to approve the selection and employment or removal of the facilities' Administrator.
- (c) The Board may also institute procedures to provide for:
 - (1) Orientation of newly elected Board members to Board functions and procedures;
 - (2) Periodic re-examination of the relationship of the hospital to the total hospital community;
 - (3) A program of continuing education to be made available to all members of the Board; and
 - (4) The establishment and monitoring of an effective nursing home care and hospital care quality assurance program.

Section 2. Composition of the Board:

- (a) The Board shall consist of a non-partisan Board of Trustees, composed of seven (7) residents of Platte County, Wyoming, elected in accordance with Wyoming Statute 22-29-101 et seq. Only those residents who are eligible to serve pursuant to Wyoming Statute 35-2-404(b) shall be elected as Trustee (any qualified elector resident in a hospital district is eligible to hold the office of hospital district trustee in the hospital district except employees of the district). Those elected shall be qualified, and their term shall begin within ten (10) days after notification of election or appointment, and after taking the oath of office as provided in Wyoming Constitution Article VI, Section 20. The Trustee shall sign and transmit a written oath as provided in Wyoming Statute 22-29-118. Terms of office shall be as set forth in Wyoming Statute 35-2-404. Trustee elections shall be held according to Wyoming Statute on the Tuesday following the first Monday in November, in conjunction with the general election. The Trustees shall be eligible for reelection to succeed themselves. There shall be no honorary or ex-officio members of the Board of Trustees.

The Secretary of the District, or secretary designee, shall publish the proclamation and notices as set forth in Wyoming Statute 22-29-112.

Section 3. Vacancies.

A vacancy on the Board of Trustees, created by the occurrence of any event noted in W.S. §22-29-201, shall be filled by appointment by a majority of the remaining Trustees. If a vacancy exists in a majority of the Trustee positions, or if a majority of the Trustees cannot agree on an appointment, then the position of Trustee(s) shall be filled as provided for in W.S. §22-29-202.

Section 4. Prohibition Against Compensation of Trustees:

Trustees shall receive no compensation for any services rendered in the capacity as Trustee. However, nothing contained herein shall be construed to preclude any Trustee from receiving reimbursement from the District for expenses incurred in serving the District.

Section 5. Conflicts of Interest:

No Trustee shall vote on a matter in which the Trustee has a conflict of interest in the business of the Hospital District.

- (a) In accordance with Section 22-29-119, Wyoming Statutes, no trustee shall be directly or indirectly interested in any contract, work done or property purchased by the District. In accordance with Section 16-6-118, Wyoming Statutes, no Trustee shall become in any manner interested, either directly or indirectly, in his own name or in the name of any other person or corporation, in any contract, or the performance of any work in the making or letting of which the Trustee may be called upon to act or vote. In accordance with Section 9-13-106 of the Wyoming Statutes, no Trustee shall make an official decision or vote on an official decision if the Trustee has a personal or private interest in the matter. In determining whether the Trustee has a personal or private interest in a matter, the public official shall recognize the importance of the right to represent the Trustee's constituency and shall abstain from voting only in clear cases of personal or private interest. A Trustee shall not vote to give money or any direct financial benefit to himself except for tax reductions affecting the general public.
- (b) Each Trustee, prior to taking his position on the Board, and all present Trustees as soon as practicable after the adoption of these bylaws, shall submit in writing to the Chairman of the Board a list of all business or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with a 5% or greater interest in all outstanding voting shares, employee or agent, with which the District has, or might reasonably in the future enter into, a relationship or transaction in which the Trustee would have conflicting interests with the District or would be prohibited by Section 22-29-119, 16-6-118, or 9-13-106 Wyoming Statutes. Each written statement will be resubmitted with any necessary changes each year. The Chairman of the Board shall become familiar with the statements of all Trustees in order to guide his conduct should a conflict arise. The Vice Chairman of the Board shall be familiar with the statement filed by the Chairman.
- (c) In accordance with Section 16-6-118(b) Wyoming Statutes, at such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Trustee or any other Trustee shall make known the potential conflict, whether disclosed by the affected Trustee's written statement or not, and after the affected Trustee answers any questions that might be asked him, he shall withdraw from the meeting for so long as the matter shall continue under discussion. Should

the matter be brought to a vote, the affected Trustee shall not vote on it. In the event that he fails to withdraw voluntarily, the Chairman of the Board shall require that affected Trustee remove himself from the room during both the discussion and vote on the matter. In the event the affected Trustee refuses to remove himself from the room during the discussion and/or vote on an issue in which he has a conflict of interest, discussion on the matter shall cease until a legal determination on the issue of the conflict of interest may be obtained. In the event of an action which, in the discretion of the Board of Trustees, cannot be postponed, the Trustees shall vote on the matter. If it is ultimately determined the affected Trustee has a conflict of interest as defined herein, the Trustee shall be sanctioned as defined by Wyoming statute. In the event the conflict of interest affects the Chairman, the Vice Chairman is empowered and shall require that the Chairman remove himself in the same manner, and for the duration of the discussion and action on the matter the Vice Chairman shall preside. In the event of a conflict of interest that affects the Chairman and the Vice Chairman, the Secretary is empowered and shall require that the Chairman and the Vice Chairman remove themselves in the same manner, and for the duration of the discussion and action on the matter the Secretary shall preside.

- (d) If the matter is the item of business for which a special meeting of the Board was called, the affected Trustee shall not be counted to establish a quorum, nor shall he participate in the deliberations or vote on it.
- (e) Nothing contained in this section shall preclude any Trustee from receiving reimbursement from the District for expenses incurred in serving the District.
- (f) The minutes of the Board and all committees with Board-delegated powers shall contain:
 - (1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
 - (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.
 - (3) The Trustee's abstention from participation in the discussions and voting.
- (h) In conducting the periodic reviews provided for in Paragraph (g), the District may, but need not, use outside advisors. If outside experts are used, their use shall not

relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Section 6. Board Meeting Attendance:

Per W.S. 22-29-201 (vii) If the person who was duly elected or appointed fails to attend three (3) consecutive regular meetings of the board of directors without the board of directors having entered upon its minutes an approval for at least one (1) of those absences. This provision shall not apply to instances where failure to attend the meetings was due to a temporary mental or physical disability or illness

ARTICLE III

MEETINGS OF THE BOARD

Section 1. Regular Meetings:

Regular meetings of the Board shall be held in conformity with the Uniform Municipal Fiscal Procedures, Public Records, Documents and Meetings Act, on the fourth Wednesday of the month at the hospital or as such place and time as shall be approved by the Board at least ten (10) months of the year. The January meeting shall be the annual meeting of the Board of this District at which officers for the ensuing year shall be elected and Trustees to replace those whose terms are expiring shall take their place on the Board. The President of the Board, or in his absence, the Vice President, shall preside at all meetings of the board. The meetings of the Board shall be governed by Robert's Rules of Order, except the presiding Trustee shall be allowed to vote on every matter that comes before the Board.

Section 2. Special Meetings:

Special meetings of the Board may be called at any time by the President of the Board, by giving notice of the meeting to each Trustee and to each newspaper in general circulation, radio or television station requesting the notice. The business to be transacted at any special meeting shall be limited to those items of business set forth in the notice of the meeting. Special meetings may also be called, by written requests of five of the members of the Board of Trustees. Upon receipt of five written requests by members of the Board of Trustees, the President of the Board of Trustees shall call a meeting as set forth above.

Section 3. Emergency Meetings:

The Board may also hold an emergency meeting on matters of serious immediate concern to take temporary action without notice. Reasonable effort shall be made to offer public notice. All action taken at an emergency meeting shall be of a temporary nature and in order to become permanent shall be considered and acted upon at an open public meeting within forty-eight (48) hours.

Section 4. Executive Session:

The Trustees may hold executive sessions not open to the public in accordance with Section 16-4-405, Wyoming Statutes.

Section 5. Notice of Board Meetings:

Except as provided in these bylaws, Trustees and the Public shall be given written notice of each meeting of the Board and such notice shall set forth the time and place of the meeting and notice of the matters of business to be transacted. Such notice shall be signed by the Secretary and delivered to each Trustee either personally or by mail, or email to his residence or place of business as listed in the County office not less than three days prior to such meeting in the case of regular meetings and not less than twenty-four (24) hours prior to such meeting in the case of special meetings. Business to be transacted at any regular meeting of the Board shall not be limited to those matters set forth in the notice of meeting. The attendance of any Trustee at any such meeting without protesting the lack of proper notice at the commencement of the meeting shall be deemed to be a waiver by him of notice of the meeting.

Electronic meetings may be held as necessary per the President's recommendation.

Section 6. Quorum:

Four of the Trustees shall constitute a quorum for the transaction of business. In addition to those Trustees who are actually present at a meeting, Trustees shall be deemed as present at such meeting if a telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the act of the Board. Proxy voting shall not be permitted.

Section 7. Adjournment:

After a quorum has been established at a meeting of the Board, 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 by the Board at the meeting or any adjournment thereof. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of such adjourned meeting shall be given to the Trustees who are not present at the time of adjournment.

Section 8. Minutes:

Minutes of each meeting of the Board shall be taken by the Secretary or his designee and be disseminated to each Trustee as soon as practicable after the conclusion of the meeting.

ARTICLE IV

OFFICERS

Section 1. Officers:

The officers of the District shall consist of the President of the Board (also known as the Chairman), the Vice President (also known as the Vice Chairman), the Secretary, and the Treasurer. The officers specifically referred to above shall be elected by the Board at its annual meeting. Such officers shall hold office for the term of one year or until their successors are elected and qualified except in the event of their earlier death or resignation. Officers of the District are required to be Trustees.

Section 2. Vacancies:

A vacancy in any office because of death or resignation shall be filled by the Board for the unexpired term of such office.

Section 3. Resignation or Removal of Officers:

An officer of the District may resign at any time by tendering his resignation in writing to the Chairman of the Board. The resignation becomes effective immediately upon receipt.

Section 4. President of the Board:

The President of the Board shall preside at all meetings of the Board and shall appoint all committees and their chairmen in accordance with these bylaws. The President shall have such other duties and responsibilities as shall be delegated by these bylaws and by the Board from time to time.

- (1) The President of the Board shall be the Board's primary liaison with the Hospital and Nursing Home.
- (2) The President of the Board shall be the Board's primary liaison with the Board's legal counsel on Board issues.

Section 5. Vice President:

In the absence of the President of the Board or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and in so acting shall have all the powers and authority of the President. The Vice President shall perform such other duties as from time to time shall be assigned by the President or the Board.

Section 6. Secretary:

In the absence of both the President and Vice President of the Board or in the event of their inability to act, the Secretary shall assume the duties of the President and in doing so possess all of the powers and authority of the President. The secretary shall cause to be kept all of the records of the District except the financial records, shall record the minutes of the meeting of the Board, send out all notices of meetings, and perform such other duties as may be assigned by the Board or the President of the Board. The Secretary shall also keep or cause to be kept a current register of the names and addresses of each Trustee. The board shall have the power to hire a secretary designee, (executive secretary).

Section 7. Treasurer:

The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the District is made and that such accounting is presented to and made available to the Board.

ARTICLE V

COMMITTEES OF THE BOARD

Section 1. General:

The President of the Board may appoint the members and the chairmen of such standing committees of the Board as provided for in these bylaws. Unless otherwise specified, committee members may include non-voting persons other than the Trustees. These appointments shall be made by the first meeting of the Board after its annual meeting. In addition, the President may also appoint the members and chairmen of such special committees as the Board or the Chairman shall create. The President of the Board shall be a member of all committees ex officio, but without vote unless specifically named as a member of a particular committee.

Section 2. Standing Committees:

Members of standing committees shall be those named in subsequent sections of this Article and others created by resolution of the Board from time to time, and shall have and may exercise all of the powers provided for in these bylaws or in the resolution creating them. Standing committees shall be thoroughly informed of their duties, by the Board Chairman and shall give careful consideration to matters of policy and are expected and empowered to make recommendations to the Board. All committees shall maintain a permanent record of their findings, proceedings and actions and make regular reports thereof to the Board. Unless otherwise specified in these bylaws, standing committees shall meet at least quarterly. The Standing Committees of the Board shall be the Finance Committee, Joint Conference Committee, Physician Retention and Recruitment Committee and the Bylaws Committee.

Section 3. Special Committees:

Special committees shall be created as required, by resolution of the Board. The purpose, duties, number of members and reporting requirements of the committee shall be specified in the resolution creating the committee. In addition, special committees may be appointed by the President of the Board.

Section 4. Finance Committee:

(a) Composition:

The Finance Committee shall consist of the Treasurer or Vice President, who shall serve as its chairman, at least one other Trustee, and the Hospital or Nursing Home Chief Financial Officer who may serve as an advisor to the committee.

(b) Duties:

In addition to its general responsibility for overseeing the financial condition of the District and making recommendations to the Board thereon, the Finance Committee shall:

- (1) Cause to be prepared and shall submit to the Board in compliance with Wyoming law no later than its last meeting before the end of the fiscal year, a budget showing the expected receipts, income and expense for the ensuing year;
- (2) Cause to be prepared a resolution of fiscal policy for the ensuing year, which will include, but not be limited to, treatment of depreciation, debt retirement, auditing, handling of fund accounts, employee bonding requirements, purchasing authorization and hospital rate structure;
- (3) See to it that all District funds are properly invested and shall require prompt reports concerning such investments and shall see that income there from, after deduction of legitimate expenses, is paid into the proper fund of the District and that both principal and income are used in accordance with the terms of the trust;
- (4) Oversee the contracts for purchase of or construction of Hospital or Nursing Home facilities;
- (5) Recommend charges and tax levies in amounts necessary to operate the Hospital or Nursing Home in a fiscally sound manner;
- (6) Insure the books of the Hospital or Nursing Home are audited as required by law.

Section 5. Bylaws Committee:

(a) Composition:

The President shall appoint at least one (1) Trustee(s) and such other non-voting advisory members as the President deems necessary to the Bylaws Committee. The Committee shall be responsible for:

Duties:

- (1) Periodically reviewing the bylaws, policies and procedures of the District to insure compliance with law.
- (2) Recommending to the Board of Trustees new bylaws policies or procedures or changes in old bylaws, policies or procedures to insure compliance with law.

Section 6. Committee Members' Term of Office:

Each member of a committee shall be appointed for a year (unless otherwise specified in these bylaws), and shall continue in office until the next annual meeting of the Board and until his successor is appointed unless the committee of which he is a member shall be sooner terminated by the Board or until his death, resignation or removal, whichever first occurs.

Section 7. Committee Meetings:

Meetings of any committee of the Board may be called by the chairman of such committee by giving notice of such meeting, setting forth its time and place, delivered personally or by mail or telephone, or email, to the residence or place of business of the committee member listed in the County office at least twenty-four (24) hours prior to such meeting. Unless otherwise provided in these bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 8. Resignation or Removal of Committee Members:

A member of any committee may resign at any time by tendering his resignation in writing to the President of the Board. The Board may, by a majority vote, remove any member from a committee, with or without cause.

ARTICLE VI

AUXILIARY ORGANIZATIONS

Any auxiliary organizations that may be established by the Board shall be responsible and accountable to the Board for the discharge of those duties and responsibilities delegated to it by the Board from time to time. In establishing an auxiliary organization, the Board shall initiate or approve bylaws, delineate the purpose and function of the organization and shall initiate or approve any and all subsequent amendments thereto. Auxiliary organizations shall report to the Board in a manner established by the Board from time to time. Nothing in this Article shall require the Board to establish any auxiliary organizations and the Board shall retain the power to change, restructure, reorganize or dissolve any such organization if established. All services and functions performed by such auxiliary organizations and individual volunteers not associated with an auxiliary shall be subject to the overall supervision and direction of the Board.

ARTICLE VII

GENERAL

Section 1. Execution of Instruments:

- (a) Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts, promissory notes, deeds of trust, mortgages or other evidences of indebtedness of the District and other District instruments or documents, shall be executed, signed or endorsed by such officers or agents to the District to whom the Board, by resolution, shall have delegated such power.
- (b) Endorsement for deposit of commercial paper to the credit of the District in any of its duly authorized depositories may be made, without countersignature, by such officers or agents of the District to whom the Board, by resolution, shall have delegated such power, or by hand stamped impression in the name of the District.
- (c) All checks, drafts or other order for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the District shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

Section 2. Deposits of Funds:

All funds of the District shall be deposited from time to time to the credit of the District with such banks, bankers, trust companies, or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of the District to whom such power may be delegated from time to time by the Board.

Section 3. Construction of Terms and Headings:

Words used in these bylaws shall be read as the masculine, feminine or neutral gender, and as the singular or plural, as the content requires. The captions or headings are for convenience only and are not intended to limit or define the scope or effect of any provision of these bylaws.

Section 4. Policy:

It is the policy of the Platte County Hospital District that abusing physically or verbally any person while in the process of conducting hospital business or on Hospital or Nursing Home premises is specifically prohibited. Such conduct shall be grounds for recommendation of sanction, reprimand, removal or termination of the person committing the abuse.

ARTICLE VIII

INDEMNIFICATION

- (a) Any person (or his estate, or its personal representative) made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Trustee, officer or employee of the District, or an individual acting as an agent of the District, or serves or served in any corporation or other entity or organization in any capacity at the request of the District while he was a Trustee, officer, employee or agent of the District, shall be and hereby is indemnified by the District.
- (b) Said indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the State of Wyoming, as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is not inconsistent with the law of Wyoming.
- (c) The foregoing provision of this Article shall be deemed to be a contract between the District and each Trustee, officer, employee and agent of the District, in such capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the law of Wyoming shall not affect any rights or obligations then existing as it related to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. However, the right of indemnification provided in this Article shall not be deemed exclusive of any other rights to which any Trustee, officer, employee or agent of the District, may now be or hereafter become entitled apart from this Article.

- (d) Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of his profession.

ARTICLE IX

AMENDMENTS

These bylaws may be altered, amended, repealed or supplemented and new bylaws may be adopted by a vote of four Trustees at any meeting of the Board provided, however, that written notice of the proposed changes shall have been given to the Trustees in the notice of the meeting.

BYLAWS

Adopted: February 24, 2009

Revised: July 15, 2020

April 24, 2024

The foregoing document constitutes the **Bylaws of the Platte County Hospital District** as adopted on the 24th day of April, 2024.



Rob Hellbaum
Chairman of the Board

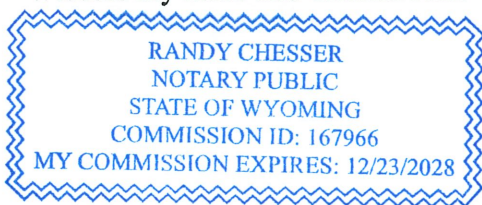
State of Wyoming)

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County of Platte)

The foregoing document was acknowledged before me by Rob Hellbaum, as Chairman of the Board of Trustees of the Platte County Hospital District this 24th day of April, ~~2020~~ 2024.

Witness my hand and official seal.



Notary Public

My commission expires: 12/23/2028