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**AMENDED BYLAWS OF THE
MEDICINE BOW RURAL HEALTH CARE DISTRICT**

The following Amended Bylaws of the Medicine Bow Rural Health Care District (the "District"), as adopted by the District's Board of Trustees this 18th day of May, 2021, hereby replace and supersede any and all previous versions of the District's Bylaws.

Article I.
Name.

1. Name. The District's full name is the **MEDICINE BOW RURAL HEALTH CARE DISTRICT**. The District was formed according to Wyoming Statute §§ 35-2-701 *et seq.*, and shall be operated at all times in compliance with all federal, state and/or local laws.

Article II.
Purpose.

1. Purpose. The purpose of the District is to provide health care and emergency medical services within the District's boundaries, as defined as all of District No. 7, Precinct 1, Carbon County, Wyoming.

Article III.
Offices.

1. Offices. The District may have one or more offices at such place or places within the State of Wyoming, as the Board of Trustees (the "Board") may from time to time determine or as the District's affairs may require.

2. Current Office. The District's current location is:

Medicine Bow Rural Health Care Clinic
514 Idaho Street
Medicine Bow, WY 82329

Article IV.
Board of Trustees.

1. Board of Trustees. The District's affairs shall be managed by a Board of Trustees, elected and/or appointed pursuant to the Special District Elections Act, Wyoming Statute §§ 22-29-101 to -603, *et seq.* All Trustees shall serve without compensation.

2. Number, Tenure and Staggered Terms. The number of the District's Board of Trustees shall be five (5). The appointment and election of Trustees shall comply with the requirements of the Special District Elections Act, W.S. §§ 22-29-101 to -601. Trustees shall hold office for four (4) year staggered terms.

3. Qualifications of Trustees; Oath. Any qualified elector living within the District's boundaries may hold office as a Trustee on the Board. A member of the Board may serve more

than one term of office. Whether elected or appointed, all new Trustees shall, within ten (10) days after notification of election or appointment, take the oath of office set forth in the Wyoming Constitution, article VI, section 20, before an officer authorized to administer oaths. The Trustee shall also complete the written oath and without delay transmit a copy of the oath in writing to the respective county clerk and to the secretary of the district thereafter, as required by W.S. § 22-29-118.

4. Board Vacancies. A vacancy on the Board may be created by the occurrence of any of the following events, as set forth in W.S. § 22-29-201:

- (i) If for any reason a properly qualified person is not elected to a trustee's office by the voters as required at a regular election;
- (ii) If a person who was duly elected or appointed fails, neglects or refuses to subscribe to an oath of office or to furnish the bond as may be required in the principal act;
- (iii) If a person who was duly elected or appointed submits a written resignation to the board of directors and the resignation has been duly accepted by the board of directors;
- (iv) If the person who was duly elected or appointed ceases to be qualified for the office to which that person was elected;
- (v) If a person who was duly elected or appointed is found guilty of a felony;
- (vi) If a court of competent jurisdiction voids the election or appointment or removes the person duly elected or appointed for any cause whatsoever, but only after that person's right to appeal has been waived or otherwise exhausted;
- (vii) If the person who was duly elected or appointed fails to attend three (3) consecutive regular meetings of the board of trustees without the board of trustees 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;
- (viii) If the person who was duly elected or appointed dies during that person's term of office;
- (ix) If declared vacant by the board of county commissioners upon the failure of the district board to comply with W.S. § 9-1-507(a)(vii) on or before December 30 of that same calendar year, after notice is given as provided by W.S. § 9-1-507(j).

Any board vacancies created by any event enumerated in W.S. § 22-29-201 shall be filled by appointment on a majority vote 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 in accordance with W.S. § 22-29-202.

5. Bond of Trustees. Each Trustee, prior to entering on the duties of the office, shall execute and file with the County Clerk of Carbon County, a bond with one (1) or more sureties, to be approved by the County Clerk, running to the State of Wyoming in the penal sum of FIVE THOUSAND DOLLARS (\$5,000.00), conditioned for the faithful performance by the Trustee of the Trustee's official duties and the faithful accounting by said Trustee for all funds and property of the District coming into said Trustee's possession and control during the Trustee's term of office. The premium, if any, on such bond, shall be paid out of District funds. Suit may be brought on a bond by any person, firm or corporation that has sustained loss or damage because of a breach of that bond.

Article V.
Board of Trustees, Powers and Duties.

1. General Powers. The District's affairs shall be managed by its Board and shall include all those powers necessary to conduct the business and create policies for the District, as provided by W.S. §§ 35-2-701, et seq., and W.S. § 35-2-703 specifically, including the power to:

- (i) Hold property and be a party to contracts;
- (ii) Sue and be sued;
- (iii) Acquire real and personal property and equipment for rural health care purposes by gift, devise, bequest or purchase;
- (iv) Enter into contracts for the acquisition by purchase or lease of real and personal property and equipment;
- (v) Convey, lease and otherwise dispose of its property for rural health care purposes;
- (vi) Establish sinking funds;
- (vii) Issue bonds for the purchase of real property and improvements and equipment;
- (viii) Make necessary rules and regulations for the proper operation of the District and file them with the county clerk for each county in which the District is located;
- (ix) Engage in activities authorized under:
 - (A) W.S. § 18-8-301, subject to specified requirements and conditions;
 - (B) W.S. § 35-2-1202(a) for the purpose of providing senior health care as defined in W.S. § 35-2-1201(b).
- (x) Employ or otherwise contract with physicians and other health care providers to provide health care services, including emergency medical services, in the district and any other persons necessary or desirable to effect the purposes of the District. As used in this

paragraph "health care provider" means a person or facility licensed, certified or otherwise authorized by Wyoming law to provide health care in the ordinary course of business or practice of a profession.

- (xi) Construct, purchase or own a hospital, nursing home and related facilities.
- (xii) Vote to increase the county mill levy beyond two (2) mills but not more than four (4) mills, as authorized by W.S. § 35-2-708(c).

2. General Duties. The Board shall be responsible for:

- (i) Establishing the policies required to operate the District and all District facilities;
- (ii) Employing competent personnel to manage District operations and to comply with all federal, state and/or local laws and/or regulations, and Board policies;
- (iii) Establishing policies to implement these Amended Bylaws;
- (iv) Maintaining District patient and client confidentiality, as required by federal, state and/or local laws;
- (v) Preparing for, attending and actively participating in Board and committee meetings;
- (vi) Disclosing and avoiding any actual or perceived conflicts of interest;
- (vii) Administering the District's finances in compliance with all federal, state and/or local laws.

3. Meetings.

(i) Regular meetings. The Board shall hold regular monthly meetings, without call or notice, on the third Tuesday of each month, throughout the year at 5:30 p.m., unless otherwise ordered by the Board. If any such date shall fall on a legal holiday, the meeting scheduled for that date shall be held at a date set by the Board at the regular meeting prior to the legal holiday. The Board's meetings shall be held at the District's principal office or such other place within Carbon County as the Trustees may agree on. Board members may participate in regular or special meetings of the Board by telephone for not more than two consecutive board meetings and only if the Board member is unable to be physically present at such a Board meeting and is excused by the Board from attending in person.

(ii) Special Meetings. Special meetings may be called by the Board President by giving notice of the meeting to each Trustee, to the Carbon County Clerk's office for publication at: <https://www.carbonwy.com/904/Medicine-Bow-Rural-Health-Care-District>, and to all newspapers within the District of general circulation. The notice shall specify the time and place of the special meeting and the business to be transacting and shall be given no less than eight (8) hours prior to commencement of the special meeting. No other business shall be considered at the special meeting. Any special meeting shall be held at the District's principal office or at such place as shall be designated in said meeting notice.

(iii) Recess of Meetings. The Board may recess any regular, special or recessed regular or special meeting to a place and at a time specified in an order of recess. A copy of the order of recess shall be posted conspicuously on or near the door of the place where the meeting or recessed meeting was held.

(iv) Executive Session. The Board may hold non-public executive sessions, if authorized by W.S. §16-4-405.

4. Committees. The Board may, from time to time, organize committees. The charge, tenure, and scope of any such committee and its members will be as specified and recorded in the Board's meeting minutes. Committee Chairperson(s) and members will be as determined by the Board. One-half of any committee membership shall constitute a quorum. Meetings of any Board committee may be called by the Chairperson of such committee by giving notice of such meeting, setting forth its time and place, and delivered personally, by mail, telephone or email to committee members at least twenty-four (24) hours prior to such meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations. Committee meetings shall be open to District Trustees, staff and the public. A member of any committee may resign at any time by written notice to the Board. The Board may, by majority vote, remove any member from a committee or dissolve any committee, with or without cause.

Article VI. Selection and Duties of Officers.

1. Officers, Elections and Terms. Annually, at the regular meeting in January, the Board shall choose from their number a President, Vice President, Treasurer, and Secretary of the District. Each officer shall hold office for a term of one year or until the officer's successor has been duly elected and qualified. An officer may hold office for more than one term.

2. Resignation or Removal of Officers; Vacancies. An officer of the District's Board may resign at any time by tendering the officer's resignation in writing to the President of the Board. The resignation becomes effective immediately on receipt. Any officer elected or appointed by the Board may be removed by a majority of the Board whenever in its judgment, the best interests of the District would be served thereby. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by a majority vote of the Board members for the unexpired portion of the term.

3. President. The President shall preside at all meetings of the Board. The President may co-sign all checks with the Treasurer or other Board member, and co-sign contracts with the Secretary or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of these Amended Bylaws or statute, to some other officer or District agent. The President shall act for the Board as a whole only with the Board's authorization. The President shall have such other duties and responsibilities as shall be delegated by these Amended Bylaws and by the Board, from time to time.

4. Vice President. In the absence of the President or in the event of the President's inability or refusal to act as determined by a majority vote of the remaining trustees, the Vice President shall

perform the duties of the President and when so acting shall have all powers and authority and be subject to all restrictions on the President. The Vice President shall perform such other duties as may, from time to time, be assigned by the President or the Board.

5. Secretary. The Secretary or designated agent shall keep the minutes of the Board's meetings in one or more books provided for that purpose, ensure that all notices are duly provided in accordance with the provisions of these Amended Bylaws or as required by law, be custodian of the District's records, perform such correspondence as necessary and directed by the Board; keep a register of the post office address of each Trustee, which shall be furnished to the Secretary by each Trustee; and in general perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the President or the Board. In the absence of both the President and Vice President of the Board or in the event of their inability or refusal to act as determined by a majority vote of the remaining Trustees, the Secretary shall assume the duties of the President and when so acting shall have all powers and authority and be subject to all restrictions on the President.

6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all District funds and securities and may co-sign all checks with the President or other Board member. The Treasurer shall ensure that a true and accurate accounting of the District's financial transactions is made and that such accounting is presented to and made available to the Board.

Article VII **Quorum, Conflicts of Interest, Violations**

1. Quorum. The Board may hold regular, special or recessed meetings as the Board determines. All meetings shall be conducted in accordance with the Wyoming Public Meetings Law, W.S. §§ 16-4-401 through 16-4-407. A majority of trustees constitutes a quorum for the transaction of Board business.

2. Conflict of Interests. If any Trustee or member of a committee with governing board-delegated powers is aware that the District is about to enter into any business transaction directly or indirectly with himself/herself, any member of his/her family, or any entity in which he/she has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the District of his/her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of the District; (c) leave the Board of Trustees or committee meeting while the determination of a conflict of interest is discussed and voted on; and (d) not be entitled to vote on the decision to enter into such transaction.

3. Code of Conduct.

To ensure orderly operations and provide the best possible work environment, Board members are required to follow rules of conduct that will protect the interests and safety of all employees and the MBRHCD. These rules of conduct, set forth below, provide safeguards to prevent MBRHCD Board members from using their elected positions for purposes that are, or give the

appearance of being, motivated by a desire for private financial or personal gain for themselves or others, such as those with whom they have family, business or other affiliations.

(i) Compensation to Board Members.

The MBRHCD Board of Trustee members shall serve without compensation.

(a) **Gifts/Gratuities.** MBRHCD board members may not solicit or accept gratuities, favors or anything of significant value from contractors or potential contractors of the MBRHCD.

A gift means anything offered directly by, or on behalf of, a contractor, other than promotional materials of little value such as pens, calendars and other items intended for wide distribution. Gifts include (but are not limited to) personal gifts such as sporting goods, household furnishings, liquor, social entertainment or sporting event tickets, personal loans or privileges to obtain discounted merchandise, and the like. Any Board member, employee or contractor shall decline or return any gift and advise the Board Chair of such a gift.

(b) **Bribery.** The MBRHCD will immediately remove any employee, and terminate the contract of any consultant/contractor, found to have offered or accepted a bribe to secure funding or other advantage from, or for, the MBRHCD.

(c) **Conflict of Interest.** Board members are prohibited from using their positions for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or for personal gain. Board members shall uphold their fiduciary duty to serve the MBRHCD in an unbiased, neutral and objective manner. Board members must recuse themselves from any matter pending before the Board in which they cannot participate in an objective, neutral, and unbiased manner.

(d) **Conduct at Board Meetings.** The following behaviors are prohibited at Board meetings or on MBRHCD property:

1. Threatened or actual physical or verbal intimidation or abuse of staff, board members, contractors, or members of the public, including intentionally putting another person in reasonable apprehension of an imminent harmful or offensive contact. Physical injury is not required.
2. Unfounded or unsubstantiated accusations or allegations. This includes allegations made with reckless disregard for their truth or falsity.

Board members who violate these standards will be asked to leave the meeting or will be removed by the Medicine Bow Marshal's office personnel.

4. Violation of By-Laws.

Alleged violations of any of these Standards of Conduct must be reported promptly to the Board of Directors. A Board officer may be removed as an officer by a majority vote of the

remaining disinterested Board members whenever in their judgment, the best interests of the District would be served thereby.

(i) **Incident Reporting.** All harmful incidents occurring on any MBRHCD property or during any MBRHCD functions must be reported immediately to the Board Chair or to law enforcement, if appropriate. A written report detailing the incident should be submitted to the Board Chair within 24 hours of the incident. The report should include time, place, description of incident, names and addresses of those involved, nature of injuries to individuals and/or damage to property, and resulting action(s) taken.

Article VIII Bond Issues

1. Request for Bond. The Board may, as authorized by W.S. § 35-2-709, request that the Carbon County Commissioners submit to the electors of the District the question of whether the Board shall be authorized to issue the bonds of the District in a certain amount, not to exceed two percent (2%) of the assessed value of the taxable property in the District, and bearing a certain rate of interest, not exceeding ten percent (10%) per annum, payable and redeemable at a certain time, not exceeding twenty-five (25) years, for the purchase of real property, for the construction or purchase of improvements and for equipment for rural health care purposes or senior health care purposes, as defined in W.S. § 35-2-1201(b). The question shall be submitted at an election called, conducted, canvassed and returned in the manner provided for bond elections by the Political Subdivision Bond Election Law, W.S. §§ 22-21-101 through -112.

2. Bond Issuance Approval. If the proposal to issue bonds is approved, the Board may issue bonds in such form as the Board directs, provided any bonds issued under this article shall be in registered or bearer form and shall otherwise comply with W.S. §§ 16-5-501 through -504. The Board shall give notice by publication in some newspaper published in the District of the Board's intention to issue and negotiate the bonds and to invite bidders therefor. In no case shall the bonds be sold for less than their full or par value and the accrued interest thereon at the time of their delivery. The Trustees are authorized to reject any bids, and to sell the bonds at private sale, if they deem it for the best interests of the District.

3. Full Faith and Credit. The full faith and credit of the District shall be solemnly pledged for the payment of the interest and the redemption of the principal of all bonds issued by the District.

Article IX Contracts, Checks, Deposits and Funds

1. Contracts. The Board may authorize any officer or officers, agent or agents of the District to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such authority may be general or may be confined to specific instances.

2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the District, shall be signed by such officers or agents of the District, and in such manner as shall from time

to time be determined by the Board.

3. Deposits. All funds of the District shall be deposited from time to time to the credit of the District in such banks, trust companies, or other depositories as the board may select.

Article X Books, Records and Audits

1. Books and Records. The District shall keep correct and complete records of financial accounts and minutes of all proceedings of Board and committee meetings, and shall keep at its principal office a record giving the names and addresses of the Trustees. All financial accounts and records of the District not otherwise protected by federal privacy laws, will be open to the public for inspection, as authorized by federal, state and/or local laws.

2. Audits. The Board shall conduct a self-audit, as may be required by the State Examiner's office.

3. Fiscal Year. The District's fiscal year shall be from July 1 until June 30.

Article X Indemnification

The District shall indemnify its Trustees, officers, employees and agents, to the fullest extent allowed by law, with respect to any threatened, pending or completed action, suit or proceedings, whether civil, administrative or investigative, arising from or by reason of being a past or present Trustee, officer, employee or agent of the District. Such indemnity shall include, but not be limited to, expense, attorneys' fees, judgments, fines and amounts paid in settlement. If, however, such Trustee, officer, employee or agent is finally adjudged in any action, suit or proceeding as liable for gross negligence or willful misconduct in the performance of District duties, this indemnity shall not apply.

Article XI Amendment of Bylaws

These Amended Bylaws may be altered, amended or repealed and the Board may adopt new Bylaws, on a majority vote of existing Board members.

Approved this 18th day of May, 2021.

Medicine Bow Rural Health Care District
Board of Trustees



Karen Heath, President

Attest:



A handwritten signature in blue ink, appearing to read "Cindy Culver". The signature is fluid and cursive, with a long horizontal stroke extending to the right at the end.

Cindy Culver, Secretary