

BY LAWS
OF
LITTLE SNAKE RIVER RURAL HEALTH CARE DISTRICT

ARTICLE I

NAME

The name of the District shall be **Little Snake River Rural Health Care District**. (Hereinafter referred as " the District"). The District is an entity located in the County of Carbon, State of Wyoming and is a Rural Health Care District, formed and operated pursuant to the provisions of Wyoming Statutes. It shall be operated at all times according to the laws of the State of Wyoming.

ARTICLE II

PURPOSE

The purpose of the District is to, in general, encourage and support the continued operations and improvement of health care, Medical Clinic Services and Emergency Medical Services within the physical boundaries of the District and to administer and disburse funds received for health care related services as may be deemed appropriate within the physical boundaries of the District. The District will not direct operations, as per application process, of the entities that apply for funds other than requesting such entities comply with all applicable laws regarding such distributions, and requiring a report on how such distributions were used.

ARTICLE III

OFFICE

The District may have one or more offices as such place or places within the District as the Board may from time to time determine, or as the affairs of the District may require.

The District registered office shall be located at 305 Whippoorwill Drive, Baggs, PO Box 51, Baggs, WY 82321 unless changed by the By Laws.

ARTICLE IV

DISTRICT POWERS

This District shall have the power to conduct the following business in its corporate name:

- A) Hold property and be a party to contracts
- B) Sue and be sued
- C) Acquire real and personal property and equipment for health care services by gift, devise, bequest or purchase
- D) Enter into contracts for the acquisition by purchase or lease of real personal property and equipment
- E) Convey, lease and otherwise dispose of its property for medical purposes
- F) Establish sinking funds
- G) Issue bonds for the purchase of real property, improvements and equipment
- H) Make such rules and regulations as are necessary for the proper operation of the District
- I) Enter into such contracts and agreements as deemed appropriate by its Board to assure the continuation of Health and Medical services within the District boundaries
- J) Such other powers as may be granted to the District governing body Wyoming law including those powers granted to Wyoming Statute 18-8-301 and any amendments thereof.

ARTICLE V

PROCEDURE FOR ELECTION OF TRUSTEES

The District shall be managed and controlled by a board of five (5) trustees who shall serve without compensation. Members of the initial board shall be elected at the formation election to serve until the first regular subsequent director election and until their successors are elected and qualified. At the first regular subsequent director election members shall be elected to staggered terms so that three (3) members are elected for two (2) year terms and two (2) for four (4) year terms. Thereafter, all members shall be elected for terms of four (4) years.

The Board of Trustees may include up to five "ex officio" members as designated by the Board. Such "ex officio" members shall include a representative of the Carbon County Commissioners, and representatives of up to four other health related organizations within the boundaries of the District. These will be non-voting members but will be entitled to be in attendance at all meetings of the Board of Trustees.

Members of the Board of Trustees may be removed on the grounds and through the process that members of Boards of County Commissioners may be removed under Wyoming law or a vacancy occurs in the membership of the Board of Trustees if any member dies, resigns, or becomes a non-resident of the district.

When a vacancy occurs, the remaining members of the Board shall, within thirty (30) days, fill the vacancy by appointment. The appointee shall serve until the next election of Trustees at which time an election shall be held to fill the unexpired term. In the event a vacancy shall exist in the Board of Trustees, the Board shall advertise the vacancy twice within a two-week period and shall otherwise solicit applications for the position. The remaining Board members shall then consider the applications to fill the vacancy and select a person, by majority vote, to fill the vacant position.

ARTICLE VI

BOARD ORGANIZATIONAL MEETING

The Board of Trustees shall organize annually by the election of officers from its membership at the first regular meeting in January. The meeting shall be chaired by the past President until a President is elected.

The officers of the Board shall be President, Vice President, Secretary, and Treasurer.

Election shall be by voice vote or show of hands, unless a written ballot is requested by any Trustee.

During the organizational meeting of the Board of Trustees, the following shall be designated or appointed:

1. President, Vice President, Secretary, and Treasurer
2. Official Depositories of the District
3. Designation of Ex-Officio Members, other than the County Commissioner Representative.
4. Official Newspaper of the District
5. Legal Counsel; and
6. Meetings Dates, Times and Location

ARTICLE VII

BOND OF TRUSTEES AND LIABILITY INSURANCE

Each trustee of any district, prior to entering upon the duties of office, shall execute and file with the County Clerk of Carbon County his 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), conditioned for the faithful performance by the trustee of his official duties and the faithful accounting by him/ her for all funds and property of the District that shall come into his/her possession and control during his/her term of office. The premium, on any such bond shall be paid out of the funds of the District. Suit may be brought on a bond or any person, firm, or corporation that has sustained loss or damage because of a breach of that bond.

The Board of Trustees shall procure Liability Insurance to protect the Trustees and all official activities.

ARTICLE VIII

OATH OF OFFICE

All trustees, within ten (10) days after their election, or as soon thereafter as may be possible, shall appear before some qualified person to administer oaths and take an oath for the faithful performance of their duties in accordance with law, and without delay shall transmit a copy of oath in writing to the County Clerk of Carbon County and to the Secretary of the District.

ARTICLE IX

SELECTION OF OFFICERS OF BOARD OF TRUSTEES, QUORUM TRUSTEES NOT TO BE INTERESTED IN CONTRACTS

The officers of the Trustees shall be the President, Vice President, Secretary and Treasurer.

A. Duties of the President.

The President of the Board shall preside at all Trustees meetings at which he or she is present and shall cosign with either the Secretary or Treasurer all warrants and checks drawn on the school district treasury.

The President shall call special meetings of the Trustees and appoint all special committees with the advice of the Trustees.

The President shall have full voice and vote on all motions put before the Trustees.

B. Duties of the Vice President.

The Vice President shall preside at all meetings of the Trustees at which the President is not present. If neither President nor Vice President is present, the Trustees members who are present shall elect a temporary Chairman for the purposes of the meeting.

C. Duties of the Secretary.

The Secretary has the responsibility to:

1. Cosign, with the President, all warrants and checks unless the Treasurer's signature is affixed.

All trustees, within ten (10) days after their election, or as soon thereafter as may be possible, shall appear before some qualified person to administer oaths and take an oath for the faithful performance of their duties in accordance with law, and without delay shall transmit a copy of oath in writing to the County Clerk of Carbon County and to the Secretary of the District.

ARTICLE IX

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A. Duties of the President.

The President of the Board shall preside at all Trustees meetings at which he or she is present and shall cosign with either the Secretary or Treasurer all warrants and checks drawn on the District treasury.

The President shall call special meetings of the Trustees and appoint all special committees with the advice of the Trustees.

The President shall have full voice and vote on all motions put before the Trustees.

B. Duties of the Vice President.

The Vice President shall preside at all meetings of the Trustees at which the President is not present. If neither President nor Vice President is present, the Trustees members who are present shall elect a temporary Chairman for the purposes of the meeting.

C. Duties of the Secretary.

The Secretary has the responsibility to:

1. Cosign, with the President, all warrants and checks unless the Treasurer's signature is affixed.

2. Keep the minutes of the meetings of the Trustees and a calendar of all matters referred to committees and others and report action or non-action on the same at each regular meeting.
3. Have care and custody of the record books and documents of the Trustees.
4. Cause the annual report to be made and forwarded to the proper local, county and state officials.
5. Receive and reply to all communications as directed by the Trustees.
6. File all papers pertaining to district business.
7. Call special meetings upon request of the President or at the request of any two members of the Board of Trustees.
8. Record all proceedings of the Trustees in books to be kept for that purpose.
9. In accordance with law, shall provide notice of special or emergency meetings of the Trustees.

D. Duties of the Treasurer.

The Treasurer is the custodian of the district funds. He or she shall:

1. Cause an account to be kept of the receipts and expenditures of the District.
2. Cosign, with the President, all warrants unless the Secretary's signature is affixed.
3. Have custody of all district money and pay it out on order of the Secretary, countersigned by the President.
4. Render a statement of the finances of the District at any time required by the Trustees and, at the close of each fiscal year, cause to be published in some newspaper of general circulation within the district, a detailed report showing the sources of revenue and the purposes for which monies were expended.

E. Vacancy in Office of Trustees.

If vacancy in any office of the Board of Trustees shall occur for any reason, the Board of Trustees shall elect one of their number to fill the vacancy.

F. Public Meetings.

The Board of Trustees may hold regular, special, or recessed meetings as the Board determines with a minimum of at least one meeting quarterly. All meetings shall be conducted in accordance with Wyoming Statutes 16-4-401 through 16-4-407.

G. Quorum.

A majority of the Trustees constitutes a quorum for the transaction of Board business. For the purpose of efficiency and expediency in business matters when a quorum is not represented at a regular, quarterly or special meeting, a telephone conference with said missing members and present members will allow a vote to be cast and Trustee decisions made and entered into the regular minutes. In the absence of a quorum, the only official action that may be taken is to adjourn the meeting to another time or date.

H. Conflict of Interest and Attendance.

No trustee shall be directly or indirectly interested financially in any contract, work done, or property purchased by the District.

Trustees must attend or be excused from at least 3/4 of all meetings.

Trustees may be removed for cause by unanimous vote of the fellow trustees (including failure to attend prescribed meetings).

I. Minutes.

The Trustees shall keep Minutes of all meetings at which official action is taken. A record of all official acts, including a record of all warrants issued against the monies belonging to the district shall be maintained. The Minutes and records shall be public record and, as such, must be made available for public inspection.

The Minutes shall include the names of all members present and absent; the topics of business brought before the Trustees, and the action on each issue presented. At a subsequent meeting, the written Minutes shall be presented to the Trustees for review, possible correction, and approval by the Trustees. Upon approval, the Minutes become an official record of the district.

Notice of availability of Minutes for public inspection will be given in the manner required by state law. In addition, the Trustees will publish, within the time frames required by state law, a list of each warrant and the individual yearly gross salary payments for its employees.

ARTICLE X

ADMINISTRATION OF FINANCES, ASSESSMENT, AND LEVY OF TAXES

The Board of Trustees shall administer the finances of the District in accordance with Wyoming Statutes 16-4-101 through 16-4-124, Wyoming Statutes 1977, as amended.

The Carbon County Assessor shall assess the property of Little Snake River Rural Health Care District.

The Board of County Commissioners of Carbon County, at the time of making the levy for County purposes, shall levy a tax for that year upon the taxable property in the District based on the assessed valuation of the estimated amount of funds needed by the Little Snake River Rural Health Care District, but in no case shall the tax for the District exceed in any one year the amount of two (2) mills on each dollar of assessed valuation of the property per Wyoming Statute 35-2-708c.

ARTICLE XI

BOND ISSUES

The Board of Trustees of the Little Snake River Rural Health Care District may submit to the electors of the District the question of whether the Trustees shall be authorized to issue bonds of the District in accordance with Wyoming statute 35-2-709. In accordance with WS 35-2-709a bonds issued 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 for the purchase of real property, to the construction or purchase of improvements and for the equipment for emergency medical purposes.

As required in W.S. 35-2-709a, the question shall be submitted at an election called, conducted, canvassed and returned in the manner per the Political Subdivision Bond Election Law W.S. 22-21-101 through 22-21-112.

If the proposal to issue bonds is approved, the Board of Trustees may issue bonds in such form as the Board directs, provided any bonds issued under this Article shall be registered or bearer form and shall otherwise comply with Wyoming Statutes 16-5-501 through 16-5-504. The Board of Trustees shall give notice by publication in some newspaper published in Carbon County of its intention to issue and negotiate the bonds and invite bidders therefore. In no case shall 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 sell the bonds at a private sale, if they deem it in the best interest of the District. The full faith and credit of the Little Snake River Rural Health Care District is solemnly pledged for the payment of the interest and the redemption of the principal of all bonds which are issued by the District (ref W.S. 35-2-709(b)(c)).

The Carbon County Treasurer may pay out of any monies belonging to the District Tax Fund the interest on the principal upon any bonds issued by the District, when due, upon presentation at his office of the proper coupon or bond, which shall all show the amount due. Each coupon shall be reported to the District Trustees at their first regular meeting thereafter (ref W.S. 35-2-709(d)).

ARTICLE XII

CONTRACTS, CHECKS, AND DEPOSITS

1) Contracts: The Trustees 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, Orders: All checks, drafts, vouchers, or orders for 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. Such instruments shall be signed by the Treasurer and countersigned by the President or Secretary of the District.

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 XIII

BOOKS, RECORDS, AUDITS

- 1) Books and Records: The District shall keep correct and complete records of account and shall also keep minutes of the proceedings of the meeting of the Board and committees having and exercising any authority of the Board and shall keep at its office a record giving the names and addresses of the Board and committee members.
- 2) Audits: The District shall be audited annually by a firm who is qualified and has experience in governmental agency audits.
- 3) Fiscal Year: The Fiscal Year of the District shall be from July 1st until June 30th.

ARTICLE XIV

DISSOLUTION

Dissolution of the Little Snake River Rural Health Care District shall be in accordance with W.S. 22-29-401 through 22-29-408. Petitions, creditor satisfaction, and asset liquidation shall be as these statutes specify.

ARTICLE XV

AMENDMENT OF BY LAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board upon four fifths majority vote of the Board. In all cases not covered by these Bylaws, *Robert's Rules of Order* shall govern. No alterations, additions, or amendments to these Bylaws shall be entertained unless in writing prior to the next regular meeting of the Board.

ARTICLE XVI.

RIGHT OF INDEMNIFICATION FOR TRUSTEES and EMPLOYEES ACTING IN GOOD FAITH

a) A governmental entity and its public employees while acting within the scope of duties are granted immunity from liability for any tort except as provided by W.S. 1-39-105 through 1-39-112 and limited by W.S. 1-39-121. Any immunity in actions based on a contract entered into by a governmental entity is waived except to the extent provided by the contract if the contract was within the powers granted to the entity and was properly executed and except as provided in W.S. 1-39-121. The claims procedures of W.S. 1-39-113 apply to contractual claims against governmental entities.

(b) When liability is alleged against any public employee, if the governmental entity determines he was acting within the scope of his duty, whether or not alleged to have been committed maliciously or fraudulently, the governmental entity shall provide a defense at its expense.

(c) A governmental entity shall assume and pay a judgment entered under this act against any of its public employees, provided:

(i) The act or omission upon which the claim is based has been determined by a court or jury to be within the public employee's scope of duties;

(ii) The payment for the judgment shall not exceed the limits provided by W.S. 1-39-118; and

(iii) All appropriate appeals from the judgment have been exhausted or the time has expired when appeals may be taken.

(d) A governmental entity shall assume and pay settlements of claims under this act against its public employees in accordance with W.S. 1-39-115, 1-41-106 or 1-42-107.

ARTICLE XVII

SAVINGS CLAUSE

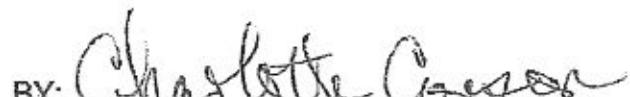
If any Article in these Bylaws or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Trustees shall nevertheless have the right to act to the full extent permitted by any applicable portion of such Article that shall not have been invalidated and act to the full extent permitted by Wyoming law.

PASSED, ADOPTED, AND APPROVED THIS 9 DAY OF
July 2007.

BOARD OF TRUSTEES
LITTLE SNAKE RIVER
RURAL HEALTH CARE DISTRICT

BY: 
Linda Henning
TRUSTEE

BY: 
TRUSTEE

BY: 
Charlotte Carson
TRUSTEE

BY: 
Robert Shatto
TRUSTEE

BY: 
John Meijer
TRUSTEE

