

**THE FOLLOWING CONSTITUTES THE BY-LAWS OF THE CROOK COUNTY MEDICAL SERVICES DISTRICT, HEREINAFTER REFERRED TO AS "THE DISTRICT".**

**ARTICLE I  
AUTHORITY & PURPOSE**

**Section 1 – Authority**

- A. The District is a special Hospital District established pursuant to Sections 35-2-401 to 35- 2-438 of Wyoming State Statutes. The Boundary of the District is consistent with the boundaries of Crook County.
- B. The District is a body corporate, and a political subdivision of Wyoming (Wyoming Statute 22-1-102), the name of which shall be Crook County Medical Services District.
- C. The District may hold property and be a party to contracts, shall have power to sue and be sued, shall be empowered through its governing Board to acquire real and personal property and equipment for District purposes by gift, devise, bequest or purchase, and enter into contracts for the acquisition by purchase or lease of real and personal property and equipment and convey, lease or otherwise dispose of its property.
- D. The Board of Directors shall adopt by-laws and rules and regulations necessary for the purpose of the District and shall file them with the county Clerk (as per Wyoming Statute 22-29-103(d)).
- E. The Board is authorized to issue securities, warrants, tax and revenue anticipation notes, and to borrow money from any financial institution as per Wyoming Statute 35-2-424.
- F. The Board shall administer the finances of the District according to government accounting practices.
- G. Except as otherwise provided by Wyoming State Statutes the work of constructing the various buildings shall be done by contract based on competitive bidding in accordance with Wyoming State Law.

- H. The Board may insure said facilities against public liability, property damage or loss of revenues from any cause.
- I. The Board has plenary powers and responsibility for the acquisition, construction, and completion of all projects.
- J. The Board may accept grants of money or materials or property of any kind from the federal government, the state, any agency or political subdivision thereof or any person, upon such terms and conditions as the federal government, the state or such agency or political subdivision or person, may impose.
- K. The terms "Trustee" and "Director" may be used interchangeably.

## **Section 2 – Purpose**

The Crook County Medical Service District exists in order to:

- A. Provide for the health care of individuals who must receive care from a hospital, clinic, long-term care, EMS or Home-Health on either an outpatient or inpatient basis and to operate a full-time emergency room at which no one requiring emergency care shall be denied treatment.
- B. Participate, as resources permit, in the education of health professionals.
- C. Participate, as legally permitted and as permitted by resources, in research activities which will advance the scientific capability and the effectiveness of health delivery.
- D. Provide knowledge and understanding about health care, health and wellness to the public within the service area of the hospital, clinics and long-term care.
- E. Establish, support, manage and furnish facilities, personnel and services concerned with quality health care without regard to race, color, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status, or national origin.
- F. Carry on such activities related to the promotion of health, which in the opinion of the Board of Directors may be justified by the facilities, personnel, funds or other requirements that are or can be made available.
- G. Apply excess funds to expansion and replacement of facilities and equipment and to the improvement of patient care.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**Section 1 – Election**

- A. A Board of five (5) Directors shall be elected to represent the medical needs of Crook County. Directors shall be elected at the General Election in November. Directors, shall take their place on the Board after being notified of their election and taking the oath of office, within 10 days of being elected.
- B. Three (3) sub-districts shall be established within the Hospital District with one (1) Director elected from each sub-district and two (2) Directors elected at large. The sub-districts shall conform to the three School Board Trustee Districts as defined by the Crook County School Board and as may be changed by that body from time to time. These sub-districts are the Hulett Trustee Area 1692, the Moorcroft Trustee Area 1776, and the Sundance Trustee Area 1826.
- C. Directors representing sub-districts must be residents of that sub-district. Directors elected at large must be residents of the District.
- D. There shall be no honorary or ex-officio members of the Board.
- E. Excluding employees of the District, any qualified elector as defined in Wyoming State Statutes is eligible to hold the office of Hospital District Directors.
- F. All Directors whether elected or appointed, shall, within ten (10) days after notification of election or appointment, take the oath of office as provided in Wyoming State Statutes, before an officer authorized to administer oaths. The Directors shall also sign their oath and without delay transmit a copy of signed oath in writing to the Secretary of the District. Under ordinary conditions newly elected Directors shall take their seats on the Board at the regular November meeting of the Board immediately following the general election.
- G. Original Board. The at-large and non-at-large directors alternated election years with the directors representing sub-districts being elected in 1992 and the at-large directors being elected in 1994. Subsequent elections shall follow this pattern and sequence.

**Section 2 – Vacancies**

A. A Trustee's office shall be deemed to be vacant upon the occurrence of any one (1) of the following events prior to the expiration of the term of office:

1. 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.
2. If a person who was duly elected or appointed fails, neglects or refuses to Subscribe to an oath of office as required.
3. If a person who was duly elected or appointed submits a written resignation to The Board and the resignation has been duly accepted by the Board.
4. If the person who was duly elected or appointed ceases to be qualified for the office to which he was elected.
5. If a person who was duly elected or appointed, is found guilty of a felony.
6. 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 His/her right to appeal has been waived or otherwise exhausted.
7. If the person who was duly elected or appointed fails to attend three (3) consecutive regular meetings of the Board without the Board 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.
8. If the person who was duly elected or appointed dies during his/her term of office.
9. If declared vacant by the board of county commissioners upon 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).

B. A vacancy in a District director office shall be filled by appointment by a majority of the remaining directors. However, if a vacancy exists in a majority of the offices of the directors, or if a majority of the directors cannot agree on an appointment, then notice of the vacancy shall be given to the county commissioners by a District member. The county commission shall fill the vacancy within thirty (30) days of being notified or by the time specified in the principal act. If the county commission finds that a vacancy exists in a majority of offices of directors or that a majority of the directors cannot agree on an appointment, the county commission may fill the vacancy by acting on its own motion without notice.

- C. All appointments shall be evidenced by an appropriate entry in the minutes of the meeting at which the appointment was made.
- D. An appointee to the office of director shall serve until the next general election.
- E. The term of office of an appointed director begins on the day the appointee accepts the appointment unless the letter of resignation of the prior incumbent specifies a later date, which date shall be the beginning of the appointee's term.
- F. Any vacancy created by failure of the board to comply with W. S. 9-1-507(a)(vii) shall be filled by appointment by the Board of County Commissioners as per W. S. 22-29-201 for the sole purpose of acting as trustee to dissolve the district without election pursuant to W. S. 22-29-401 et seq.

### **SECTION 3 – Powers and Duties of the Board of Directors**

The Board of Directors shall be responsible for:

- A. Determining and adopting the policies of the District and the operation of the hospital, long-term care, Home Health, clinics and any other ancillary or affiliated organizations under the management of the District.
- B. Hiring of a competent Administrator charged with carrying out the policies of the Board and Management of the District. The Administrator's contract shall be reviewed annually at his/her anniversary date.
- C. Taking action pertaining to the status of physicians, physician assistants and other medical staff, including, but not limited to appointment, delineation of privileges, restriction of privileges, censure and suspension or removal of the physicians, physician assistant, and other medical staff or other health care specialists.
- D. Approval of the organization, by-laws, rules and regulations of the Medical Staff and all other ancillary or affiliated organizations.
- E. Adoption of a budget for the operation of the District in accordance with the Wyoming State Statute.
- F. Receive and dispose of gifts and donations and to establish memorials in accordance with Wyoming State Statute.
- G. Adoption of basic wage schedules for District Employees, to be determined on an annual basis during the budget process.

- H. Adoption of a charge schedule for hospital, long-term care and clinics and Home Health Services. No change from established schedules shall be permitted in making charges to patient accounts except that, within limitations fixed by the Board, the Administrator may make allowances where necessary, when such action is justifiable. Any significant adjustments made by the Administrator shall be reported to the Board of Directors for final approval. This charge schedule shall be reviewed on an annual basis during the budget process.
- I. Provide for a grievance procedure, wherein medical providers and employees may review issues of real or potential conflict that might damage the health care programs or violate the rights of patients or employees of the District.
- J. Present monthly information to the public that is accurate and timely concerning the District and its programs, including its annual report.
- K. Approve the purchase of capital equipment in excess of the amount set by Board.
- L. Keep appropriate records of medical care, financial activities, policies, personnel actions, proceedings of meetings, and all other records that are required or will serve the future of the hospital, clinics or long-term care.
- M. Establish standards for professional care of patients. Have periodic appraisals for competency of caregivers reported to the board. Require all non-medical staff members to be competent through the regular reporting of the use of criteria-based performance appraisals.

#### **Section 4 – Indemnification**

The District shall indemnify any person who was or is a party or is threatened to be made a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than any an action by or in the right of the District, by reason of the fact that the person is or was a director, officer, employee or agent of the District, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding if such person acted in good faith and in the manner such person reasonably believe to be in the best interest of the District and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, to the fullest extent to which the District has the power to so indemnify such person pursuant to the laws of the State of Wyoming as it may be in effect from time to time.

#### **Section 5 – Prohibition against compensation of Director and conflict of interest**

- A. Directors shall receive no compensation for services rendered in that capacity. However, nothing contained herein shall be construed to preclude any director from receiving reimbursement from the District for expenses incurred in serving the District.

B. A conflict of interest transaction is a transaction with the District in which a Director of the District has a direct or indirect interest. For the purpose of these by-laws a director has an indirect interest in a transaction if (a) another entity in which the Director has a material interest or in which the director is a general partner is a party to a transaction, or (b) another entity of which the Director is a director, officer, or trustee is a party to the transaction.

### **Section 6 – Meetings of the Board of Directors**

A. The Board shall hold a regular meeting at least once a month, at a time and place convenient to the members, this date to be determined by the members each month. These meetings shall be held in conformity with the Uniform Municipal Fiscal Procedures, Public Records, Documents and Meetings Act of Wyoming State Statute, and Open meeting act.

B. Special meetings of the Board may be called at any time by the Chairman of the Board or by three or more members of the Board. Notice of the Special Meeting shall be given to the members at least forty-eight (48) hours in advance of the meeting. Public notification shall be given by posting or publishing.

C. The directors may hold executive sessions not open to the public in accordance with Wyoming State Statutes.

D. Three (3) of the Directors or a majority of Directors then in office, shall constitute a quorum for the transaction of business. Proxy voting shall not be permitted.

E. Minutes of each meeting of the Board shall be taken by the Secretary or that individual's designee, and be disseminated to each Director, as soon as practical, approved minutes will be disseminated to every clinic, hospital, EMS, and long-term care after the conclusion of the meeting. Minutes will be distributed for print in local papers monthly.

### **Section 7 – Organization of the Board of Directors**

A. The officers of the Board shall consist of the Chairman, the Secretary and the Treasurer.

B. The Board shall elect the Officers at its regular meeting in November. Such Officers shall hold office for the term of one (1) year or until their successors are elected and qualified except in the event of their death, removal or resignation. Officers of the District are required to be Directors.

C. An Officer of the District may resign at any time by tendering his/her resignation in writing to the Chairman of the Board. The resignation becomes effective immediately upon receipt by the Chairman or at such later date as may be specified in the resignation.

D. The Board can remove any Officer from office upon a majority vote of the Board membership, at a regular meeting. The officer removed still remains as a Director but surrenders his/her responsibilities to the newly elected person.

E. A vacancy occurring in any office shall be filled by election by the Board. The elected officer shall serve until the next regular meeting in November or until his/her successor is elected by the Board.

### **Section 8 – Duties of the Officers**

A. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board and shall appoint all committees and committee chairman. The Chairman shall have such other duties and responsibilities as delegated by these by-laws and by the Board from time to time.

B. Secretary. In the absence of the Chairman of the Board or in the event of the Chairman's inability or refusal to act, the Secretary shall perform the duties of the Chairman and in so acting shall have all the powers and authority of the Chairman. The Secretary shall perform such other duties as from time to time shall be assigned by the Chairman of the Board. The Secretary or the designee shall keep a record of the proceedings of the Board. The Secretary shall maintain a file of the policies of the Board and of the District. The Secretary or designee shall insure all documents are filed with the County Clerk as required by Wyoming Statutes.

C. Treasurer. The treasurer shall maintain all records of mill levy. This Treasurer shall be bonded appropriate to the amount dealt with annually. A monthly report shall be given at the regular meeting reflecting the financial status of the Board.

### **Section 9 – Committees**

The Board shall serve as a committee of the whole. Should the Board appoint a special committee, a record shall be made of the appointment in the minutes of the Board proceedings which shall show the purpose of the special committee, its membership, its authority to act and when the special committee shall end and when it shall be evaluated.

### **Section 10 – By-laws**

A. The Board shall adopt such by-laws as are necessary for the proper operation of the Board and the District, and shall adopt such amendments as may be necessary from time to time.

B. The by-laws and any amendments thereto shall be filed with the county clerk in accordance with Wyoming State Statutes and no by-law or amendment shall be effective until so filed.

C. The directors may amend the by-laws after consideration of the proposed amendment at three (3) regular monthly meetings. The by-laws may only be amended by majority vote of the total composition of the Board.

### **ARTICLE III ADMINISTRATION**

#### **Section 1 – Administration**

The Board shall appoint an Administrator (Chief Executive Officer, CEO) who will be responsible to the Board for carrying out its policies. Specific qualifications of the individual to hold this position shall be determined by the Board at the time the selection is to be made.

#### **Section 2 – Responsibility and Authority of Administrator**

A. The administrator shall be given the authority to carry out the responsibilities identified here. Should the authority for carrying out these responsibilities be permanently or temporarily withheld, that action shall be recorded in the minutes of the Board and conveyed to the Administrator in advance of the change.

B. The duties of the Administrator shall include the following responsibilities and may be expanded by the Board, as they deem necessary from time to time.

1. Submitting to the Board for approval a plan of organization for the hospital, long-term care, clinics, Home Health and other entities operated by the district, and recommending changes when necessary.
2. Preparing a plan for the achievement of the objectives of the hospital, long-term Care, clinics, Home Health and other entities operated by the district and periodically reviewing and evaluating these objectives.
3. Selecting, employing, managing and discharging all employees.
4. Submitting to the Board, for approval an annual budget showing expected receipts and expenditures by departments and or entities, per budget policy of the Board.
5. Recommending the rates to be charged for all services provided by the District.

6. Having charge and custody of and being responsible for all operating funds of District.
7. Maintaining all physical properties in a good state of repair and operating condition.
8. Representing the District in its relationship with other health agencies and the community of Crook County.
9. Serving as liaison and channel of communications between the Medical Staff and the Board.
10. Assisting the medical staff with its organizational and medical/administrative problems and responsibilities.
11. Submit to the Board monthly reports showing the professional service and financial experience of the District and submit such special reports as may be requested by the Board.
12. Developing and maintaining policies for the operation of the various departments within the hospital, long-term care and clinics and other entities under the jurisdiction of the Administrator, presenting those policies to the Board for approval, and suggesting changes or modifications as required.
13. Attending all meetings of the Board, or providing a delegate.
14. Advising the Board of activities within the hospital, long-term care, Home Health and clinics that may generate interest because of their legal or moral nature.
15. Submit all state required reports in a timely and accurate manner.

**ARTICLE IV  
MEDICAL STAFF**

**Section 1 – Organization**

The Medical Staff shall establish by-laws, rules and regulations.

**Section 2 – Relationship to the Board of Directors**

The Board shall receive recommendations and shall act with dispatch concerning the following:

1. The appointment of the individuals to the Medical Staff.

2. Promotion of Medical Staff members from one division to another.
3. Delineation and awarding the clinical privileges.
4. Disciplinary actions or termination or reduction of privileges.

### **Section 3 – Medical Staff Privileges**

- A. Medical staff privileges shall be available to all qualified physicians, assistants and other medical staff appointed by the Board.
- B. Positions on the Medical Staff shall be open for practice to doctors of medicine, doctors of osteopathy, doctors of chiropractic, doctors of dentistry and doctors of podiatry who are licensed to practice medicine or surgery, chiropractic, dentistry or podiatry in the State of Wyoming. Staff admissions and staff privileges shall be predicated on the requirements of the District and shall not be predicated solely upon the type of degree of the applicant. The Board, with the advice of the Medical Staff, shall consider the competency and character of each applicant when considering them for appointment to the Medical Staff.

## **ARTICLE V EDUCATION**

### **Section 1 – Board Education**

The Board shall provide for the education of its members, recognizing the need to be adequately informed for appropriate decision making.

### **Section 2 – Employees**

The Board shall make certain that the employees of the facilities are provided opportunities to be abreast of changes and new techniques for accomplishing their tasks.

### **Section 3 – Public**

The Board shall provide periodic medical related programs to the citizens of the service area and distribute information on health preservation and disease recognition, prevention, and avoidance.

## **ARTICLE VI CODE OF ETHICS**

Board members shall review Code of Ethics annually. Discussion will be held at November meeting with members stating verbal confirmation they had

read/understand Crook County Medical Services District Board Code of Conduct and Ethics. This shall be recorded in the official minutes.

### **Crook County Medical Services District Board Code of Conduct and Ethics**

1. Board members shall act in an ethical, lawful, and respectful manner.
2. Board members will represent the interest of the patrons of the entire hospital district. This representation supersedes any conflicting loyalties including: interest groups, or relationships with the employees of the district.
3. Board members will not attempt to exercise individual authority over the organization.
  - a. Board members have no individual authority over the CEO
  - b. Board members have no individual authority over staff.
  - c. When interacting with the public or the press, individual board members will speak for entire Board by reporting official Board decisions.
4. Board members will maintain the confidentiality of issues discussed in executive session and of other issues of a confidential or sensitive nature.
5. Board members will operate in a manner that will avoid apparent conflicts of interest. A conflict of interest arises when a board member is unable to devote complete singleness of purpose to the interest of the district.

#### **ARTICLE F**

#### **Board shall include Wyoming State Statute for Ethics.**

#### **9-13-105 - Misuse of Office**

- (a) A public official, public member or public employee shall not use public funds, time, Personnel, facilities or equipment for his private benefit or that of another unless the use is authorized by law.
- (b) A public official, public member or public employee shall not use public funds, time, personnel, facilities or equipment for political or campaign activity unless the use is
  - (i) Authorized by law; or
  - (ii) Properly incidental to another activity required or authorized by law and the public official, public employee or public member allocated and reimburses the

governmental entity for any additional costs incurred for that portion of the activity not required or authorized by law.

(c) A public official, public employee or public member shall not disseminate to another person official information which the public official, public employee or public member obtains through or in connection with his position, unless the information is available to the general public or unless the dissemination is authorized by law.

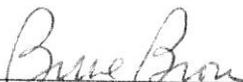
#### 9-13-109 –Penalties

(a) Any person who violates this act is guilty of a misdemeanor punishable upon conviction by a fine of not more than one thousand dollars (\$1000.00).

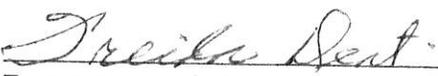
(b) Violation of any provision of this act constitutes sufficient cause for termination of a public employee' employment or for removal of a public official or public member from his office or position.

#### ARTICLE 8 AMENDMENT

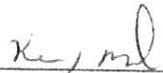
By-laws amended by the Crook County medical Service District Board at it's regular meeting in ~~August~~ September 27 2012

  
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Chairman- Bruce Brown

  
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Secretary- Roger Jones

  
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Treasurer- Freida Dent

  
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Director – Sandy Neiman

  
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Director– Kevin Moline