

**HOSPITAL DISTRICT NUMBER ONE OF MOHAVE COUNTY
BYLAWS COMMITTEE
OCTOBER 26, 2023 – MOHAVE A CONFERENCE ROOM**

PRESENT: Penny Holden, Chairman Libby Newmyer
Libby Mathiesen Dan Valentine

EXCUSED: Dave French, Vice Chairman (was briefly present but had a prior engagement)

GUESTS: None

PUBLIC ATTENDEES: Katie Tacheron

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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CALL TO ORDER

The meeting was called to order at 1:00p.m. by Chairman, Mrs. Holden

ROLL CALL OF THE HOSPITAL DISTRICT BOARD MEMBERS

Roll call was not taken; however, a quorum was identified as noted above by those members present.

REVIEW OF HOSPITAL DISTRICT BYLAWS

Prior to attorney review, the Board reviewed and proposed revisions to the current Bylaws section by section. In these minutes, additions are identified with parentheses and deletions are identified with strikethrough.

Article I The District

Review demonstrated that statute 48-1907 was still current. No revisions were proposed.

Article II Directors

Section 1. Powers: First paragraph – no revisions proposed.

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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Section 1. Powers: Second paragraph - the revision proposed:

ACTION: ~~SECOND PARAGRAPH, DELETE THE FIRST SENTENCE: THE BOARD OF DIRECTORS MAY PURCHASE SURGICAL INSTRUMENTS, HOSPITAL EQUIPMENT, AMBULANCE EQUIPMENT AND OTHER PROPERTY AND SUPPLIES NECESSARY FOR EQUIPPING A HOSPITAL, URGENT CARE CENTERS, OR COMBINED HOSPITAL AND AMBULANCE SERVICE.~~

FOLLOW-UP: THE DISTRICT’S RESPONSIBILITY IS THE HOSPITAL BUILDING, FIXED EQUIPMENT AND LAND. THEREFORE, IF SUCH PURCHASES WERE DEEMED NECESSARY A CONTRACT PARTNERSHIP COULD BE ENTERED INTO BETWEEN KINGMAN REGIONAL MEDICAL CENTER AND/OR KINGMAN HEALTHCARE, INC. RATHER THAN A MANDATE VIA THE DISTRICT’S BYLAWS.

Continuing on, second paragraph, line 3,

ACTION: AFTER THE WORD BOARD, INSERT “OF DIRECTORS.” LINE 5, DELETE THE WORD BY AND INSERT THE WORD “PER”. SAME LINE, AFTER THE WORD STATUTE, INSERT “48-1907.”

FOLLOW-UP: QUERY ATTORNEY TO ASCERTAIN IF CORRECT STATUTE, AS NO SPECIFIC STATUE NOTED IN CURRENT BYLAWS.

Section 2. Numbers and Qualifications: The revisions proposed:

ACTION: LINE 2, AFTER THE WORD ELECTOR, INSERT “(ARIZONA CODE TITLE 16 ARTICLE 1)”.

LINE 4, AFTER THE WORD OFFICIAL, INSERT “ALL BOARD MEMBERS ARE REQUIRED TO HAVE A CLEAR UNDERSTANDING AND KNOWLEDGE OF THE ARIZONA OPEN MEETING LAWS, THE ATTORNEY GENERAL’S CHAPTER 7, A.R.S. TITLE 48 SECTIONS 48-1901 – 48-1919.”

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 3. Term and Election: The revisions proposed:

ACTION: SECTION a. TERM, LINE 2, AFTER THE WORD OFFICE, DELETE ~~OR UNTIL A SUCCESSOR HAS BEEN QUALIFIED.~~

SECTION b. BIENNIAL ELECTIONS, LINE 1, AFTER THE WORD ELECTIONS, INSERT “AND/OR APPOINTMENT,” AND DELETE ~~SHALL BE HELD ON EITHER THE FOURTH TUESDAY IN FEBRUARY, THE SECOND TUESDAY IN JUNE OR THE FIRST TUESDAY AFTER THE FIRST MONDAY IN NOVEMBER ON EVERY EVEN NUMBERED YEAR FOR THE PURPOSE OF ELECTING DIRECTORS TO FILL VACANCIES RESULTING IN EXPIRATION OF THE TERMS OF DIRECTORS.~~

LINE 4, AFTER THE WORD DIRECTORS, INSERT “OF THE BOARD OF DIRECTORS SHALL BE AS FOLLOWS:”

“(1) ELECTED. BOARD OF DIRECTOR ELECTIONS ARE TO OCCUR DURING THE GENERAL ELECTION CYCLE IN EVEN NUMBERED YEARS.”

“(2) APPOINTED. THE CURRENT BOARD OF DIRECTORS SHALL APPOINT A QUALIFIED SUCCESSOR, AS DEFINED IN THESE BYLAWS ARTICLE II SECTION 2, AND SHALL SERVE THE REMAINING TERM OF THE VACANCY THEY ARE FULFILLING.”

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 4. Vacancies: The revision proposed:

ACTION: LINE 3, AFTER THE WORD TERM, INSERT “THE INDIVIDUAL(S) TO BE CONSIDERED FOR THE APPOINTED POSITION(S) MUST SUBMIT A LETTER OF INTENT TO THE

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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CURRENT BOARD OF DIRECTORS. THE VACANT POSITION(S) MUST BE ADVERTISED TO THE PUBLIC VIA NEWSPAPER(S) AND/OR HOSPITAL DISTRICT WEBSITE PAGE.”

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Article III Meetings

Section 1. Place of Meetings: No revisions proposed.

Section 2. Open Meetings: No revisions proposed.

Section 3. Notice of Meetings: The revision proposed:

ACTION: LINE 5, AFTER THE WORD DISTRICT, INSERT “AND ON THE DISTRICT’S WEBSITE PAGE.”

FOLLOW-UP FURTHER BYLAWS COMMITTEE REVIEW.

Section 4. Executive Sessions: No revisions proposed.

Section 5. Special Meetings: No revisions proposed.

Section 6. Quorum: No revisions proposed.

Section 7. Waiver of Notice: No revisions proposed.

Article IV Officers:

Section 1. Officers: The revisions proposed:

ACTION: LINE 3, AFTER THE WORD DIRECTORS, INSERT “WHICH SHALL OCCUR AT THE FIRST MEETING OF THE NEW YEAR.” ~~DELETE IN ADDITION, THE BOARD MAY APPOINT A SECRETARY WHO SHALL NOT BE A MEMBER OF THE BOARD AND WHO MAY BE PAID A SALARY FIXED BY THE BOARD.~~

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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Considerable discussion subsequently ensued as to whether or not the verbiage in this section needed to be verbatim as outlined in Title 48-1908e.

FOLLOW-UP: **LINE 2, AFTER THE WORD SHALL, THE SENTENCE WILL REMAIN AS WRITTEN UNTIL ATTORNEY CLARIFICATION CAN BE OBTAINED TO ASCERTAIN WHETHER OR NOT THE VERBIAGE MUST BE VERBATIM ACCORDING TO TITLE 48-1908e OR IF CURRENT WORDING MEETS THE INTENT OF THE STATUTE. PROPOSED WORDING, LINE 2 AFTER THE WORD SHALL, DELETE THE WORD ~~ELECT~~ AND INSERT “MEET AND REORGANIZE BY ELECTING.....”**

Section 2. Removal: No revisions proposed.

Section 3. Chairman: The revisions proposed:

ACTION: **LINE 2, AFTER THE WORD HE, INSERT “OR SHE”. LINE 3, AFTER THE WORD HE, INSERT “OR SHE.”**

FOLLOW-UP: **FURTHER BYLAWS COMMITTEE REVIEW.**

Section 4. Vice Chairman: No revisions proposed.

ACTION: **ONE BOARD MEMBER SUGGESTED CHANGING “CHAIRMAN” TO “CHAIRPERSON.”**

FOLLOW-UP: **FURTHER DISCUSSION TO ENSUE WHEN REQUESTING BOARD MEMBER IS PRESENT.**

Section 5. Secretary: The revisions proposed:

ACTION: **CREATE “ARTICLE V, ANCILLARY POSITIONS.” MOVE SECTION 5. SECRETARY UNDER THAT ARTICLE. CHANGE SECTION 5 TO SECTION 1, WITH THE FOLLOWING REVISIONS:**

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
	LINE 1, AFTER THE WORD SECRETARY, INSERT “/CUSTODIAN OF RECORDS.”	
	LINE 3, DELETE THE WORD SPECIAL INSERT “SPECIFICALLY”	
	LINE 5, AFTER THE WORD PERFORM, DELETE THE WORD THE AND INSERT “SPECIFIC BOARD-RELATED SECRETARIAL....” SAME LINE, AFTER THE WORD DUTIES, DELETE USUALLY PERTAINING TO THE OFFICE OF SECRETARY AND HAVE SUCH OTHER DUTIES...	
	LINE 7, AFTER THE WORD SECRETARY, INSERT “MAY BE” AND DELETE DOES NOT HAVE TO BE... AFTER THE WORD DIRECTORS, INSERT “HOWEVER, THE BOARD MAY APPOINT A SECRETARY WHO SHALL NOT BE A MEMBER OF THE BOARD BUT MAY BE PAID A SALARY FIXED BY THE BOARD.”	
FOLLOW-UP:		FURTHER BYLAWS COMMITTEE REVIEW.
<u>Section 6. Treasurer:</u>	The revisions proposed:	
ACTION:	MOVE SECTION 6. TREASURER UNDER ARTICLE V, ANCILLARY POSITIONS. CHANGE SECTION 6 TO SECTION 2, WITH THE FOLLOWING REVISIONS:	
	LINE 2, AFTER THE WORD DISTRICT, INSERT “AND A NON-VOTING MEMBER OF THE BOARD.”	
FOLLOW-UP:		FURTHER BYLAWS COMMITTEE REVIEW.
<u>Article V General Provisions:</u>	The revision proposed:	
ACTION:	CHANGE ARTICLE V TO ARTICLE VI.	
FOLLOW-UP:		FURTHER BYLAWS COMMITTEE REVIEW.

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Section 1. Conflict of Interest: The revision proposed:

**ACTION: LINE 2, AFTER A.R.S. §, DELETE ~~38-431~~ AND INSERT
“38-501”**

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 2. Books and Records: The revision proposed:

**ACTION: LINE 4, AFTER THE WORD WITHIN, DELETE A
~~REASONABLE TIME~~ AND INSERT “FIVE (5) BUSINESS
DAYS.”**

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 3. Annual Report: No revisions proposed.

Section 4. Warrants, Contracts and Instruments: No revisions proposed.

Section 5. Bonds: No revisions proposed.

Article VI Indemnification: The revision proposed:

ACTION: CHANGE ARTICLE VI TO ARTICLE VII

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 1. Indemnification in Actions by Third Parties: No revisions proposed.

Section 2. Indemnification Against Expenses: No revisions proposed.

Section 3. Required Determination: The revision proposed:

ACTION: LINE 2, CHANGE ARTICLE VI TO ARTICLE VII.

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
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Section 4. Advance of Expenses: The revision proposed:

ACTION: LINES 3 AND 4, CHANGE ARTICLE VI TO ARTICLE VII.

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 5. Other Indemnification: The revision proposed:

ACTION: LINE 3, CHANGE ARTICLE VI TO ARTICLE VII.

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Section 6. Insurance: The revision proposed:

ACTION: LINE 5, CHANGE ARTICLE VI TO ARTICLE VII.

FOLLOW-UP: FOR ALL SECTIONS UNDER INDEMNIFICATION, ASK ATTORNEY IF WORDING CAN BE LESS LEGALESE AND MORE SIMPLIFIED ENGLISH.

Article VII Dissolution: The revision proposed:

ACTION: CHANGE ARTICLE VII TO ARTICLE VIII.

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

Article VIII Amendment: The revision proposed:

ACTION: CHANGE ARTICLE VIII TO ARTICLE X. LINE 2, AFTER THE WORD ARIZONA, INSERT “REVIEW AND/OR REVISION OF THESE BYLAWS SHALL OCCUR BIENNIALY.”

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

TOPIC	RECOMMENDATION/CONCLUSION	FOLLOW-UP
ACTION:	CREATE ARTICLE IX GIFT POLICY (ADOPTED IN 1999 BUT NEVER INCORPORATED INTO THE BODY OF THE BYLAWS). THE GIFT POLICY SHALL READ AS FOLLOWS: NO ELECTED “AND/OR APPOINTED” MEMBER OF THE DISTRICT BOARD SHALL ACCEPT ANY GIFT OR REMUNERATION OF ANY TYPE, FROM ANY PARTY, OTHER THAN MEALS SERVED AS PART OF THEIR OFFICIAL DUTIES OR LOGO MARKETING ITEMS FROM KINGMAN REGIONAL MEDICAL CENTER. NOTHING HEREIN, HOWEVER, SHALL PRECLUDE BOARD MEMBERS FROM ATTENDING PARTIES, PICNICS OR SIMILAR OCCASIONS SPONSORED BY KINGMAN REGIONAL MEDICAL CENTER OR ITS EMPLOYEES, IN RECOGNITION OF THE IMPORTANCE OF A CLOSE AND CONGENIAL WORKING RELATIONSHIP BETWEEN THE BOARD OF “KINGMAN HEALTHCARE, INC/”KINGMAN REGIONAL MEDICAL CENTER.	

FOLLOW-UP: FURTHER BYLAWS COMMITTEE REVIEW.

CALL TO THE PUBLIC – None

ADJOURNMENT With no further business to discuss, the meeting was adjourned at 2:46p.m.

Respectfully submitted,

Penny Holden, Chairman

Catherine Furtado, Recording Secretary

Date minutes approved: November 7, 2023