

**BYLAWS
of the
BOARD OF TRUSTEES
of the
WESTON COUNTY HOSPITAL DISTRICT**

**ARTICLE I.
AUTHORITY**

Section 1. Authority

The Weston County Hospital District (“District”) has been established as a special hospital district under the laws of the State of Wyoming. The District exists for such purposes, and has such powers and authority, as provided under the applicable laws of the State of Wyoming, as may from time-to-time be enacted or amended.

Section 2. Amendments

These Bylaws may be altered, amended, repealed or supplemented and new bylaws may be adopted by a vote of four (4) Trustees at any meeting of the Board provided, however, that written notice of the proposed change shall have been given to the Trustees in the notice of the meeting.

**ARTICLE II.
BOARD OF TRUSTEES**

Section 1. Board of Trustees

The District shall be governed by a Board of seven (7) Trustees who are duly elected and serve as provided under the applicable laws of the State of Wyoming. Vacancies in office, as defined under applicable Wyoming law, shall be filled in a manner provided under applicable Wyoming law. The Board of Trustees shall have all rights, authority, powers, obligations, and duties provided under applicable Wyoming law. Trustees shall serve without compensation, but Trustees may receive reimbursement of actual expenses incurred in serving the District to the extent allowed by applicable Wyoming law.

Section 2. Election Date and Term

Elections of Trustees to the District Board shall be held on Tuesday next following the first Monday in May and shall accommodate the staggered terms of the Trustees. An elected Trustee shall serve four (4) years. The term of office of an appointed Trustee begins on the day the appointee accepts the appointment unless the letter of resignation of the prior incumbent specifies a later date, which shall be the beginning of the appointee’s term. An appointed Trustee shall serve until the next regular election.

Section 3. Officers

The officers of the District shall be: President (also known as the Chairman), Secretary, and Treasurer. The officers shall be elected by the Board annually. In years in which there is no election of District Trustees, the officers shall be elected at the first meeting of the District in May. In years in which there is an election of District Trustees, the officers shall be elected at the first meeting of the District following the qualification of the newly elected Trustees.

Each such elected officer shall hold office until a successor is duly elected and qualified, except or unless the Trustee should earlier resign or no longer be a Trustee on the Board. Vacancies in the office shall be filled by election by the Board as soon as possible. A Trustee elected to complete the remaining term of a vacant office shall hold office until the next election of officers, except and unless the Trustee should earlier resign or no longer be a member of the Board. The President of the Board shall preside at all meetings, shall execute documents on behalf of the Board, shall appoint committees and the chairpersons of such committees as authorized by the Board, and shall have such other duties and responsibilities as designated by the Board. The President shall be the Board's primary liaison with the Administrator of the District. The President shall be the Board's primary liaison with the legal counsel on Board issues. The Secretary shall ensure minutes of the Board's meetings are taken and maintained and shall act in the absence or refusal to act of the President. The Treasurer shall ensure that an accounting of the financial transactions of the District is made by District staff, and such accounting is presented to and made available to the Board. The Treasurer shall also act in the absence or refusal to act of the President and/or Secretary.

Section 4. Management

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. The Board shall have full power and authority to create, prescribe and approve bylaws, rules and regulations for the medical staff and to appoint, suspend or remove any practitioner from the medical staff. The Board shall also institute procedures for orienting newly elected Board members to Board functions and procedures, provide continuing education to Board members, and establish and monitor an effective medical and hospital care quality assurance program.

Section 5. Administrator

The Board shall hire an Administrator who shall be the Chief Executive Officer (CEO) of the District. The Administrator shall serve and be compensated upon such terms and conditions as the Board and the Administrator may, in writing, agree. The Administrator shall perform the duties in accordance with his employment agreement and in full compliance with these Bylaws. The Administrator shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The Administrator shall report, as directed, to the President between Board meetings, and to the Board at each meeting on matters related to the District. The Administrator is vested with the following authority and charged with the following duties:

- (a) Fulfill the terms and conditions of the employment agreement.
- (b) Implement Rules, Regulations, Policies and Standards of Practice established by the Board.
- (c) Select, employ, and terminate employees; draft and perpetuate personnel rules applicable to all District employees and contractors according to fair labor laws. However, the Administrator shall not hire any person for, or terminate any member from, the Administrative team, without prior authorization by the Board.
- (d) Plan and supervise the functions of all departments.
- (e) Prescribe, after consultation with the Executive Committee of the Medical Staff, all procedures, standards, methods or techniques bearing upon the care of patients of the District facilities. No such procedures, standards, methods or techniques shall be adopted or practiced except upon the authority and after the approval of the Administrator.
- (f) Work with the medical staff and all those concerned with rendering of professional service to the end that the best possible care may be rendered to all patients.
- (g) Attend or delegate to another District officer all medical staff or committee meetings.
- (h) Prepare and submit an annual budget as required by Wyoming law.
- (i) Supervise all business affairs of the District.
- (j) Procure services, supplies, materials and equipment for the District in accordance with parameters established by the Board.
- (k) Present financial reports to the Board which accurately depict the financial condition of the District.
- (l) Keep the governing body fully informed on the operations of the District through annual or monthly written or oral reports and by attendance at meetings of the governing body.
- (m) Be responsible for developing current written personnel policies with Board oversight and for establishing continuing employment training programs as indicated by personnel needs in accordance with budget.
- (n) Maintain current employee records containing evidence of adequate health examinations and absence of active communicable disease.
- (o) Ensure all unusual accidents and deaths are immediately reported verbally and in writing to the State Survey Agency and other authorities as required by law and also report the same to the Board.
- (p) Prepare for the Board review and adoption an annual strategic plan and execute the plan over the time period designated.
- (q) Grant temporary privileges to medical staff applicants in accordance with the provisions of the medical staff bylaws.

- (r) Summarily suspend all or any portion of the clinical privileges of any practitioner whenever a failure to take such action would be believed to result in imminent danger to the health of any individual.
- (s) Ensure the District conducts its operations in accordance with all laws and regulations and the District maintains and operates a legal compliance program.
- (t) Keep the Board apprised of any material situations regarding the operations, finances, and patient safety of the District.
- (u) Complete an annual conflicts of interest disclosure and provide it to the Board.

Section 6. Conflicts

In all respects, Trustees shall comply with the conflict-of-interest laws of the State of Wyoming, applicable to trustees of hospital districts. The minutes of the Board and all committees with Board-delegated powers shall contain the names of persons who disclose or were found to have a financial interest in connection with an actual or possible conflict of interest, discussion regarding the conflict of interest, and any action that was taken to determine whether a conflict existed and action thereon.

ARTICLE III.
MEETINGS

Section 1. Regular Meetings

Regular meetings of the Board of Trustees shall be held on the third (3rd) Thursday of each month at 5:30 p.m. in the conference room of the District's Hospital located at 1124 Washington Boulevard, Newcastle, Wyoming, unless otherwise determined by the Board in conformity with the Uniform Municipal Fiscal Procedures, Public Records, Documents and Meetings Act.

Section 2. Other Meetings

Special meetings of the Board may be called at any time by the President of the Board, by giving notice of the meeting and the business proposed to be transacted to each Trustee and to the newspaper in general circulation and radio station requesting 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 request of five (5) members of the Board of Trustees. The Board may also hold emergency meetings on matters of serious immediate concern to take temporary action without notice. Reasonable efforts shall be made to offer public notice. All action taken in 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 48 hours.

Section 3. Executive Session

The Trustees may hold executive session not open to the public in accordance with Wyoming Statute § 16-4-405.

Section 4. 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 delivered to each Trustee by personal, mail, or electronic delivery not less than 24 hours prior to such meeting in the case of regular meetings and not less than 8 hours prior to 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 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.

Section 5. Agenda

The initial agenda shall be set by the President for regular board meetings three (3) calendar days before the regular board meeting. Committee reports shall be added to the agenda. The President may add additional items to the agenda prior to the meeting. The agenda may be amended by the Board by motion passed at a regular board meeting.

Section 6. Quorum

Four (4) Trustees of the Board shall constitute a quorum for the transaction of business at a duly noticed meeting called to conduct the official business of the District. Unless otherwise provided by applicable Wyoming law, the act of a majority of Trustees present and voting at a meeting of which a quorum is present shall be the act of the Board. Trustees shall be deemed present at a meeting if they are attending in person, by telephone or by video conference. The act of a majority of the Trustees present and voting at a duly noticed meeting at which a quorum is present shall be the act of the Board. Proxy voting shall not be permitted.

Section 7. Conduct of Meetings

All meetings of the Board of Trustees shall be conducted in accordance with applicable Wyoming law. To the extent not in conflict with applicable Wyoming law, all meetings of the Board of Trustees may be conducted in accordance with the most current edition of Robert's Rule of Order; provided, however, in no event shall any action taken or decision made by a majority vote of the Trustees present at a duly convened meeting be deemed invalid for failure to follow Robert's Rules of Order.

Section 8. 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 9. Minutes

Minutes of each meeting of the Board shall be taken by the Secretary or the Secretary's designee and be disseminated to each Trustee as soon as practicable after the conclusion of the meeting, for example, five (5) business days, but when that is not feasible, no later than the next regular Board meeting.

Section 10. Committee Meetings

Committees are normally comprised of less than a quorum of the Board of Trustees. While minutes of the meetings should be kept, the meetings are not designated to be a "Meeting" as defined by W.S. § 16-4-402(a)(iii). The purpose of the committee meetings is to gather information and formulate recommendation to the entire Board of Trustees acting at a properly noticed public meeting.

- (a) On occasion, members of the Board of Trustees not appointed to a committee may choose to attend a committee meeting to which the Board Member has not been appointed resulting in a quorum of the Board of Trustees attending a meeting which has been called by proper authority of the District. To ensure compliance with the Open Meetings Act, and to ensure that no action is taken by a quorum of the Board of Trustees, the non-appointed member shall:
- (1) Give the Committee chairman and the District Administrator more than 24 hours' notice of the Board Member's intent to attend the Committee meeting so proper advance notice can be provided to the media as required under W.S. § 16-4-404(a).
 - (2) Not participate in any votes of the Committee. Additionally, the non-appointed member shall ensure the minutes of the committee meeting reflect that the non-appointed member did not participate in any votes of the Committee.
 - (3) Should the required advance notice not be given, the non-appointed member shall not attend the committee meeting.
 - (4) If notice is not given, the Committee chairman shall ask the non-appointed member to leave the meeting. If the non-appointed member does not leave the meeting, the Committee chairman may adjourn the meeting or convene an emergency public meeting.

ARTICLE IV.
COMMITTEES OF THE BOARD

Section 1. General

The President of the Board shall appoint the members and 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 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 the chairmen of any such special committees as the Board or the President shall create. The Administrator shall be an ex-officio member of all committees, 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 President 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 Administrator and the Board. The Standing Committees of the Board shall be Quality, Finance, Joint Conference, and Nominating and Governance.

Section 3. Special Committees

Special committees shall be created as required, by resolution of the Board or by appointment by the President. 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. Quality Committee

The Quality Committee shall consist of 3 Trustees, appointed by the Board President and the following ex-officio members: Administrator, Quality Director, Chief Operating Officer, Director of Patient Services, Director of Long-Term Care, Director of Home Health, and Director of Human Resources. The Quality Committee shall meet monthly and will coordinate and oversee the quality, patient safety and risk management programs. The Committee is responsible to monitor the quality of care provided and take appropriate action to assist in the improvement of services. The Committee will adopt an annual reporting calendar to ensure important aspects of the Quality Management System are brought for the Committee's review. The Quality Committee shall review all credentialing recommendations of the Medical Staff and make recommendations thereon to the Board.

Section 5. Finance Committee

The Finance Committee shall consist of the Treasurer, who shall serve as its chairman, at least two other Trustees, the Administrator, Accounting Manager, Revenue Cycle Manager, Chief Operating Office and the Director of Human Resources, who may serve as an advisor to the committee. 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:

- (a) Prepare and 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.
- (b) Prepare 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 accounts, purchasing authorization and relevant rate structure.
- (c) See to it that all District funds are properly invested and shall require prompt reports concerning such investments and shall see that income therefrom, after deduction of legitimate expenses, is paid into the proper account of the District.
- (d) Oversee the contracts for purchase of or construction of District facilities.
- (e) Recommend charges and tax levies in amounts necessary to operate the District in a fiscally sound manner.
- (f) Ensure the books of the District are audited as required by law.
- (g) Implement financial policies and procedures to ensure internal controls and to protect District assets.

Section 6. Joint Conference Committee

The Joint Conference Committee shall be a standing Medical Staff committee composed of two members of the Board of Trustees appointed by the President of the Board, and one rotating member of the Board of Trustees appointed by the President of the Board of Trustees, the Chief of Staff Elect, an appointed member of the active medical staff, and the Administrator. The Joint Conference Committee shall be co-chaired by the Chief of Staff-Elect and a member of the Board of Trustees appointed by the President, with the member appointed by the President conducting the meetings. The Joint Conference Committee shall hear matters pertaining to hospital policy, practice, development, planning, patient care, risk management, safety, and medical administrative issues within the hospital.

Section 7. Nominating and Governance Committee

The Nominating and Governance Committee shall be composed of the President, Secretary, and an additional Trustee. The Committee shall be responsible to:

- (a) Review and amend the Board of Trustee's Bylaws and District policies as necessary for Board approval.
- (b) Assure that the business, actions and decisions of the Board and all Board committees are documented in such a manner as to fulfill all legal and regulatory obligations.
- (c) — _____ Assure that a fully qualified Administrator is appointed who is responsible for the operation of the District and maintain a plan for Administrator succession and selection as necessary.
- (d) — _____ Establish a process to annually evaluate the performance of the Administrator and establish an appropriate compensation and benefits package.
- (e) — _____ Develop a plan with the Administrator for creating and updating a strategic plan for the District that is patient-centered and mission driven.
- (f) — _____ Poll the Board on interest for Officer positions and committee appointments in advance of Board elections and committee appointments and present the list to the Board for consideration. Work to ensure there are interested candidates for each of the positions.

Section 8. Committee Member 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 they are a member shall be sooner terminated by the Board or until the death, resignation or removal of the member, whichever first occurs.

Section 9. 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 to the residence or place of business of the committee member as listed in the Administrator's 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 10. Resignation or Modification of Committee Membership

A member of any committee may resign at any time by tendering his or her resignation in writing to the President of the Board. The resignation shall be effective upon being tendered. The President may modify the membership of any committee with or without cause at any time.

ARTICLE V.
MEDICAL STAFF

Section 1. General

The Board shall appoint a medical staff operating in accordance with these Bylaws and those bylaws of the medical staff approved by the Board. The medical staff shall operate as an integral part of the District and, through its department chairmen, committees and officers, 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. The Board specifically reserves the authority to take any direct action that is appropriate with respect to any individual appointed to the medical staff or given clinical privileges or the right to practice in the hospital who is charged with questions involving clinical incompetence or inappropriate behavior, or violations of hospital bylaws, rules or policies. Action taken by the Board in such matters may, but need not, follow the procedures outlined in the medical staff bylaws or the District's policy on appointment, reappointment and clinical privileges.

Section 2. Medical Staff Bylaws, Rules and Regulations

- (a) In recommending medical staff bylaws, rules and regulations, the medical staff shall follow the procedures set forth in the medical staff bylaws. Only such medical staff bylaws, rules and regulations are approved by the Board shall be effective.
- (b) The medical staff may at any time recommend modifications of the medical staff bylaws, rules and regulations to the Board. The Board shall act promptly on proposed medical staff bylaw amendments submitted by the medical staff.
 - (1) If the Board rejects the proposed amendments, the medical staff may appeal the decision to the Joint Conference Committee.
 - (2) If the Joint Conference Committee is unable to resolve the adoption of the proposed amendments, a mediator, chosen by the Chief of the Medical Staff and President of the Board, shall attempt a resolution between the medical staff and Board.
 - (3) If mediation is unsuccessful, the proposed amendment shall be resubmitted to the Board for final resolution.
- (c) The Board reserves the right to rescind any authority or procedures delegated to the medical staff by bylaws or otherwise. In the event the Board believes there should be changes in the medical staff bylaws, rules or regulations due to patient care or hospital operational

issues, it shall submit such suggested changes to the medical staff. The medical staff shall promptly consider and submit to the Board its recommendations.

- (1) In the event that the medical staff fails to act, does not act in a timely manner, or rejects the Board suggestions, the proposed changes may be submitted to the Joint Conference Committee for action.
 - (2) If the Joint Conference Committee is unable to decide on the adoption of the proposed changes, a mediator, chosen by the Chief of the Medical Staff and President of the Board, shall be assigned to attempt a resolution between the medical staff and Board.
 - (3) Should mediation be unsuccessful, the Board shall have the ultimate authority to adopt the changes in accordance with its responsibility to ensure quality patient care and effective hospital operations.
- (d) If an emergency arises such that patient care or effective hospital operations are, or may be, immediately compromised, the Board may amend the medical staff bylaws, rules or regulations, to minimize or prevent such emergencies. Such amendments shall be effective until the procedures outlined in (c)(1), (2), and (3) above are completed.
- (e) In the event of a conflict between the provisions of the medical staff bylaws and these Bylaws, the provisions of these Bylaws shall be controlling.

Section 3. Medical Staff Appointment and Clinical Privileges

- (a) The Board may appoint to the medical staff graduates of recognized professional schools meeting the minimum personal and professional qualifications prescribed in the medical staff bylaws. Individuals so appointed shall have full responsibility for treatment of hospital patients subject only to such limitations as the Board and its designees may impose, and to the medical staff bylaws, rules and regulations, or the District's policy on appointment, reappointment and clinical privileges. Appointments shall be provisional for a period of at least one (1) year, renewable in accordance with the reappointment procedures set forth in the medical staff bylaws or the District's policy on appointment, reappointment and clinical privileges. If at any time an application for reappointment is not acted upon by the Board prior to the expiration of the appointee's then current appointment, the appointment and clinical privileges of the appointee in question shall continue in effect until the next regularly scheduled Board meeting.
- (b) Only medical staff appointees shall be permitted to admit patients to the hospital. Each patient shall be under the medical supervision of a qualified physician appointed to the medical staff, who shall be responsible for the general medical condition of the patient. All other individuals who are granted clinical privileges or who otherwise provide patient care services shall be subject to applicable bylaws or policies designed to determine, monitor, and evaluate their competence and quality of care.

Section 4. Contracts for Clinical Services

- (a) The Board shall have the authority from time to time to authorize the District to enter into contracts or employment relationships with individuals, partnerships or corporations for the performance of health care services, including those medico-administrative positions. All individuals functioning pursuant to such contracts or employment relationships, who would be subject to the provisions of the medical staff bylaws, shall obtain and maintain staff appointment and/or clinical privileges, in accordance with the medical staff bylaws or the District's policy on appointment, reappointment and clinical privileges.
- (b) If a question arises concerning clinical competence that may affect such individual's staff appointment or clinical privileges during the term of the contract, that question may be processed in the same manner as would pertain to any other medical staff appointee. If a modification of privileges or appointment occurs that is sufficient to prevent the individual from performing his contractual duties, the contract shall automatically terminate.
- (c) In the event that the contract or employment expires or is terminated, and the physician is not otherwise eligible for medical staff membership, the clinical privileges and any medical staff appointment resulting from the contract or employment shall automatically expire at the time the contract or employment expires or terminates. This expiration of clinical privileges and medical staff appointment or the termination or expiration of the contract itself, shall not entitle the individual to any hearing or appeal, unless there is a specific provision to the contrary in the contract. If only a portion of the individual's clinical privileges are covered by the contract or employment, only that portion shall be affected by the expiration or termination of the contract or employment.
- (d) Specific contractual or employment terms shall in all cases be controlling in the event that they conflict with provisions of the Hospital bylaws or the District's policy on appointment, reappointment and clinical privileges. Nothing herein shall be construed to prevent the District from imposing employee discipline on any Hospital Employee who is also a member of the medical staff, if in the discretion of Hospital Administration, such discipline is warranted.

Section 5. Evaluating Professional Needs

From time to time the Board shall evaluate the number, age, admissions, and hospital activities of medical staff appointees in various specialty areas so that a proper number of individuals in each specialty is determined, maintained and revised as needed, in light of the strategic planning objectives, community needs and professional personnel requirements of the hospital.

Section 6. Procedures for Board Actions Pertaining to Medical Staff Applicants or Appointees

- (a) At its next regular meeting after receipt of a recommendation from the Medical Staff Executive Committee concerning an applicant for medical staff appointment or concerning a medical staff appointee, the Board shall act in the matter. The Board retains the absolute discretion to take any action it deems in the best interest of the hospital and the decision of the Board shall be conclusive. Discussions about individual medical staff appointments shall occur in executive session. In the event the Board determines to overturn a favorable final recommendation of the Executive Committee of the Medical Staff, the Board shall refer the matter back to the Medical Staff Executive Committee and afford the Committee an opportunity for further consideration. Any such referral shall state the reasons therefore, shall set a time limit within which a subsequent recommendation to the Board shall be made and may include a directive that an additional hearing be conducted to clarify issues which are in doubt. At its next regular meeting after receipt of such subsequent recommendation, the Board shall act in the matter.

- (b) The Board's decision shall be conclusive whenever the Board:
 - (1) Determines to reject a recommendation of the Medical Staff Executive Committee favorable to an applicant for staff appointment, either with respect to appointment or to clinical privileges.
 - (2) Determines to reject a recommendation of the Medical Staff Executive Committee favorable to a person presently holding a medical staff appointment with respect to reappointment, promotion in staff category or increase in clinical privileges.
 - (3) Determines on its own motion and without a prior recommendation from the Medical Staff Executive Committee to decrease the clinical privileges of a person presently holding a medical staff appointment or revoke his staff appointment, the Board shall, before taking final action, notify the affected individual in writing, sent by certified mail, return receipt requested of this decision of the Board. The affected individual shall have 30 days following the date of receipt of such notice within which to request in writing a hearing. In the event the affected individual does not request a hearing within the time and in the manner required, he shall be deemed to have accepted the action involved and it shall become effective immediately. If a hearing is requested, it may be conducted under the hearing and appeal procedures as may be adopted by the Board.

- (c) When the Board acts finally in the matter it shall send notice of such decision through the Administrator by certified mail, return receipt requested, to the applicant or appointee involved as well as to the Executive Committee of the medical staff and the chairmen of the department concerned.

- (d) If appointment or reappointment is finally denied by the Board, or if medical staff appointment and clinical privileges are revoked or terminated, the applicant or appointee,

after the expiration of two years from the date of such action, may reapply for appointment to the medical staff unless the Board provides otherwise in its decision.

Section 7. Medical Staff Departments, Committees and Officers

- (a) The chairmen of all medical staff departments, the chairmen and members of all medical staff committees, and the officers of the medical staff shall be elected or appointed in accordance with the provisions of the medical staff bylaws and shall be subject to the approval of the Board. Said individuals shall act in the best interest of the hospital when performing their duties under the medical staff bylaws and shall perform such additional duties as may be assigned from time to time by the Board or the Administrator.
- (b) All minutes, reports, recommendations, communications, and actions with respect to credentialing, peer review, quality management or related matters made or taken by the Board or its committees or by medical staff departments, committees and officers for and on behalf of the hospital are deemed to be covered by Wyoming Statutes Sections 35-17-101 to 35-17-106, 35-2-605 to 35-2-617, 35-2-910, and 16-4-203, or the corresponding provisions of any subsequent federal or state statute providing protection to peer review, quality management, or related activities. Furthermore, the committees and/or panels charged with making reports, findings, recommendations or investigations pursuant to the medical staff credentialing manual, bylaws, rules and regulations, or policies and procedures shall be considered to be acting on behalf of the hospital and its Board when engaged in such professional review activities and thus shall be deemed to be "professional review bodies" as that term is defined in the Health Care Quality Improvement Act of 1986 and Wyoming Statutes Section 35-17-101.

Section 8. Contested Matters

Any contestant bringing a contested matter before the Board of Trustees shall be afforded the right of due process as described in the Board policy of contested cases. In the event of any conflict between the Board's policy and the medical staff bylaws, the Board's policy controls.

ARTICLE VI. **GENERAL**

Section 1. Execution of Documents

- (a) Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the District, 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 the Administrator or such officers or agents of 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 the Administrator or 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 Hospital, shall be signed or endorsed by the Administrator or such other 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 the Administrator or 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 neuter 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.

ARTICLE VII. **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 (including a medical staff appointee if in the performance of duties delegated by the Board as contained in the medical staff bylaws, medical staff rules and regulations or policies adopted by the Board) acting as an agent of the District, or serves or served 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 a 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 VIII.
ADOPTION

The foregoing Bylaws of the Board of Trustees of Weston County Hospital District were duly passed, approved, and adopted by the Board of Trustees at a regular meeting of the Board of Trustees on the 19th day of January, 2023, are effective immediately, and supersede and replace all previous bylaws of the board of Trustees hereto before enacted.

Board of Trustees
Weston County Hospital District

By: LeAnn Kenagy
LeAnn Kenagy, President

Attest: Jamie Farnsworth
Jamie Farnsworth, Secretary

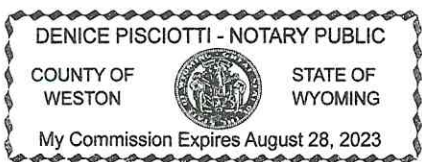
Adopted: 01/19/2023

Revised _____

STATE OF WYOMING)
) ss.
County of Weston)

The foregoing document was acknowledged before me by LeAnn Kenagy, as President of the Board of Trustees of the Weston County Hospital District this 24th day of January, 2023.

Witness my hand and official seal.



Denice Pisciotti
Notary Public