

# HARRISON COUNTY COMMUNITY HOSPITAL DISTRICT BYLAWS

Adopted: April 27, 2023

## Contents

PREAMBLE.....	2
ARTICLE I: Name, Place, and Federal Designation of Business .....	2
ARTICLE II: Definitions.....	2
ARTICLE III: Role and Purpose .....	3
ARTICLE V: Board of Directors .....	5
ARTICLE VI: Meetings .....	5
ARTICLE: VII Officers.....	8
ARTICLE VIII: Committees of the Board .....	9
ARTICLE IX: Seal.....	10
ARTICLE X: Fiscal Year .....	10
ARTICLE XI: Review and Amendments.....	10
ARTICLE XII: Chief Executive Officer .....	10
ARTICLE XIII: Bonding of Officers and Employees .....	12
ARTICLE XIV: Medical Staff.....	12
ARTICLE XV: Auxiliary .....	14
ARTICLE XVI: Hospital Foundation .....	15
ARTICLE XVII: Conflict of Interest.....	15
ARTICLE XVIII: Quality.....	15
ARTICLE XIX: Dissolution .....	15

# **HARRISON COUNTY COMMUNITY HOSPITAL DISTRICT OF HARRISON COUNTY, MISSOURI CORPORATE BYLAWS**

## **PREAMBLE**

In accordance with Chapter 206 of the Missouri Statutes, the Board of Directors of Harrison County Community Hospital District of Harrison County, Missouri (hereinafter "District") shall possess and is charged with the exercise of all of the legislative and executive powers of said District and the responsibility of operating and controlling a district hospital. Therefore the Board of Directors does hereby adopt and proclaim these to be the bylaws of Harrison County Community Hospital District of Harrison County, Missouri.

## **ARTICLE I: Name, Place, and Federal Designation of Business**

**Section 1.** The name of the District shall be "Harrison County Community Hospital District of Harrison County, Missouri."

**Section 2.** The principal office of this District shall be located in the Harrison County Community Hospital at 2600 Miller Street, Bethany, Harrison County, Missouri.

**Section 3.** Harrison County Community Hospital District has been designated by the Missouri Department of Health and Senior Services to participate in the Federal Medicare Program as a Critical Access Hospital (CAH).

## **ARTICLE II: Definitions**

As used in these Bylaws, the term:

- (a)** "Hospital" shall mean the existing hospital, the operation of which, at Bethany, Missouri, is maintained by the District.
- (b)** "Medical Staff" shall mean the formal organization of all licensed physicians, dentists, podiatrists, dental specialists and psychologists who are privileged to attend patients at the hospital, in accordance with these Bylaws and the Medical Staff Bylaws.
- (c)** "Governing Body" shall mean the Board of Directors of Harrison County Community Hospital District.

- (d) "Chief Executive Officer," CEO, shall mean the individual appointed by the governing body to act on its behalf in the overall management of the hospital.
- (e) "Practitioner," unless otherwise specified, means an appropriately licensed physician (M.D., D.O.), podiatrist, dentist, dental specialist, and psychologist.
- (f) "Medical Staff Year" means the period from 1 January in each year through 31 December in the same year.
- (g) "Critical Access Hospital (CAH)" means a Federal Designation for small rural hospitals with twenty-five (25) or fewer beds, and ninety-six (96) hour average length of stay, and other special conditions of participation as stated in 42 CFR 485.601, *et. seq.*
- (h) "Majority" shall mean more than half of the directors who cast a vote to agree in order for the entire body to make a decision.

### **ARTICLE III: Role and Purpose**

The role and purpose of this District is to exercise the governmental powers as set out in 206.110 RSMo and all other powers incidental, and necessary, to carry out and effectuate the express powers set out in the above-referenced statute.

**Section 1.** To establish and maintain a hospital and hospital facilities and to construct, acquire, develop, expand, extend and improve any such hospital or hospital facility, including medical office buildings, to provide offices for rental to physicians and dentists on the district hospital's medical or dental Staff, and the providing of sites, therefore, including off-street parking space for motor vehicles;

**Section 2.** To acquire land in fee simple, rights in land and easements upon, over or across land and leasehold interest in land and tangible and intangible personal property used or useful for the location, establishment, maintenance, development, expansion, extension, or improvement of any hospital or hospital facility. The acquisition may be by dedication, purchase, gift, agreement, lease, use, or adverse possession or by condemnation.

**Section 3.** To operate, maintain and manage a hospital and hospital facilities, and to make and enter into contracts, for the use, operation or management of a hospital or hospital facilities; to engage in health care activities; and to make and enter into a lease of equipment and real property, a hospital or hospital facilities, as lessor or lessee, regardless of the duration of such lease; and to provide rules and regulations for the operation, management or use of a hospital or hospital facilities. Any agreement entered into pursuant to this subsection pertaining to the lease of the hospital shall have a definite termination date, as negotiated by the parties, but this shall not preclude the Directors from entering into a renewal of the agreement with the same or other parties pertaining to the same or other subjects upon such terms and conditions as the parties may agree;

**Section 4.** To fix, charge and collect reasonable fees, and compensation for the use or occupancy of the hospital, or any part thereof, or any hospital facility, and for nursing care, medicine, attendants, or other services furnished by the hospital or hospital facilities, according to the rules and regulations prescribed by the Board from time to time;

**Section 5.** To borrow money and to issue bonds, notes, certificates, or other evidences of indebtedness for the purpose of accomplishing any of its corporate purposes, subject to compliance with any condition or limitation set forth in this chapter, or otherwise provided by the Constitution of the State of Missouri.

**Section 6.** To employ or enter into contracts for the employment of any person, firm, or corporation, and for professional services, necessary or desirable for the accomplishment of the corporate objects of the District or the proper administration, management, protection or control of its property;

**Section 7.** To maintain the hospital for the benefit of the inhabitants of the area comprising the District who are sick, injured or maimed, regardless of race, creed, national origin, sex, age and religion and to adopt such reasonable rules and regulations as may be necessary to render the use of the hospital of the greatest benefit to the greatest number, to exclude from the use of the hospital all persons who willfully disregard any of the rules and regulations so established; to extend the privileges and use of the hospital to persons residing outside the area of the District upon such terms and conditions as the Board of Directors prescribes by its rules and regulations;

**Section 8.** To police its property and to exercise police powers in respect thereto or in respect to the enforcement of any rule or regulation provided by the ordinances of the District, and to employ and commission police officers and other qualified persons to enforce the same;

**Section 9.** The use of any hospital or hospital facility of a district shall be subject to the reasonable regulation and control of the District, and upon such reasonable terms and conditions as shall be established by its Board of Directors.

**Section 10.** A regulatory ordinance of a district adopted under any provision of this section may provide for a suspension or revocation of any rights or privileges within the control of the District for a violation of any such regulatory ordinance.

**Section 11.** Nothing in this section or in other provisions of this chapter shall be construed to authorize the district board to establish or enforce any regulation or rule in respect to hospitalization or the operation or maintenance of such hospital or any hospital facilities within its jurisdiction which is in conflict with any federal or state law or regulation applicable to the same subject matter.

#### **ARTICLE IV: Elections**

**Section 1.** All persons residing within the boundaries of the District who are qualified voters as set out in the Constitution and the statutes of the state of Missouri shall be entitled to vote at all elections of this District.

**Section 2.** All elections of the District shall be held by ballot or by any mechanical method prescribed by law. The polling places shall be those fixed by the Harrison County Election Board. The election of Directors of the District shall be held annually on the first Tuesday in April, or on such other dates as may be selected by the Harrison County Election Board, in accordance with the election laws of the state of Missouri. Special elections may be held on any date fixed by the Harrison County Election Board, in accordance with election laws of the state of Missouri.

**Section 3.** All elections of the District shall be conducted as provided by the applicable constitutional and statutory provisions of the State of Missouri, and the rules and regulations promulgated thereunder.

## **ARTICLE V: Board of Directors**

**Section 1.** The Board of Directors shall consist of six members, each of whom shall be a citizen of the United States, a voter of the District and shall have resided within the state for one year next preceding their election and shall be at least thirty (30) years of age. All candidates shall file their declaration of candidacy to the Secretary of the Board of Directors in the Chief Executive Officer's office at Harrison County Community Hospital. Subdistricts are designated by the Harrison County Commission and each subdistrict will have no more than one Director.

**Section 2.** Each Director shall be elected for a term of three years and shall serve until a successor is elected and qualified. Any vacancy on the Board of Directors shall be filled by the remaining members of the Board, who shall appoint a person to serve as Director until the next "general municipal election day" as defined in RsMO 115.121(3).

**Section 3.** Members of the Board of Directors shall serve without pay; however, a Director may be reimbursed for actual expenses reasonably incurred in rendering service to the District.

**Section 4.** Within thirty (30) days after the annual election of the Board of Directors, it shall meet to select officers for the ensuing year. One of its members shall be selected as Chair and one as Vice-Chair. The Board shall also elect a Secretary and Treasurer, who may be chosen from outside the members of the Board of Directors. These officers shall serve for one year and until their successors are elected and qualified.

**Section 5.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of such quorum present at any such meeting shall be the act of the Board of Directors.

## **ARTICLE VI: Meetings**

**Section 1.** The Board of Directors shall meet monthly on the last Monday of the month with meetings beginning at 12:00 pm. However, the Board may adopt a different date or time to assure a quorum will be present or may cancel a meeting upon the vote of the Board. Monthly meetings

will be held at the offices of the District located in Bethany, Missouri, with a mailing address of 2600 Miller Street, Bethany, Missouri 64424. Notice of a regular meeting will be given to each member of the Board of Directors.

**Section 2.** Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or by the Secretary or by a majority of the Board of Directors by notice duly signed by the officer or Directors calling the same.

**Section 3.** HCCH shall comply with the Missouri Sunshine Law, RsMO 610.010, *et. seq.* This includes the following:

- (a)** The notice of any meeting shall provide the time, date, and place of each meeting, and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered, and if the meeting will be conducted by telephone or other electronic means, the notice of the meeting shall identify the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting. If a public body plans to meet by Internet chat, internet message board, or other computer link, it shall post a notice of the meeting on its website in addition to its principal office and shall notify the public how to access that meeting. Reasonable notice shall include making available copies of the notice to any representative of the news media who requests notice of meetings of a particular public governmental body concurrent with the notice being made available to the members of the particular governmental body and posting the notice on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the body holding the meeting, or if no such office exists, at the building in which the meeting is to be held.
- (b)** Notice conforming with all of the requirements of subsection (a) of this section shall be given at least twenty-four hours, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given.
- (c)** Each meeting shall be held at a place reasonably accessible to the public and of sufficient size to accommodate the anticipated attendance by members of the public, and at a time reasonably convenient to the public, unless for good cause, such a place or time is impossible or impractical. Every reasonable effort shall be made to grant special access to the meeting to handicapped or disabled individuals.

- (d) HCCH shall allow for the recording by audiotape, videotape, or other electronic means of any open meeting. HCCH may establish guidelines regarding the manner in which such recording is conducted so as to minimize disruption to the meeting. No audio recording of any meeting, record, or vote closed pursuant to the provisions RsMO 610.021 shall be permitted without permission of the HCCH Board of Directors; any person who violates this provision may be turned over to the appropriate legal authorities for prosecution of a class C misdemeanor.
- (e) When it is necessary to hold a meeting on less than twenty-four hours notice or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.
- (f) A formally constituted subcommittee of the Board of Directors may conduct a meeting without notice as required by this section during a lawful meeting of Board of Directors, a recess in that meeting, or immediately following that meeting, if the meeting of the subcommittee is publicly announced at the parent meeting and the subject of the meeting reasonably coincides with the subjects discussed or acted upon by the Board of Directors.
- (g) If another provision of law requires a manner of giving specific notice of a meeting, hearing, or intent to take action by a governmental body, compliance with that section shall constitute compliance with the notice requirements of this section.
- (h) A journal or minutes of open and closed meetings shall be taken and retained by HCCH, including, but not limited to, a record of any votes taken at such meetings.
- (i) The minutes shall include the date, time, place, members present, members absent, and a record of any votes taken. When a roll call vote is taken, the minutes shall attribute each "yea" and "nay" vote or abstain if not voting to the name of the individual member of the public governmental body.

**Section 4.** Directors, as such, shall not receive any compensation, however, shall devote such time to the duties of the office as the faithful discharge thereof may require.

**Section 5.** A Director of the Board shall be presumed to have assented to the action taken on any corporate matter at a Board of Directors' meeting, at which the Director is present unless the Director's dissent shall be entered in the minutes of the meeting, or unless the Director shall file their written dissent to such action with the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not so dissent.



**Section 6.** To ensure that each meeting has a quorum, a Director's attendance shall be required on a regular basis. Each Director of the District shall devote such time to the duties of the office as the faithful discharge thereof may require. All Directors are strongly encouraged to attend all meetings of the Board; however, at a minimum, each Director shall attend two-thirds of the total number of regular and special board meetings in each fiscal year. If a Director has excessive absenteeism, the Chair will address the absences with the Director. If regular meetings of the Board cannot be conducted due to lack of a quorum, special meetings will be called as often as is necessary and prudent to allow for the effective operation of the District.

## **ARTICLE: VII Officers**

Executive officers of the Board of Directors shall be the Chair, Vice-Chair, a Secretary, a Treasurer, and such officers or employees as the Board deems expedient or necessary for the accomplishment of its corporate objects. The Secretary and Treasurer need not be members of the Board. The officers and employees designated by the Board shall hold office at the pleasure of the Board of Directors until their successors are elected and shall qualify.

A vacancy in any office caused by death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired term of the vacant office.

**Section 1. Chair:** It shall be the duty of the Chair to preside at all Board meetings, to call special meetings of the Board, from time to time, as occasions require, to act as the official head of the District, to countersign all checks for payment of money out of the treasury of the District. The Chair is elected annually but may serve no more than 3 (three) consecutive terms as chairman. The Chair shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or from time to time prescribed by the Board of Directors.

**Section 2. Vice-Chair:** The Vice-Chair of the Board of Directors shall work in cooperation with the Chair of the Board and shall perform such duties as the Board may assign to them. In the event of the death, absence, incapacity, inability, or refusal to act by the Chair of the Board of Directors, the Vice-Chair shall be vested with all powers and perform all the duties of the office of Chair of the Board of Directors. The Vice-Chair shall have such other or further duties as may be prescribed elsewhere in these bylaws or from time to time prescribed by the Board of Directors.

**Section 3. Secretary:** The Secretary shall record or cause to be recorded all corporate action of the District in the minute book of the District to be kept for that purpose and shall attest to all official documents with the seal of the District and act as the custodian of all books, papers, and records of the District. The Secretary shall perform other duties as may be imposed upon them by the provision of the District bylaws, laws of the state of Missouri, and the rules and regulations of the Board of Directors, if any.

**Section 4. Treasurer:** The Treasurer shall be responsible for the control of the funds of the District and cause money to be paid out of the treasury, only upon valid checks drawn on the treasury, such treasury to be maintained in financial institutions within the guidelines established by the Board of Directors as authorized depositories. Checks shall be signed by the Treasurer and

countersigned by the Chair. The Treasurer shall execute such bond for the faithful performance of duty as may be required by the Board of Directors, the expense of the execution of the bond, however, shall be borne by the District.

**Section 5.** The Board may, from time to time, provide for additional officers and for additional duties of its officers.

**Section 6. Indemnification of Directors and Officers:** As limited by any policy of insurance purchased by the District for such purpose, each Director and officer performing services for the District may be indemnified by the District and held harmless against all reasonable costs and expenses, including legal counsel fees (provided that such Director or officer utilizes legal counsel appointed by the District and/or its insurer for such purpose), actually and necessarily incurred by or imposed upon the Director or the Director's estate in connection with the defense of any action, suit or proceeding to which the Director shall be made a party by reason of their being or having been a Director or officer of the District (whether or not they continue to be a Director or officer at the time of incurring such costs or expenses) except in relation to any matter as to which the Director shall be adjudged in any such action, suit or proceeding, without such judgment being reversed, to have been liable for negligence or misconduct in the performance of their duties as such Director or officer. If a Director or officer elects to retain their own legal counsel to represent the Director, the District shall have no obligation to pay the legal counsel fees incurred by such Director or officer.

In the event of the settlement of any such action, suit or proceeding, prior to the final judgment, the District shall also make reimbursement for payment of the costs, expenses and amounts paid or to be paid in settling any such action, suit or proceeding when such settlement appears to be in the interest of the District in the opinion of the majority of the Directors who are not involved, or if all are involved, in the opinion of independent legal counsel selected by the Board of Directors. No Director or officer of the District shall be liable to any other Director or officer, or other person, for any action taken or refused to be taken as a Director or officer, with respect to any matter within the scope of their official duty except such action or neglect or failure to act shall constitute negligence or misconduct in the performance of the duties as Director or officer.

Indemnification hereunder shall not exclude but in fact is in addition to any rights of indemnification to which Directors or officers may be entitled under any other bylaw, agreement, vote of Director or by operation of law, nor shall it preclude the District from purchasing and maintaining insurance with equivalent or greater protection than herein.

## **ARTICLE VIII: Committees of the Board**

**Section 1.** It has traditionally been the responsibility of the Board as a whole, to serve and fulfill the responsibilities necessary for the accomplishment of its corporate duties and objectives.

**Section 2.** The Board may establish such committees as it deems appropriate from time to time by appropriate resolution at its regularly conducted meetings.

**Section 4.** Minutes of committee meetings will be in writing and reviewed and approved by the Board of Directors. When the contents of the meetings are confidential, i.e., meet the reasons for a closed session under the Sunshine Law, the minutes will be available only to the members of the Board of Directors, CEO, legal counsel, and distributed as authorized by the CEO.

## **ARTICLE IX: Seal**

The District shall have a corporate seal, consisting of a circle having in its circumference and face the words "Harrison County Community Hospital District Missouri Corporate Seal," which shall be maintained in a locked area in the administrative offices. Official documents shall be attested by the seal. The form of the seal of the corporation may be changed as needed by resolution of the Board of Directors.

## **ARTICLE X: Fiscal Year**

The fiscal year of the District shall begin on the 1st day of April of each year.

## **ARTICLE XI: Review and Amendments**

The Board of Directors shall review and revise these bylaws as deemed appropriate by the Board with review by the Board at any annual meeting, without notice.

The Board of Directors, by a majority vote at a regular meeting or any special meeting properly called for that purpose, unless expressly waived, may amend these bylaws.

- (a)** To conform to and with any provision or provisions of the laws of the State of Missouri and the United States; and
- (b)** In such other respects, consistent with the lawful objectives and purposes of the District, as such, Directors may, from time to time find necessary.

## **ARTICLE XII: Chief Executive Officer**

**Section 1.** The Board of Directors shall select and employ a competent CEO who shall be its direct executive representative in the management of the hospital. The CEO shall be given the necessary authority and be held responsible for the administration of the hospital in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated powers for such action. The CEO shall act as the authorized representative of the Board of Directors in the administration of the hospital, subject to such limitation, if any, imposed by said Board in a duly adopted resolution.

**Section 2.** The authority and duties of the CEO shall include the following:

- (a)** The CEO shall be responsible for the selection, employment, control, and discharge of all hospital employees and agents, except as otherwise restricted by the bylaws and the Board of Directors.
- (b)** The CEO shall keep the Board of Directors fully advised on all plans for the betterment of the hospital's services. The CEO shall provide overall leadership and coordinate activities with the Medical Staff and other healthcare providers to ensure the effective delivery of patient care and healthcare service programs.
- (c)** The CEO shall be responsible for the business affairs of the hospital, such as the records of financial transactions, collection of accounts, the purchase and issuance of supplies, and ensure that all funds are collected and expended to the hospital's best possible advantage.
- (d)** The CEO shall submit an annual budget to the Board of Directors or its authorized committees. The CEO shall also submit regular reports showing the professional services and the financial activities of the hospital and shall prepare and submit such special reports as may be required by the Board of Directors.
- (e)** The CEO shall perform any and all other duties that may be necessary for the overall management of the hospital.
- (f)** The CEO shall serve as the liaison officer and channel of communication for all official communications between the Board of Directors and the Medical Staff.
- (g)** The CEO shall coordinate with legal counsel in communications with the Board of Directors, regarding legal matters affecting the District.
- (h)** In the absence of the CEO, the order of authority to act in their stead shall be vested in the Chief Operating Officer, Chief Nursing Officer, Chief Financial Officer, in that order, except in decisions related to privileges as set forth in Section 3 of Article XIV of these bylaws. If a position is vacant, authority devolves to the next in the order. However, depending on the circumstances causing a lengthy absence of the CEO, the Board of Directors may appoint an interim CEO who may or may not be an employee of the hospital.

**Section 3.** The CEO shall be responsible for ensuring HCCH's compliance with the Critical Access Hospital Conditions of Participation found at 42 C.F.R 485.601, et. seq. The Board of Directors will report any changes in the CEO position to the Missouri Department of Health and Senior Services within ten (10) business days of the appointment of a new CEO.

### **ARTICLE XIII: Bonding of Officers and Employees**

All officers and employees authorized to sign vouchers, checks, warrants or evidences of indebtedness binding upon the District shall furnish a surety bond for the faithful performance of their duties and the faithful accounting of all monies that may come into their hands in an amount to be fixed and a form to be approved by the Board of Directors of the District. The cost of said surety bonds called for hereinabove shall be borne by the District.

### **ARTICLE XIV: Medical Staff**

**Section 1.** Every Practitioner requesting permission to practice at HCCH shall submit an application for staff membership, in writing, to HCCH upon forms approved by the Board of Directors. In the application, each applicant shall give specifically the Practitioner's training and qualifications, their willingness to accept the Board of Directors as the supreme governing authority of the hospital, the Practitioner's willingness to abide by these bylaws and the Medical Staff in all respects, and the Practitioner's determination to practice their profession in a manner which is legal, moral, and ethical. A written copy of all such bylaws, with any amendments, shall be kept on file in the office of the hospital CEO and shall be available to all staff members and applicants during normal business hours.

**Section 2.** The professional Staff of the hospital shall be an organized group, which shall initiate and, with the approval of the Board, adopt bylaws, rules, regulations, and policies governing professional activities in the hospital. General practitioners may practice in the hospital in accordance with their competence as recommended by the professional Staff and as authorized by the Board.

**Section 3.** The Board of Directors shall appoint a professional staff who is privileged to attend patients in the hospital. The Medical Staff shall be in such kind and number as may be determined from time to time. Membership in this Medical Staff organization shall be a prerequisite to the exercise of clinical privileges in the hospital, except as otherwise specifically provided in the Medical Staff bylaws. Medical Staff members may practice only within the scope of granted clinical privileges. The Board shall delegate to the Medical Staff the responsibility and authority to investigate and evaluate each application for appointment and re-appointment, clinical privileges requested, including modification of privileges and assignment to the appropriate Medical Staff category, and shall require the Medical Staff to make recommendations to it thereon.

**Section 4.** The Medical Staff organization shall propose and adopt by vote:

- (a)** Bylaws, rules, and regulations for its internal governance, which shall be effective when approved by the hospital Board of Directors. These bylaws shall create an effective administrative unit to discharge the functions and responsibilities assigned to the Medical Staff by the Board. The bylaws, rules, and regulations shall state the purposes, functions, and organization of the

Medical Staff and shall set the policies by which the Medical Staff exercises and accounts for its delegated authority and responsibilities.

- (b)** The Medical Staff shall have the initial responsibility to formulate, adopt, and recommend to the Board of Directors, Medical Staff bylaws, and amendments thereto, which shall be effective when approved by the Board of Directors. If the Staff fails to exercise this responsibility in good faith and in a reasonable, timely or responsible manner, and after written notice from the Board to such effect, including a reasonable period of time for response, the Board may resort to its own initiative in formulating or amending Medical Staff bylaws. In such event, Medical Staff recommendations and views shall be carefully considered by the Board during its deliberations and its actions.
- (c)** Any changes in the Chief of Staff will be reported by the CEO to the Missouri Department of Health and Senior Services within ten (10) business days of a new medical Director appointment.

**Section 5.** The Medical Staff bylaws shall establish staff membership procedures;

- (a)** Every physician, dentist, psychiatrist, or podiatrist requesting permission to practice in the hospital shall submit an application for membership, in writing, to the CEO upon forms approved by the Board of Directors. In the application, each applicant shall give specifically the Practitioner's training and qualifications, their willingness to accept the Board as governing authority of the hospital, the Practitioner's willingness to abide by the bylaws of the Board and Medical Staff in all respects, and their determination to practice their profession in a manner which is legal, moral and ethical.
- (b)** The Board shall delegate to the Medical Staff the responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership, status, clinical privileges, and collective action, and shall require that the Medical Staff adopt and forward to the Board of Directors, or its designated committee, specific written recommendations with appropriate documents that will allow the Board to take informed action on all matters including, but not limited to, staff membership, the status of clinical privileges, and corrective action.
- (c)** The Board shall ensure that the Medical Staff bylaws provide for appeal or hearing procedures to be followed when a Medical Staff applicant is denied appointment, re-appointment or curtailment, suspension, revocation, or modification of privileges and that the applicant is advised in writing of the reason for the action taken.
- (d)** Final action on all matters relating to Medical Staff membership status, clinical privileges, and corrective action shall be taken by the Board after considering

the Medical Staff recommendations. If the Medical Staff fails to adopt any such recommendations within the time period set forth in the Medical Staff bylaws, the Board shall act on the same kind of documented investigation and evaluation of current ability, judgment, and character as required for Medical Staff recommendations.

- (e)** In acting on matters of the Medical Staff membership status, the Board retains full discretionary power but shall consider the Medical Staff's recommendation, the hospital's and community's needs, and such additional criteria as is set forth in the Medical Staff bylaws.
- (f)** The terms and conditions of membership status in the Medical Staff and of the exercise of clinical privileges shall be as specified in the Medical Staff bylaws or as more specifically defined in the notice of individual appointment.
- (g)** Medical Staff temporary privileges may be granted by the CEO, or in their absence, the Chief Nursing Officer, in that order after a favorable recommendation by the Chief of Staff or their designated representative.
- (h)** The Chief of Staff shall represent the entire Medical Staff, and the Chief of Staff or designee shall at their discretion provide a standing report to the Board of Directors at their scheduled meetings.
- (i)** The Chief of Staff or any member in good standing of the Medical Staff may meet with the CEO at any mutually convenient time to discuss administrative or governance issues.
- (j)** As provided in the Medical Staff bylaws, a Joint Conference Committee meeting may be held to discuss matters referred by the Medical Staff or Board members. The Joint Conference Committee may include two or more Directors, one or more Active Staff physicians, and the CEO.

#### **ARTICLE XV: Auxiliary**

The Board of Directors shall approve the organization and maintenance of the Harrison County Community Hospital Auxiliary. The Auxiliary shall render such services and perform such duties for the comfort of patients and visitors as may be assigned and designated by the Board of Directors through the CEO. The Auxiliary shall adopt bylaws, which must be approved by the Board of Directors and make an annual report of its activities to the Board of Directors through the CEO.

## **ARTICLE XVI: Hospital Foundation**

The Board of Directors shall approve the organization and maintenance of the Harrison County Community Hospital Foundation, Inc. The Foundation will be a 501(c)3 non-profit corporation that will through approved and coordinated efforts, serve and promote the welfare of the hospital. Whenever possible, one or two hospital directors and the hospital CEO will serve as voting members of the Foundation Board. The CEO will present at least an annual report of Foundation activities to the Hospital Board of Directors.

## **ARTICLE XVII: Conflict of Interest**

Each elected official, the CEO, the purchasing officer, and officials or employees authorized to promulgate or vote on rules and regulations with the force of law of the District must comply with Sections 105.450 to 105.498 RSMo regarding conflicts of interests, disclosure of interests, and the filing of financial interest statements, as well as any other state law governing official conduct. It shall be the policy of the Board of Directors to comply completely with sections 105.450 to 105.498 RSMo and to comply completely with the policy adopted and revised from time to time by the Harrison County Community Board of Directors with respect to conflicts of interests, disclosure of interests and filing of financial interest statements as required by Missouri law.

## **-ARTICLE XVIII: Quality**

The Board of Directors shall be responsible for the quality of care provided by the hospital. The Board of Directors is ultimately responsible for the quality of care delivered in the hospital and for ensuring that a peer-review process is in place to monitor the care delivered and shall provide support for Medical Staff and ancillary department quality improvement through the CEO to carry out quality improvement activities adopted and implemented by the Medical Staff and hospital CEO.

The Board of Directors will oversee and direct the hospital's quality improvement program and related functions by regularly monitoring specified information regarding the effectiveness of the quality improvement program and related functions and shall take such action deemed appropriate for the improvement of quality of care. The Board of Directors shall monitor to assure that the results of quality improvement reviews are objectively integrated into the Medical Staff credentialing process and that the hospital is in compliance with the Health Care Quality Improvement Act of 1986.

## **ARTICLE XIX: Dissolution**

HCCH may be dissolved pursuant to Missouri state law for dissolution of political subdivisions found in RsMO 67.950.


The undersigned, Directors of the Harrison County Community Hospital District of Harrison County, Missouri, do hereby certify that the above and foregoing amended bylaws were duly

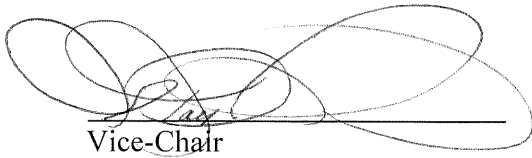


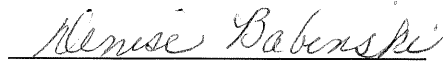
adopted as the bylaws of said District at a regular meeting with the purpose of considering said bylaws clearly appearing on the posted agenda for said regularly scheduled meeting on the 25th day of April, 2022 and that the same do now constitute the bylaws of the District.


HARRISON COUNTY COMMUNITY HOSPITAL DISTRICT  
OF HARRISON COUNTY, MISSOURI CORPORATE BYLAWS

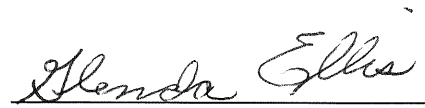
  
Chair

  
Member

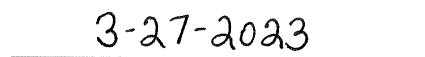
  
Vice-Chair

  
Member

  
Secretary

  
Member

  
Treasurer

  
Date