

PETERSBURG MEDICAL CENTER

BYLAWS

Article 1

Name and Purpose

The Petersburg Medical Center is referred to in these bylaws as the "hospital." The governing body of the hospital is the Petersburg Medical Center Board, referred to in these articles as the "board."

The purposes of the hospital and the board are:

- 1) To provide quality health care services to the residents and visitors of Petersburg and the surrounding area within the available resources without regard to race, creed, age, sex, handicap, socioeconomic status, or national origin.
- 2) To promote and improve health in the community through education, preventive medicine, and quality health care.
- 3) To take actions and make choices that will best insure the financial stability of the hospital into the future, and thereby insure the availability of health care services today and tomorrow.

APPROVED BY THE BOARD

Date January 26th, 2015

Signed _____
President

ARTICLE II

BOARD OF TRUSTEES

SECTION 1. POWERS. The board has all the powers granted to it by the Charter of the Petersburg Borough and the Petersburg Municipal Code and reasonably incident and necessary for the management of the hospital.

SECTION 2. MEMBERSHIP. Membership of the board is in accordance with the Charter of the Petersburg Borough and the Petersburg Municipal Code.

SECTION 3. VACANCIES. In the event of vacancy on the board prior to a regularly scheduled election, the board will nominate a candidate for the Petersburg Borough's Assembly consideration by a majority vote.

SECTION 4. QUALIFICATIONS. No board member shall be an employee of the hospital during any part of his/her term of office.

SECTION 5. ABSENCES. Unexcused absences from three consecutive regular meetings or one-third of the regular meetings during any twelve (12) month period by a board member shall constitute a vacancy.

ARTICLE III

MEETINGS

SECTION 1. AUTHORITY ON PROCEDURE. The latest available edition of ROBERTS RULES OF ORDER, REVISED, shall apply to all questions of procedure not specified in these bylaws.

SECTION 2. REGULAR MEETING. Regular meetings shall be held monthly, or no fewer than ten (10) times per year, at a time and place designated by the board after the installation of officers. Regular meetings may be suspended or postponed by the president or by a quorum of the board.

SECTION 3. SPECIAL MEETINGS. Special meetings may be called by the president of the board or by a quorum of the board. No less than three (3) hours notice shall be given to allow for notification of the board and public advertising in accordance with Alaska law.

SECTION 4. QUORUM. Four board members constitutes a quorum for the transaction of all business of the board.

SECTION 5. AUXILIARY AND ASSOCIATED ORGANIZATIONS. The board may authorize the formation of auxiliary and associated organizations to assist in the fulfillment of the purposes of the hospital. Each such organization shall exercise such power and carry out such functions as are designated by these bylaws or delegated by the Board. Each association shall keep regular minutes of its proceedings and shall report to the board when requested to do so.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the board shall be the president, vice-president, and secretary.

SECTION 2. ELECTION OF OFFICERS. Election of officers shall be held annually, at the first meeting following the general municipal election. Nominations shall be made from the floor, followed by the election. A majority vote of all members of the board shall be necessary to elect.

SECTION 3. PRESIDENT. The president shall preside at all meetings of the board and shall exercise and discharge other powers and responsibilities as may be required by the board, by these bylaws, or by the medical staff bylaws.

SECTION 4. VICE-PRESIDENT. The vice-president shall, in the absence or refusal to act of the president, perform the duties of the president, and shall perform all such other duties as may be required by the board, by these bylaws, or by the medical staff bylaws.

SECTION 5. SECRETARY. The secretary of the board shall keep an accurate record of all meetings of the board; shall conduct all correspondence of the board as directed; shall file all documents and correspondence belonging to the board; shall keep these bylaws and the medical staff bylaws current for reference; and shall conduct an election of a president pro-term in the event that the president and vice-president are absent from or otherwise unable to participate in a meeting of the board. The secretary may receive assistance from hospital staff in carrying out these duties and responsibilities.

SECTION 6. TERM OF OFFICE. The term of office for all officers shall be one year. Officers shall be eligible for re-election to the same or other positions as officers.

SECTION 7. REMOVAL OF OFFICERS. Any officer may be removed either with or without cause by a two-thirds majority vote of the board.

ARTICLE V

COMMITTEES and BOARDS

SECTION 1. COMMITTEES GENERALLY. Committees of the board shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these bylaws or are delegated by the Board. Each committee shall keep regular minutes of its proceedings and shall report to the board when requested to do so.

SECTION 2. APPOINTMENT TO COMMITTEES. The chair and members of each committee, except as otherwise provided in these bylaws, shall be appointed annually by the president and confirmed by a majority of the board.

SECTION 3. STANDING COMMITTEES. Standing committees shall consist of the Quality Improvement Committee, Joint Conference Committee, and the Resource Committee.

- A. QUALITY IMPROVEMENT COMMITTEE. The Quality Improvement Committee shall review and report on matters of patient care and safety of patients, staff, and hospital visitors. This committee shall identify, assess, and recommend solutions of hospital-wide problems concerning the standard of care provided by the hospital's employees, agents, independent contractors, and medical staff. The committee shall review and report on systems of performance evaluation for all clinical and administrative staff; membership by individuals on the medical staff; scope of privileges held by members of the medical staff and others; and litigation and claims related to malpractice, non-feasance or misfeasance by employees, agents, independent contractors, and members of the medical staff. The committee shall include, at a minimum, one member of the board, the administrator, the director of nursing, the medical records director, and one member of the medical staff. The committee shall meet at least ten (10) times per year, and shall report to the board as requested by the president.
- B. RESOURCE COMMITTEE. The Resource Committee shall review and make recommendations to the board with respect to the financial and strategic planning needs and activities of the hospital. These include, but are not limited to, debt structure; purchase, sale or encumbrancing of real property; financial feasibility of projects; adoption of the annual budget; policies of the hospital on bad debts; donated services;

insurance held by the hospital; reports of the auditors; and other matters that might affect the financial condition and future direction of the hospital.

- C. JOINT CONFERENCE COMMITTEE. The Joint Conference Committee shall act as an intermediary between the board and the medical staff. It shall consist of the president of the board, the administrator, and the chief of staff. In the absence of the president, another officer of the board shall represent the board.

The chair of the committee shall alternate annually between the president, who shall serve in even-numbered years, and the chief of staff, who shall serve in odd-numbered years. An alternate chair may be appointed by mutual agreement of the president and the chief of staff.

The Joint Conference Committee shall hear grievances and make recommendations to the board and to the medical staff. It shall review proposed amendments to the medical staff bylaws and rules and regulations. The committee shall meet quarterly or at the request of the president or the chief of staff, and shall report to the board as requested by the president.

- SECTION 4. SPECIAL COMMITTEES. Special committees may be designated by the president with the approval of a majority of the board. A special committee shall limit its activities to the task for which it is appointed. Upon completion of the task for which it was appointed, a special committee shall be dissolved without further board action.

- SECTION 5. AUXILIARY AND ASSOCIATED ORGANIZATIONS. The board may authorize the formation of auxiliary and associated organizations to assist in the fulfillment of the purposes of the hospital. Each such organization shall exercise such power and carry out such functions as are designated by these bylaws or delegated by the Board. Each associate shall keep regular minutes of its proceedings and shall report to the board when requested to do so.

ARTICLE VI

ADMINISTRATOR

SECTION 1. SELECTION, AUTHORITY, AND EVALUATION OF ADMINISTRATOR. The board shall select and employ a competent and experience administrator who shall be its direct executive representative in the management of the hospital.

The administrator shall have the general supervision, administration and direction of all the hospital's activities and departments, in accordance with the Petersburg Municipal Code and subject to the direction of the board. The administrator shall perform all the duties commonly incident to his/her office and authorized by the Petersburg Municipal Code. The administrator shall act as the board's duly authorized representative in all matters in which the board has not formally designated some other person for that specific purpose.

The board shall evaluate the performance of the administrator annually based on mutually agreed upon goals and objectives. This evaluation shall be performed in an executive session of the board and a written record of the evaluation shall be made part of the personal and confidential file of the administrator.

SECTION 2. RESPONSIBILITIES AND DUTIES. Responsibility and duties of the administrator shall include, but not be limited to:

- A. Responsibility for carrying out all policies established by the board.
- B. Preparation and submission to the board for approval of a plan or organization of the personnel and others concerned with the operation of the hospital.
- C. Preparation of an annual budget showing the expected revenue and expenses of the hospital.
- D. Selection, employment, control and discharge of all employees, including the development and maintenance of personnel policies and practices of the hospital.
- E. Responsibility for the repair and operating condition of all physical properties.
- F. Supervision of all business affairs of the hospital and ensuring that all funds are collected and expended to the best possible advantage to the hospital.

- G. Working with the medical staff and with all those concerned with providing professional services to the hospital so that the best possible care may be rendered to all patients.
- H. Preparation of periodic reports to the board reflecting the activities of the hospital, and the preparation of any special reports as may be requested by the board.
- I. Attendance at all meetings of the board.
- J. Performance of any other duty assigned by the board or that may be necessary in the interests of the hospital.
- K. The administrator shall be responsible for establishing policies for services provided by individual volunteers.

ARTICLE VII

MEDICAL STAFF

- SECTION 1. MEDICAL STAFF MEMBERS. The board shall appoint a medical staff composed of physicians who are graduates of recognized medical schools. The board shall see that the medical staff is organized into a responsible administrative unit and adopts such bylaws for governance of their practice in the hospital as the board deems to be of the greatest benefit to the patients within the hospital. Each patient shall have full authority and responsibility for the care of his or her patients subject only to such limitations as the board may impose, to the bylaws of the medical staff, and to the laws of the State of Alaska.
- SECTION 2. APPOINTMENT TO THE MEDICAL STAFF. All applications for appointment to the medical staff shall be in writing and shall comply with the requirements of the medical staff bylaws. They shall be truthful, complete, contain all information concerning the applicant's education, licensure, practice, previous hospital experience and any unfavorable history with regard to licensure or hospital privileges.
- SECTION 3. APPOINTMENT DURATION. All new appointments to the medical staff shall be for one year only. Reappointment may be made by the board for a period of two years. When an appointment is not renewed, or when privileges have been reduced, suspended, or

terminated, the staff shall be afforded the opportunity of such hearings and appeals as provided in the medical staff bylaws.

ARTICLE VIII

INDEMNIFICATION

The hospital shall indemnify, defend and hold harmless the administrator, the chief of staff, and any board member who was or is made a party, or is threatened to be made a party, to any threatened, pending or completed action, lawsuit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, representative, employee or agent of the hospital, or is or was serving as an officer, representative, employee or agent of the hospital in any matter, including a peer review proceeding or in any proceeding relating to the discipline or licensure of a medical staff member, against all expenses, attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the hospital, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of a nolo contendere or equivalent, shall not, by itself, create a presumption that the person did not act in good faith or in a manner which he or she did not reasonably believe to be in the best interests of the hospital and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE IX

CONFLICT OF INTEREST

A board member shall be considered to have a conflict of interest if he or she has an existing or potential financial interest which impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the hospital. All board members shall disclose to the board any possible conflict of interest at the earliest practical time.

A board member shall recuse himself or herself from voting or otherwise participating in any matter under consideration at a board or committee meeting in which he or she has a conflict of interest. The minutes of each meeting shall reflect any recusals. A board member who is uncertain whether a conflict of interest exist in any matter shall disclose the possible conflict and request the board or committee to resolve the question by majority vote without his or her participation.

ARTICLE X

ADMENDMENTS

These bylaws may be amended or have additional articles or sections added at any regular meeting of the board by four votes, provided the amendment or additions have been submitted in writing and read at the previous regular meeting.

ADOPTED BY THE BOARD

DATE January 22nd, 2015

SIGNED _____
(President)