

**BYLAWS OF  
DELTA COUNTY MEMORIAL HOSPITAL DISTRICT**

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**BYLAWS**  
**OF**  
**DELTA COUNTY MEMORIAL HOSPITAL DISTRICT**

**ARTICLE I**

**PURPOSE**

**Section 1: Name.** The name of the organization shall be Delta County Memorial Hospital District.

**Section 2: Principal Office.** The principal office of the District shall be located at 1501 E. 3<sup>rd</sup> Street, Delta, County of Delta, State of Colorado.

**Section 3: Authority.** The Delta County Memorial Hospital District is organized exclusively for charitable purposes, pursuant to C.R.S. 32-5-201 (1973) as amended, et seq., and has been organized and will be governed by the purposes expressed in said statutes as they presently exist and as they may be amended from time to time, now specifically incorporated into Article I of Title 32, C.R.S.

**Section 4: Gender.** As used herein, personal pronouns such as he, him, his, etc. shall be construed to denote the feminine gender as well as the masculine.

## ARTICLE II

### BOARD OF DIRECTORS

**Section 1: Name.** The governing authority shall be known as the Board of Directors of the Delta County Memorial Hospital District.

**Section 2: Powers.** The Board of Directors shall be deemed to have all the power granted to it by the statutes of the State of Colorado as they may exist from time to time.

**Section 3: Purpose.** The purpose of the Board of Directors shall be:

- (a) To determine the policies of the hospital with relation to community needs, with particular references to the extent and quality of service.
- (b) To see that proper professional standards are maintained in the care of the sick and injured.
- (c) To coordinate professional interest of the hospital with administrative, financial and community needs.
- (d) To direct the administrator of the hospital in carrying out policies; and in furtherance of said policy the Board may, from its members, appoint an executive committee.
- (e) To provide adequate financing to secure sufficient income and to assure control of expenditures, and in furtherance of this provision the members of the Board of Directors shall have unrestricted access to any/all financial information of the District at all times.
- (f) To appoint all members of the professional staff.
- (g) To provide an appropriate comprehensive liability insurance policy for the hospital.
- (h) To ensure the planning and coordination of hospital services present and future.

**Section 4: Composition.** A Board of Directors, consisting of five (5) members, shall be elected in accordance with Title 32, Article I, Part 8, C.R.S. 1973 as amended and added to.

**Section 5: Qualifications.** A director shall be an eligible elector of the District, as defined by Statute (presently C.R.S. 32-1-103 (5) (a)) and a person who is not prohibited from holding office by Section 4, Article XII, Colorado State Constitution or C.R.S. 18-1.3-401(3), both of which bar certain convicted felons from holding public office. *(Section 5 amended and adopted March 2008)*

**Section 6: Oath of Office and Bond.** Each director, within thirty days (30) days after his or her election or appointment to fill a vacancy, except for good cause shown, shall appear before an officer authorized to administer oaths and take an oath that he or she will faithfully perform the duties of his or her office as required by law and will support the constitution of the United

States, the constitution of the State of Colorado, and the laws made pursuant thereto. When an election is canceled in whole or in part pursuant to C.R.S., 1-5-208(1.5), each director who was declared elected shall take the oath of office within thirty days (30) after the date of the regular election, except for good cause shown. The oath may be administered by the County Clerk and Recorder, by the Clerk of the Court, by any person authorized to administer oaths in this State, or by the Chairman of the Board and shall be filed with the Clerk of the Court and with the Division of Local Government in the Colorado Department of Local Affairs. At the time of filing said oath, there shall also be filed for each Director an individual, schedule, or blanket surety bond at the expense of the special district, in an amount determined by the Board of not less than one thousand (\$1,000.00) dollars each, conditioned upon the faithful performance of his or her duties as Director. *(Section 6 added by amendment adopted July 15, 2002.)*

**Section 7: Vacancies** (1) A director's office shall be deemed to be vacant upon the occurrence of any one of the following events prior to the expiration of the term of office:

- (a) If for any reason a properly qualified person is not elected to a director's office by the electors as required at a regular election;
- (b) If a person who was duly elected or appointed fails, neglects, or refuses to subscribe to an oath of office or to furnish a bond;
- (c) If a person who was duly elected or appointed submits a written resignation to the Board of Directors;
- (d) If the person who was duly elected or appointed ceases to be qualified for the office to which he was elected;
- (e) If a person who was duly elected or appointed is found guilty of a felony;
- (f) If a court of competent jurisdiction voids the election or appointment or removes the person duly elected or appointed for any cause whatsoever, but only after his right to appeal has been waived or otherwise exhausted;
- (g) If the person who was duly elected or appointed fails to attend three (3) consecutive regular meetings of the Board of Directors without the Board of Directors having entered upon its minutes an approval for an additional absence or absences; except that such additional absence or absences shall not be due to a temporary mental or physical disability or illness;
- (h) If the person who was duly elected or appointed dies during his term of office.
- (i) Any vacancy on the Board shall be filled in accordance with C.R.S., 32-1-905(2), as amended, by the remaining members of the Board, the appointee to serve until the next regular election, at which time the vacancy shall be filled by election for any remaining unexpired portion of the term of the Director whose office is vacant. If the Board fails, neglects, or refuses to fill any such vacancy within sixty (60) days of the vacancy, the Board of County Commissioners may fill such vacancy; provided, however, that the remaining Directors shall not lose the authority to make an appointment to fill any

vacancy unless and until the Board of County Commissioners has actually made an appointment to fill the vacancy. *(Section renumbered 7(1)(i) and amended July 15, 2002 and further amended September 16, 2002.)*

**Section 8: Compensation.** Directors shall serve without compensation, except reasonable expenses shall be paid.

**Section 9: Board Correspondence.** The Board welcomes written correspondence. A copy of all written correspondence received by the Board preceding each regular public meeting will be made available to each Board member in advance of said meeting. All correspondence will be listed in the Board Correspondence section of the meeting agenda. The agenda listing will state the date of such correspondence, the author(s), and a brief description of the subject(s) addressed. The Board Chairman will read the listing of correspondence, if any, and verify that all Board members received the communication. The Board Chairman will provide an opportunity for Board discussion and/or recommended action concerning the subject(s) of any correspondence. *(Section added February 22, 2021.)*

**Section 10: Meetings.**

- (a) The board shall meet regularly at a time and in a place to be designated by the board. Special meetings may be held as often as the needs of the special district require, upon notice to each director. All special and regular meetings of the board shall be held at locations which are within the boundaries of the district or which are within the boundaries of any county in which the district is located, in whole or in part, or in any county so long as the meeting location does not exceed twenty miles from the district boundaries. The provisions of this subsection (a) governing the location of meetings may be waived only if the following criteria are met:
  - (1) The proposed change of location of a meeting of the board appears on the agenda of a regular or special meeting of the board; and
  - (2) A resolution is adopted by the board stating the reason for which a meeting of the board is to be held in a location other than under the provisions of this subsection (1) and further stating the date, time, and place of such meeting.
- (b) Notice of the time, place and specific agenda information (if available) for all regular and special meetings shall be posted on the Hospital website no less than twenty-four (24) hours prior to the holding of the meeting. In the event of exigent or emergency circumstances, such as a power outage or an interruption in internet service that prevents posting notices online, notices shall be posted on the front doors of the Hospital and the Oncology building no less than twenty-four (24) hours prior to the holding of the meeting. Special meetings may be called by any director, the CEO or legal counsel by informing the directors of the date, time, and place of such special meeting, and the purpose for which it is called, and by posting notice as provided in this section. All official business of the board shall be conducted only during said regular or special meetings at which a quorum is present, and all said meetings shall be open to the public, except when the Board convenes in executive sessions pursuant to state law. Executive

sessions shall be conducted and recorded as required by the provisions of the Open Meetings Act, C.R.S. 24-6-401 *et seq.* (Section amended March 3, 2020)

- (c) The notice posted pursuant to subsection (2) of this section for any regular or special meeting at which the board intends to make a final determination to issue or refund general obligation indebtedness, to consolidate the special district with another special district, to dissolve the special district, to file a plan for the adjustment of debt under federal bankruptcy law, or to enter into a private contract with a director, or not to make a scheduled bond payment, shall set forth such proposed action. (Section renumbered and amended July 15, 2002.)
- (d) Open Session Agenda Items: Any Delta Health Hospital employee, organization, community agency or vendor representative wishing to address the Board in open session shall provide to the Executive Assistant his/her name, the topic he/she wishes to address, and the specific action being requested by the Board. Such information shall be submitted in writing no less than ten (10) days prior to any scheduled Board meeting. Any such items will then be placed on the meeting agenda for the Board's consideration. Requests to be placed on the Board Agenda by employees, organizations, community agencies or vendor representatives shall be routed through the CLO and CEO for consideration and scheduling. The Board is not obligated or required to take any action on any such issues raised during Open Session. The Board Chair may limit the presenter's time to ensure efficiency of the meeting. (Section added February 26, 2018; amended May 18, 2020 and February 22, 2021.)
- (e) Executive Session Agenda Items: Anyone wishing to address the Board in executive session shall provide to the Executive Assistant his/her name, the topic he/she wishes to address, and the specific action being requested by the Board. Such information shall be submitted in writing no less than ten (10) days prior to any scheduled Board meeting. Such items will then be forwarded to the Board Attorney for a determination whether the topic qualifies for executive session under C.R.S. §24-6-402(4). If the request does not qualify for executive session, the presenter will be given the option of withdrawing their request or presenting in open session, subject to the Open Session Agenda Items policy. If the request qualifies for executive session, it must then be preapproved by 2 Board Directors, and if so approved, such items will then be placed on the meeting agenda for the Board's consideration. The Board is not obligated or required to take any action on any such issues raised during Executive Session. The Board Chair may limit the presenter's time to ensure efficiency of the meeting. (Section added February 26, 2018 and amended May 18, 2020.)
- (f) Public Comment: A sign-up sheet will be available immediately prior to the start of any regularly scheduled Board meetings for the purpose of public comment. Any member of the public may sign-up to address the Board regarding issues of interest or concern. No one may sign-up for public comment once the Board meeting is called to order, and only those names on the sign-up sheet shall be permitted to address the Board during public comment. Persons who address the Board during public comment will be limited to two (2) minutes. The Board is not obligated or required to take any action on issues raised during public comment. (Section added February 26, 2018 and amended May 18, 2020.)

**Section 10: Quorum:** Three (3) members of the Board shall constitute a quorum at any meeting.

**Section 11: Ex officio members:** The Chief of Staff and Vice-Chief of Staff of the Medical Staff of Delta Health Hospital shall serve as ex officio advisory members to the Board of Directors. Such members shall not have the right to vote nor shall their presence be counted in determining whether a quorum is present, but they should attend all meetings of the board, both in public and in executive session. The provisions of these By-laws, specifically including but not limited to Article IX, shall apply to ex officio directors, to the extent allowed by law. The Board shall have the right to appoint one or more additional members of the Medical Staff to attend its meetings in an advisory capacity.

**Section 12: Conflicts of Interest:** No director shall receive compensation as an employee of the District, except that which may be allowed by law (CRS 1973, 32-1-902(3), as amended), and any director shall disqualify himself from voting on any issue in which he has a conflict of interest.

- (a) Each new board member of the Hospital, prior to taking a position on the Hospital Board, shall submit in writing to the Secretary of the Board a list of all business or other organizations of which the Hospital Board member is an officer, member, owner, or employee or for which the board member acts as an agent, with which Delta Health Hospital has, or might reasonably in the future enter into, a relationship or a transaction in which the Hospital board member would have conflicting interests. Each written statement will be resubmitted no later than May 31 of each succeeding year with any necessary changes. The Chairman of the Hospital Board shall become familiar with the statement of all Hospital Board members in order to guide the Chairman's conduct should a conflict arise. The Vice-Chairman of the Hospital Board shall be familiar with the statement filed by the Chairman.
- (b) At such time as any matter comes before the Board in such a way to give rise to a potential conflict of interest, the affected Hospital board member shall make known the potential conflict, whether disclosed by written conflict of interest statement or not, and after he answers any questions that might be asked, the Board, not including the affected member, shall vote to determine whether or not an actual conflict of interest exists. If the Board determines that an actual conflict of interest exists, the affected Board member shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Hospital board member shall not be present during any vote on the matter, nor vote on it. In the event that such Hospital board member fails to withdraw voluntarily, the Chairman of the board shall require that such board member remove himself from the room during both the discussion and vote on the matter. In the event the potential conflict of interest affects the Chairman, the Vice-Chairman is empowered and shall require that the Chairman remove himself in the same manner; and for the duration of discussion and action on the matter, the Vice-Chairman shall preside.

**Section 13: Adoption of Budget.** The Board of Directors shall adopt an annual budget pursuant to C.R.S. §29-1-101 et. seq. The Board shall designate or appoint a person to prepare the budget and such designee shall submit the proposed budget to the Board no later than the regular October Board meeting each year. The proposed budget shall present a complete financial plan by fund and by spending agency within each fund for the budget year.

- (a) . Upon receipt of the proposed budget, the Board shall publish a notice in the Delta County Independent containing the following information:
  - i. The date and time of the hearing at which the adoption of the proposed budget will be considered;
  - ii. A statement that the proposed budget is available for inspection by the public at 1501 E. 3<sup>rd</sup> Street, Delta CO 81416 and/or on the District's website; and
  - iii. A statement that any interested elector of the local government may file any objections to the proposed budget at any time prior to the final adoption of the budget.
- (b) The Board shall hold a hearing at the regular November Board meeting to consider the adoption of the proposed budget, at which time any objections of the electors shall be considered. The Board shall revise, alter, increase, or decrease the items as it deems necessary.
- (c) Prior to adoption of the budget, the Board shall hold a vote concerning the following: (1) whether budget projections support a retirement match for retirement plan participants, and if so, what percentage the District will match in the coming budget year; and (2) whether budget projections support a wage increase for all non-physician employees, and if so, what percentage increase will be granted.
- (d) Adoption of the proposed budget shall be effective only upon an affirmative vote of a majority of the members of the governing body.



## ARTICLE III

### OFFICERS

**Section 1:** The officers of the Board of Directors shall be the Chairman of the Board of Directors and President of the Delta County Memorial Hospital District, a Vice-Chairman of the Board of Directors and Vice-President of the Delta County Memorial Hospital District, and a Secretary-Treasurer of the Board of Directors and of the Delta County Memorial Hospital District, all of whom shall be appointed by the Board of Directors from among its own membership at the first regular meeting after it has been appointed, and shall hold office for a period of one year or until the successors have been duly appointed and qualified. The annual election for officers shall be done at the regular monthly meeting in May of each year.

**Section 2:** The Chairman shall act as chairman and preside at all meetings of this Board, shall interest himself or herself at all affairs of the hospital district and shall be ex officio member of all committees.

**Section 3:** The Vice-Chairman shall act as Chairman in the absence of the Chairman and when so acting shall have power and authority of the Chairman.

**Section 4:** The Secretary-Treasurer shall act as the Secretary-Treasurer for both the Delta County Memorial Hospital District and the Board of Directors and shall:

- (a) Keep as Secretary, in a well-bound book, a record of all the board's proceedings, minutes of all meetings, certificates, contracts, bonds given by employees, and all corporate acts which shall be open to inspection by all owners of property in the district, as well as to other interested persons.
- (b) Keep as Treasurer, strict and accurate accounts of all moneys received by and disbursed for and on behalf of the District, in permanent records.
- (c) As Treasurer, he or she shall file with the Clerk of the Court, at the expense of the district a corporate fidelity bond in an amount determined by the board of not less than Five thousand (\$5,000.00) dollars, conditioned on the faithful performance of the duties of his or her office. *(Subsection (c) added by amendment adopted July 15, 2002.)*

## ARTICLE IV

### COMMITTEES

**Section 1:** Committees of the Board of Directors shall be standing or special. These committees shall be appointed by the chairman with the approval of the Board of Directors, annually after the election of officers. *(Section 1 amended July 15, 2002; amended April 20, 2009)*

**Section 2:** The Hospital shall not have a Joint Conference Committee in place, however, shall supplement the activities of the Committee by the following:

1. The Board of Directors shall invite to all regular and special meetings of the Board of Directors the Chief of the Medical Staff and the Vice Chief of the Medical Staff. During each meeting, a separate section of the meeting shall be dedicated to providing the Chief and Vice Chief of Staff an opportunity to bring forth any and all issues of the Medical Staff to the Board's attention. The Chief and Vice Chief of the Medical Staff, even though they are ex officio members, are encouraged to participate in all actions of the Board.
2. Members of the Medical Staff shall be invited to the annual Board of Directors Planning Retreat and shall participate with the Board in setting the direction of the Hospital.
3. On an annual basis the Board and Medical Staff shall meet in joint session and report to each other patient actions taken by the group.

**Section 3:** Special Committees. All Special Committees shall be specifically designated as such and shall be appointed by the Chairman at the discretion of and only with the approval of the Board of Directors. A special committee shall limit its activities to the accomplishment of the task for which it is appointed, and shall have no power to act except as specifically confirmed by action of the Board of Directors. Upon completion of the task for which appointed, such special committees shall be dissolved.

## ARTICLE V

### ADMINISTRATION

**Section 1:** The Board shall select and appoint a competent and experienced administrator who shall be the chief executive representative of the Board in the management of the hospital. The administrator shall be given the necessary authority and responsibility to operate 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 or by any of its committees to which it has delegated power for such action. He shall act as a duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act. The Administrator shall designate a person on the administrative staff of the hospital to act for him in his absence in order to provide the hospital with administrative direction at all times.

**Section 2:** The administrator shall have at least a baccalaureate or comparable experience and a minimum of 3 years experience in responsible administrative position in a hospital or in a health care field or have completed formal education in a graduate program in hospital administration.

**Section 3:** The authority and duties of the administrator shall include responsibility to:

- (a) Carry out all policies established by the Board of Directors.
- (b) Develop and submit to the Board of Directors for approval a plan of organization of the personnel and others concerned with the operation of the district and facilities.
- (c) Oversee the preparation of an annual budget showing the expected receipts and expenditures as required by the Board of Directors.
- (d) Select, employ, control, and discharge of all employees and develop and maintain personnel policies and practices for the district.
- (e) Select, employ, control, and discharge the Executive Director of the Delta Health Foundation, in collaboration with the Foundation Board of Directors.
- (f) Maintain physical properties in a good state of repair and operating condition.
- (g) Supervision of business affairs to insure that funds are collected and expended to the best possible advantage.
- (h) Cooperate with the Medical Staff and with all those concerned with the rendering of professional service, to the end that high quality care may be rendered to the patients.
- (i) Present to the Board of Directors or its authorized committee periodic reports reflecting the professional service and financial activities of the facilities and/or services, and preparation and submission of such special reports as may be required by the Board of Directors. The administrator's duties and responsibilities in this regard include making available to the Board of Directors at all times the District's annual budget and preceding thirty-six (36) months of monthly financial statements via a secured electronic platform.

- (j) Attend all meetings of the Board of Directors and committees thereof.
- (k) Serve as liaison officer and channel of communications between the Board of Directors or any of its committees and the Medical Staff.
- (l) Serve as an ex-officio member of the Delta Health Foundation.
- (m) Perform other duties that may be necessary in the best interests of the district.

**Section 4:** The Hospital Administrator is encouraged to get Board input into all major decisions of administering the Hospital. By way of example, but not by limitation, all equipment purchases or leases of over \$5,000.00; all purchases or leases of real property; and all service agreements exceeding three years shall be presented to the Board, except that service agreements exceeding three years which are reviewed by the Chief Legal Officer need not be presented to the Board. If the administrator executes a contract without such Board input, the contract is still valid, as the Board has delegated the authority to the Administrator. *(Section added November 21, 2016)*

In the event of a state or federally declared emergency, the Hospital Administrator is authorized to approve capital equipment purchases up to \$20,000 without Board approval; however, the Hospital Administrator shall first consult with the President/Chairperson of the prior to any such purchase. If the President/Chairperson is unavailable for consultation, then the Hospital Administrator shall consult with any other Board member available for consultation. *(Paragraph added March 23, 2020 and amended February 22, 2021)*

In no event shall the administrator ever deny any member of the Board of Directors access to any portion of the District's financial information.

## ARTICLE VI

### IN-HOUSE COUNSEL

**Section 1:** If in-house Counsel is desired by the Board, the Board shall select and appoint a competent and experienced attorney by a majority vote of the Board. The Board shall include the Administrator in the selection process, and in the negotiations of the terms of Counsel's employment. The Board and the Administrator shall jointly conduct Counsel's annual evaluation.

**Section 2:** Counsel's primary role shall be to advise the Board and Administration in the management of the District. Pursuant to Rule 1.13 of the Colorado Rules of Professional Conduct, Counsel's client shall be the District, and Counsel shall represent the best interest of the District. Counsel shall act pursuant to direction from both the Board of Directors and the Administrator in carrying out his/her regular duties and responsibilities, but shall at all times maintain his/her professional and ethical independence as the District's legal representative.

**Section 3:** The District is governed by the elected Board of Directors; therefore, in the event of a conflict between the Board of Directors and the Administrator, or in the event that the interests of the Board of Directors become adverse to those of the Administrator, Counsel shall represent the Board of Directors and shall act pursuant to direction from the Board. Counsel shall not represent any individual Board member's interests; therefore, in the event of a conflict between Board members, or in the event that the interests of the District become adverse to those of an individual Board member, Counsel may only advise the Board as to the best interests of the District generally and recuse himself/herself from all other aspects of the conflict.

**Section 4:** The duties and responsibilities of Counsel shall include but are not limited to:

- (a) Serving as a member of the executive management team;
- (b) Acting as the District's representative when communicating with third parties, including outside counsel;
- (c) Advising the Board, Administration, Department Managers, and employees regarding all laws, rules, regulations, and policies related to healthcare governance and corporate management;
- (d) Representing the District in legal matters not otherwise handled by insurance counsel or outside counsel;
- (e) Directly managing departments as directed by the Board and/or the Administrator;
- (f) Serving as the HIPAA Compliance Officer and advisor to the Corporate Compliance Committee;
- (g) Reviewing, amending and drafting District policies; and
- (h) Reviewing, amending, drafting and negotiating contracts on behalf of the District.

**Section 5:** If termination of in-house Counsel is desired by the Administrator or one or more members of the Board, in-house Counsel may be terminated following a majority vote of the Board.

## ARTICLE VII

## MEDICAL STAFF

### **Section 1: Organization, Appointment and Hearing:**

- (a) The Board of Directors shall organize the physicians, dentists and podiatrists granted practice privileges in the facilities into a Medical Staff pursuant to Medical Staff Bylaws approved by the Board of Directors. The Medical Staff Bylaws shall require the Medical Staff to establish controls to regulate and insure the achievement and maintenance of high standards of professional and ethical practices. The Board of Directors shall consider recommendations of the Medical Staff concerning physicians, dentists and podiatrists who meet the qualifications for membership as set forth in the Bylaws of the Medical Staff, as well as Allied Health Professionals who meet the requirements of the Medical Staff Bylaws, Rules and Regulations to practice their disciplines in the Hospital. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his patients, subject to such limitations as are contained in these Bylaws and in the Bylaws, Rules and Regulations for the Medical Staff and subject, further, to any limitations attached to the Staff appointment.
  
- (b) All applications for appointment to the Medical Staff shall be in writing and addressed to the Administrator of the Hospital. They shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience and any unfavorable history with regard to licensure and hospital privileges. Each practitioner (M.D., D.O., podiatrist, allied health professionals and dentists) shall also provide evidence of professional liability insurance coverage in an amount satisfactory to the Hospital Board.
  
- (c) All initial appointments to the medical staff shall be for a one-year period. All reappointments shall be for two years. Appointments and reappointments are made by the Board of Directors, pursuant to formal application. When an appointment is denied or is not to be renewed, or when privileges have been (or are proposed to be), reduced, altered, suspended, or terminated, the staff member or applicant shall be afforded the opportunity of a hearing as prescribed in the Medical Staff Bylaws. Recommendations shall be considered by the Board of Director prior to taking final action on the matter. Such hearings shall be conducted under procedures adopted by the Board of Directors so as to assure due process and afford full opportunity for the presentation of all pertinent information.

## **Section 2: Medico-Administrative Positions**

Practitioners employed by the hospital in a purely administrative capacity with no clinical duties shall be subject to the personnel policies of the hospital and their contracts or other terms of employment, and need not be members of the Medical Staff. Practitioners employed by the hospital, either full or part-time, whose duties are medico-administrative in nature and include clinical responsibilities or functions with the Medical Staff involving their professional capability as practitioners, must be members of the Medical Staff, achieving this status by the same procedure provided for other Medical Staff members.

Any practitioner whose engagement by the hospital required membership on the Medical Staff shall not have his Medical Staff or clinical privileges terminated, suspended or restricted without complying with the applicable provisions of the Medical Staff Bylaws unless otherwise stated in an employment contract.

## **Section 3: Medical Care and its Evaluation:**

- (a) The Board of Directors shall, in the exercise of its discretion, delegate to the Medical and Dental Staff the responsibility for providing appropriate professional care to the hospital's patients.
- (b) The Medical Staff shall conduct a continuing review and appraisal of the quality of professional care rendered in the hospital and shall report such activities and their results to the Board of Directors.(c) The Medical Staff shall make recommendation to the Board of Directors concerning:
  - (1) Appointments, reappointments, and alterations of staff status.
  - (2) Granting of clinical privileges.
  - (3) Disciplinary actions.
  - (4) All matters relating to professional competency.
  - (5) Such Specific matters as may be referred to it by the Board of Directors.

## **Section 4: Medical Staff Bylaws**

The Board of Directors shall adopt Bylaws, Rules and Regulations for the Medical Staff setting forth its organization and government. The proposed Bylaws, Rules and Regulations may be recommended by the Medical Staff, subject to approval by the Board of Directors. The power of the Board of Directors to amend Medical Staff Bylaws, Rules and Regulations shall be governed by the Medical Staff Bylaws.

## **Section 5: Hospital-employed Physicians**

- (a) Should the Hospital employ one or more physicians pursuant to Colorado law (CRS 25-3-103.7), the Hospital shall not limit or otherwise exercise control over the physician's independent, professional judgment concerning the practice of medicine or diagnosis or treatment or require the physician(s) to refer exclusively to the Hospital or the Hospital's employed physicians, nor shall the Hospital offer a health care professional any percentage of fees charged to patients by the Hospital or other financial incentive to artificially increase services provided to patients, nor shall the Medical Staff Bylaws or policies or the Hospital policies discriminate with respect to credentials or staff privileges on the basis of whether a physician is an employee of, a physician with staff privileges at, or a contracting physician with, the Hospital.
  
- (b) Any physician who believes he or she has been the subject of a violation of subsection (a), above, shall have the right to complain and request a review of the matter by first meeting simultaneously with the Hospital Administrator and either the Chief of Staff or Vice Chief of Staff of the Medical Staff. If the complaint is not resolved satisfactorily to the physician at that level, he or she may appeal to and have a hearing before the Board of Directors, at which time the physician may be represented by counsel and may present evidence before the Board to support the complaint. The hearing before the Board may be closed to the public or open to the public at the option of the physician, and no hearing shall be conducted without at least ten (10) days notice in writing to the physician.



**ARTICLE VIII**

**HOSPITAL AUXILIARY**

**Section 1:** The Board of Directors may organize volunteers and grant them privileges to serve in the hospital through an auxiliary operating under bylaws developed by the Auxiliary and approved by the Board of Directors.

## **ARTICLE IX**

### **JUNIOR VOLUNTEERS**

**Section 1:** An organization of Junior Volunteers to the hospital is hereby provided for and may be organized through adoption of bylaws approved by the Board in writing. The purpose of Junior Volunteers is to:

- (a) Provide the opportunity for members to serve and be helpful to each other.
- (b) To enable Junior Volunteers to learn of careers in the health field and to experience some exposure in the hospital setting.

## ARTICLE X

### DELTA HEALTH FOUNDATION

**Section 1:** The Delta Health Foundation is an independent non-profit corporation, organized and operated at the direction of the Delta County Memorial Hospital District Board of Directors (“District Board of Directors”). The Foundation is operated exclusively for public, charitable, or educational purposes as defined by Section 509(a) or (b) as determined by the Internal Revenue Code (or any successor provision) (“the Code”). More particularly, to further these purposes, the Foundation shall (1) Provide funds for the support of the Delta County Memorial Hospital District and its programs and activities, including any related matters, to include receiving monetary gifts, memorials, monetary awards and income, and to provide monetary gifts and assistance for health care related purposes; and (2) Provide for and assist in the providing of educational opportunities for health career students.

**Section 2:** The District Board of Directors has directed the Foundation Board to manage the Corporation’s business affairs and exercise all of its corporate powers pursuant to the Foundation Bylaws, Articles of Incorporation, and Colorado law.

**Section 3:** Nominees for vacancies on the Foundation Board will first be presented to the Foundation Board Nominating Committee. If approved by the Committee, the nominee will be presented by the Foundation Executive Director to the District Board of Directors for approval. The District Board of Directors shall either approve or reject the nominee(s) presented by the Foundation Executive Director. Service of Foundation Board Members shall be in accordance with the Foundation Bylaws.

**Section 4:** The District Board of Directors shall select one of its Members to serve on the Foundation Board at all times. The Board Member shall serve a two (2) year term, with term limits subject to the Foundation Bylaws.

**Section 5:** The District Board shall receive periodic reports regarding the operations of the Foundation from the Foundation Executive Director, the frequency and scheduling of which shall be at the discretion of the existing District Board.

## ARTICLE XI

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Hospital District shall indemnify every Director or Officer, his heirs, executors and administrators, against expenses reasonably incurred by him, including attorney's fees, in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the hospital district, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement, indemnification shall be provided only in conjunction with such matters covered by the settlement as to which the hospital is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be titled.

The Directors of the District shall have the rights to purchase appropriate insurance. In order to keep the cost of such insurance at a minimum, the Directors may purchase insurance which has a deductible provision, and in light of the savings to the District, the District shall indemnify the Directors as to that portion of the policy that is deductible.

## **ARTICLE XII**

### **PATIENT ELIGIBILITY AND CARE**

All patients shall be served by Delta Health Hospital regardless of race, color, creed, national origin, sex or handicap, within the resources reasonably available. Only licensed practitioners with clinical privileges specified under defined Medical Staff Bylaws may admit patients and be responsible for the patient's diagnosis and treatment.

## **ARTICLE XIII**

### **DISSOLUTION**

Upon the dissolution of the District, the District shall, after paying or making provision for the payment of all of the liabilities of the District, dispose of all of the assets of the District exclusively for the purposes of the District in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to any governmental entity to be used for public purposes in accordance with the Internal Revenue Code or Internal Revenue Service Regulations, as the District shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the District is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which shall be organized and operated exclusively for such purposes. The foregoing action shall be taken consistent with the provisions of CRS 1973, 32-1-708 as amended.

ARTICLE XIV

REVIEW AND AMENDMENTS

These bylaws shall be reviewed by the Board or its designee at least annually to assure compliance with state and federal law and in order to serve the best interests of the District. They may be amended at any regular or special meeting by a vote of a majority of the members of the Board of Directors, but no amendments may be made so as to avoid any limitations imposed by Colorado Statutes as they may be amended from time to time. The proposed amendment shall be provided in writing to each Director at least three (3) calendar days before the meeting at which the proposed amendment shall be voted on.

**DELTA COUNTY MEMORIAL HOSPITAL DISTRICT BYLAWS, AS REVIEWED  
AND APPROVED BY THE BOARD OF  
DIRECTORS THIS 19 DAY OF Sept. 2022.**

**DELTA COUNTY MEMORIAL HOSPITAL DISTRICT**

By: Jean Ceriani  
Jean Ceriani, Board Chairman

ATTESTED: Donica Harrison

DATE: 9/19/2022