

**BYLAWS OF THE BOARD OF DIRECTORS**

**MOORE COUNTY HOSPITAL DISTRICT**

## TABLE OF CONTENTS

<b>ARTICLE I</b>	
<b>AUTHORIZATION AND PURPOSE .....</b>	<b>1</b>
<b>ARTICLE II</b>	
<b>BOARD OF DIRECTORS.....</b>	<b>1</b>
<b>ARTICLE III</b>	
<b>OFFICERS.....</b>	<b>6</b>
<b>ARTICLE IV</b>	
<b>COMMITTEES .....</b>	<b>7</b>
<b>ARTICLE V</b>	
<b>ADMINISTRATION.....</b>	<b>8</b>
<b>ARTICLE VI</b>	
<b>TRANSACTIONS OF THE DISTRICT .....</b>	<b>9</b>
<b>ARTICLE VII</b>	
<b>MEDICAL STAFF .....</b>	<b>10</b>
<b>ARTICLE VIII</b>	
<b>BUDGET OPERATIONS.....</b>	<b>11</b>
<b>ARTICLE IX</b>	
<b>HOSPITAL AUXILIARY.....</b>	<b>13</b>
<b>ARTICLE X</b>	
<b>AMENDMENTS.....</b>	<b>13</b>
<b>ARTICLE XI</b>	
<b>BOOKS AND RECORDS.....</b>	<b>13</b>
<b>ARTICLE XII</b>	
<b>NOTICES.....</b>	<b>13</b>
<b>ARTICLE XIII</b>	
<b>MISCELLANEOUS PROVISIONS .....</b>	<b>14</b>

**BYLAWS OF THE BOARD OF DIRECTORS  
MOORE COUNTY HOSPITAL DISTRICT**

**ARTICLE I  
Authorization and Purpose**

1.1 Organization. The Moore County Hospital District ("District") is organized under the laws of the State of Texas, specifically Chapter 1064 of the Texas Special District Local Laws Code, with such rights, powers, and duties as provided by the Legislature of the State of Texas and contained in these Bylaws.

1.2 Purpose. The District shall provide for the establishment of a hospital system by purchasing, constructing, acquiring, repairing, or renovating buildings and equipment; equipping the buildings; and administering the buildings and equipment for hospital purposes. The hospital system may include:

- Facilities for domiciliary care and treatment of the sick or injured;
- Facilities for outpatient clinics;
- Pharmacies;
- Facilities for geriatric care, including assisted living facilities and independent elderly living facilities;
- Nursing home facilities; and
- Any other facilities the Board considers necessary for hospital care

1.3 Mission. The mission of Moore County Hospital District is to improve the health status of the people of the District and surrounding rural communities by providing quality and compassionate care while maintaining the fiscal integrity of the institution.

1.4 Patient Care. The Board of Directors of the District shall have responsibility for the management of the affairs of the District and the quality of patient care. Patient care shall be rendered without regard to race, color, creed, national origin, sex, gender, or disability of any patient, employee, medical staff member, or volunteer.

**ARTICLE II  
Board of Directors**

2.1 Number of Directors. The Board of Directors shall consist of seven (7) directors appointed as follows:

- a. Six (6) directors appointed by the Commissioners Court of Moore County;  
and
- b. One (1) director appointed by the Medical Staff of Moore County Hospital ("Hospital") in accordance with procedures prescribed by the Board of Directors.

2.2 Terms and Appointment of Directors. Directors appointed by the Commissioners Court shall hold office for staggered terms of three (3) years and until a successor is elected and has been qualified. The director appointed by the Medical Staff serves a term of two (2) years.

2.3 Qualifications. To be appointed as a member of the Board of Directors, a person must be a resident of the District and a registered voter in the District. The director appointed by the Medical Staff must be a member of the Hospital's Medical Staff; if such director ceases to be a member of the Hospital's Medical Staff, the director vacates the position. With the exception of the director appointed by the Medical Staff, the following individuals are not eligible to be serve as a director:

- a. A District administrator;
- b. An employee of the District; or
- c. A member of the Hospital's Medical Staff.

2.4 Vacancies. Vacancies in the office of director shall be filled for the unexpired term by appointment by the entity that appointed the vacating director.

2.5 Regular Meetings. The Board of Directors shall hold a regular monthly meeting at a time and date established by resolution of the Board. Such meetings shall be held at the administrative offices of the District.

2.6 Special Meetings. Special meetings may be called by the Board President and also shall be called when requested by at least three (3) members of the Board of Directors.

2.7 Emergency Meetings. An emergency meeting may be called by the District Chief Executive Officer with less than three (3) business days' notice only in the event of an emergency or urgent public necessity as defined by the Texas Open Meetings Act, Texas Government Code § 551.045. An emergency or an urgent public necessity exists only if immediate action is required of the Board of Directors because of:

- a. An imminent threat to public health and safety; or
- b. A reasonably unforeseeable situation, including:
  1. Fire, flood, earthquake, hurricane, tornado, or wind, rain or snow storm;
  2. Power failure, transportation failure, or interruption of communication facilities;
  3. Epidemic; or
  4. Riot, civil disturbance, enemy attack, or other actual or threatened act of lawlessness or violence.

2.8 Quorum. For meetings of the Board of Directors, any four (4) members shall constitute a quorum.

2.9 Notice of Meetings. Notice of any regular, special or emergency meeting of the Board of Directors shall be delivered to each director and shall be posted as required by the Texas Open Meetings Act, TEXAS GOVERNMENT CODE, § 551.001, *et seq.* The notice shall state the date, hour, place and subject of the meeting, and shall be posted at a place convenient to the public in the administrative offices of the District. The Board shall also (1) provide notice of each meeting to the Moore County Clerk for posting at the Moore County Courthouse or (2) post notice of each meeting on the District's Internet website.

2.10 Rules of Order. The Board of Directors may adopt procedural rules of order for the conduct of meetings as necessary for the efficient disposition of the Board's business.

2.11 Powers of the Board. The Board of Directors shall have full power and authority:

- (a) To provide hospital care for the District's indigent residents.
- (b) To manage, control and administer the hospital system and the district's money and resources.
- (c) To adopt rules governing the operation of the Hospital, the hospital system and the District's staff and employees.
- (d) To prescribe the method and manner of making purchases and expenditures by and for the District and all accounting and control procedures.
- (e) To determine the type, number and location of buildings required to maintain an adequate hospital system.
- (f) To lease for up to twenty-five (25) years all or part of the District's buildings and other facilities on terms considered to be in the best interest of the District's inhabitants.
- (g) To acquire equipment for use in the District's hospital system and mortgage or pledge the property as security for the payment of the purchase price.
- (h) To sell or otherwise dispose of any property, including equipment, on terms the Board finds are in the best interest of the District's inhabitants.
- (i) To accept for the District a gift or endowment to be held in trust and administered by the Board for the purposes and under the directions, limitations, or other provisions prescribed in writing by the donor that are not inconsistent with the proper management and objectives of the District.
- (j) To enter into an operating or management contract relating to a District facility.

(k) To contract with any public or private entity to provide health care or related services inside or outside the District.

(l) To sue and be sued.

(m) To appoint to or dismiss from the Medical Staff such practitioners as deemed necessary for the efficient operation of the District and consider the recommendations of the Medical Staff as provided in these Bylaws.

(n) To issue and sell bonds in the name and upon the faith and credit of the District in accordance with the procedures contained in Chapter 1064 of the Texas Special District Local Laws Code.

(o) To annually levy a tax not to exceed the amount permitted and for the purposes contained in Chapter 1064 of the Texas Special District Local Laws Code.

(p) To carry out other powers and duties of the Board of Directors as authorized by Chapter 1064 of the Texas Special District Local Laws Code and other applicable state law.

2.12 Orientation of Directors. All new members will be furnished with minutes of Board of Directors meetings from the past year, Bylaws of the Board of Directors, Bylaws of the Medical Staff, and the District's financial statements from the past twelve (12) months. Upon election to the Board, new members shall meet with the President of the Board, the Chief Executive Officer, and the Chief of Staff to receive an update and briefing on District operations. Board members are requested to attend at least one trustee seminar or workshop each year.

2.13 Duties of Directors. A Director shall discharge the director's duties in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the District. In the discharge of any duty imposed or power conferred on a director, the director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the District or another person that were prepared or presented by one or more officers or employees of the District, legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence.

2.14 Voting by Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be necessary to constitute the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws. A director may not vote by proxy.

2.15 Compensation. All members of the Board of Directors and officers shall serve without compensation, but may be reimbursed for actual expenses incurred in the performance of their official duties. Such expenses must be approved by the Board of Directors and reported in the minutes or other records of the District.

2.16 Duties. The Board shall carry out the following duties:

- (a) Coordinate the activities and general policies of the District.
- (b) Supervise the management of all the endowment and trust funds of the District.
- (c) Act on the annual budget.
- (d) Take action on all appointments and reappointments to the Medical Staff of the Hospital, including granting of privileges, reductions, suspensions, and termination of privileges.
- (e) Approve amendments to Medical Staff Bylaws and Rules and Regulations.
- (f) Maintain liaison between the Board, the Administration, and the Medical Staff.
- (g) Receive and consider all reports on the work of the Medical Staff considered to be in the best interests of the Hospital and its patients.
- (h) Ensure that the quality of all patient care and services has been reviewed regularly and that appropriate action has been taken to correct any adverse action.
- (i) Annually review and evaluate the Chief Executive Officer.
- (j) Adopt policies required by law, regulation or accreditation standard to be adopted by the governing body of the Hospital;
- (j) During one meeting each year, evaluate the Board's own performance during the preceding year. The evaluation shall address compliance with these Bylaws and implementation of the goals of these Bylaws; and
- (k) Perform any other functions designated in these bylaws, federal or state law or regulation, or accreditation standard but not specifically referred to in this section.

2.17 Conflict of Interest. Members of the Board shall disclose all actual or possible conflicts of interest in accordance with the District's Conflict of Interest Policy and Chapters 171 and 176 of the TEXAS LOCAL GOVERNMENT CODE. Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement affirming that such person has received a copy of the District's Conflict of Interest Policy; has read and understands such policy; and has agreed to comply with such policy.

### **ARTICLE III Officers**

3.1 Election of Officers. The Board of Directors shall elect a President and a Vice President from among its members and a Secretary, who need not be a director. Officers shall be elected at the first regular meeting following the annual appointment of directors.

3.2 Term of Office. Officers shall serve for a term of one year. Any vacancies in office shall be filled for the unexpired term by appointment by the Board of Directors.

3.3 President. The President shall preside at all meetings of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the District if this power is expressly delegated to another officer or agent of the District by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

3.4 Vice-President. When the President is absent, is unable to act, or refuses to act, the Vice President shall perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the President or Board of Directors.

3.5 Secretary. The Secretary shall have the following responsibilities:

- (a) See that appropriate notices are posted and agendas are prepared for all meetings of the Board of Directors.
- (b) Give all notices as provided in the Bylaws or as required by law.
- (c) Keep and report adequate records of all meetings of the Board of Directors.
- (d) Perform duties as assigned by the President or by the Board of Directors.
- (e) Perform all duties incident to the office of Secretary.

3.6 Compensation. All officers shall serve without compensation, but may be reimbursed for actual expenses incurred in the performance of their official duties upon the approval of such expenses by the Board of Directors and so reported in the minutes of the District or other records of the District.

## **ARTICLE IV Committees**

4.1 Establishment of Committees. In addition to the committees described below, the Board of Directors may adopt a resolution establishing one or more standing or special committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include at least two (2) directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law.

4.2 Executive Committee. The Executive Committee shall be comprised of the President, Vice-President and Secretary, with the Chief Executive Officer serving in an ex officio advisory capacity. The Executive Committee shall have power to transact all regular business of the District during the interim between meetings of the Board of Directors, provided any action taken shall not conflict with the policies and expressed wishes of the Board of Directors, and that the Executive Committee shall refer all matters of major importance to the Board of Directors.

4.3 Budget and Finance Committee.

(a) The Budget and Finance Committee shall consist of two (2) directors selected by the Board and the Administrator. The Committee may ask District employees to serve in an advisory capacity to the Committee.

(b) The Committee shall advise the Chief Executive Officer on the proposed annual budget for capital expenditures and hospital operations.

(c) The Committee shall meet as often as necessary, but at least quarterly, to conduct business, and shall review the District's financial performance, status, and consider any budget amendments prior to submission to the Board for approval. The Committee may also make recommendations for changes in hospital operations to ensure sound fiscal management.

4.4 Building and Planning Committee. The Building and Planning Committee shall have general supervisory responsibility for the physical plant of the hospital, including but not limited to, any additions, alterations, repairs, and maintenance. The Building and Planning Committee shall make recommendations to the overall institutional plan regarding capital expenditures for at least a three-year period.

4.5 Special Committees. Special committees may be designated by the Board for special tasks as circumstances warrant. The President shall appoint the chair of such committee.

All special committees shall limit activities to the accomplishment of the task for which appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which appointed, such special committee shall stand discharged.

4.6 Minutes. All committees shall keep regular minutes of all meetings and transactions and shall cause them to be recorded and shall report the same to the Board at its regular meeting.

4.7 CEO as Ex Officio. The Chief Executive Officer of the District shall be a non-voting ex officio member of all committees.

4.8 Committee Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

4.9 Compensation. All committee members shall serve without compensation, but may be reimbursed for actual expenses incurred in the performance of their official duties. Such expenses must be approved by the Board of Directors and reported in the minutes or other records of the District.

## **ARTICLE V Administration**

5.1 CEO. The Board shall select and appoint an administrator ("Chief Executive Officer"), who shall be its representative in the management of the Hospital. The Chief Executive Officer shall be given the necessary authority and responsibility to supervise the work and activities and direct the general affairs of the District subject to the limitations prescribed by the Board of Directors. The Chief Executive Officer shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act.

5.2 CEO's Responsibility. The authority and responsibility of the Chief Executive Officer shall include:

- (a) Supervising the work and activities of the District.
- (b) Directing the general affairs of the District subject to the limitations prescribed by the Board.
- (c) Carrying out all policies established by the Board and advising on the formulation of these policies.
- (d) Developing and submitting to the Board for approval a plan of organization for the conduct of District operations and recommending changes when necessary.
- (e) Preparing a proposed annual budget.

(f) Selecting, employing, managing, and discharging employees and developing and maintaining personnel policies and practices for the District.

(g) Maintaining physical properties in good and safe state of repair and operating condition.

(h) Working continually with health care professionals to assure quality care to District patients at all times.

(i) Presenting to the Board, or its authorized committee, periodic reports reflecting the professional services and financial activities of the District and such special reports as may be required by the Board.

(j) Attending all meetings of the Board and serving on committees thereof.

(k) Serving as the liaison and channel of communications between the Board and any of its committees and the medical staff with its organization and medical-administrative problems and responsibilities.

(l) Preparing a plan for the achievement of the District in its relationships with other health agencies.

(m) Representing the District in its relationships with other healthcare agencies and organizations.

(n) Performing other duties that may be necessary or in the best interest of the District.

5.3 Bond. The Administrator shall execute a bond payable to the District in an amount not less than \$5,000 as determined by the Board, conditioned on faithful performance of the Administrator's duties. Such bond shall be purchased at the District's expense.

## **ARTICLE VI**

### **Transactions of the District**

6.1 Execution of Contract. The Board of Directors may authorize any officer or agent of the District to enter into a contract or execute and deliver any instrument in the name of and on behalf of the District. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

6.2 Designation of Depository. The Board of Directors shall designate at least one bank to serve as a depository for District funds. Funds of the District, other than those invested as permitted by these Bylaws and by state law, shall be deposited to the credit of the District in such bank or banks and trust companies or other depositories that the Board of Directors selects and must remain on deposit.

6.3 Loans Prohibited. The District shall not make any loan to a director or officer of the District.

6.4 Prohibited Activities. As long as the District is in existence, no director, officer, or committee member of the District shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the District.

(b) Do any act with the intention of harming the District or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the District.

(d) Receive an improper personal benefit from the operation of the District.

(e) Use the assets of the District, directly or indirectly, for any purpose other than carrying on the business of the District.

(f) Wrongfully transfer or dispose of District property, including intangible property such as goodwill.

(g) Use the name of the District (or any substantially similar name) or any trademark or trade name adopted by the District, except on behalf of the District in the ordinary course of the District's business.

(h) Disclose any of the District business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

6.5 Donations, Gifts, and Endowments. The Board of Directors shall be authorized to accept donations, gifts, and endowments on behalf of the District to be held in trust and administered by the Board for such purposes and under such directions, limitations, and provisions as may be prescribed in writing by the donor not inconsistent with proper management and objectives of the District.

## **ARTICLE VII**

### **Medical Staff**

7.1 Organization. The Board shall organize into a Medical Staff the physicians, dentists, and podiatrists who have been granted privileges to practice in the Moore County Hospital. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his/her patients in the Hospital, subject to such limitations as are contained in these Bylaws and/or in the Bylaws and Rules and Regulations of the Medical Staff and subject

further to any limitations attached to his/her appointment. Further, no person who is not a licensed practitioner with clinical privileges granted by the Board (or appointee of the Board authorized to grant temporary or disaster privileges under the conditions outlined in the Medical Staff Bylaws) shall be allowed to diagnose or treat any patient in the Hospital or to admit any patient to the Hospital.

7.2 Medical Staff Meetings. The Medical Staff shall meet at least twelve (12) times a year and at such other times as may be specified by its Bylaws.

7.3 Privilege to Practice. Only members of the Medical Staff with admitting privileges may admit a patient to the Hospital, and such practitioners may practice only within the scope of the privileges granted by the Board. The Bylaws of the Medical Staff shall specifically provide that each patient's general medical condition is the responsibility of a qualified physician who is a member of the Medical Staff of the Hospital.

7.4 Medical Staff Bylaws. There shall be bylaws, rules and regulations or amendments thereto, for the Medical Staff that set forth its organization and government. Proposed bylaws, rules and regulations shall be recommended by the Medical Staff, subject to the approval by the Board of Directors to adopt or amend such bylaws, rules and regulations. The power of the Board of the District to adopt or amend Medical Staff Bylaws, Rules and Regulations shall not be dependent upon ratification by the Medical Staff.

7.5 Professional Liability Insurance. No individual shall be permitted to become or to continue as a member of the Medical Staff or to provide patient care services in the Hospital unless such an individual has provided to the Administrator or his/her designee satisfactory proof of insurance evidencing that the individual has in effect professional liability insurance coverage in an amount to be determined from time to time by the Board.

7.6 Medical Care and Its Evaluation. The Board shall, in the exercise of its overall responsibility, assign to the Medical Staff reasonable authority for ensuring appropriate professional care to the hospital's patients. The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the hospital and shall report such activities and their results to the Board. The Medical Staff shall make recommendations to the Board of Directors concerning: (1) appointments; (2) granting of clinical privileges; (3) disciplinary actions; (4) all matters relating to professional competency; and (5) such specific matters as may be referred to it by the Board.

## **ARTICLE VIII**

### **Budget Operations**

8.1 Fiscal Year. The District shall be operated on the basis of a fiscal year that begins on July 1 and ends on June 30.

8.2 Annual Audit. The District shall have an independent audit made of the District's financial condition for the fiscal year. As soon as the audit is completed, the audit shall be filed at the District's office.

8.3 Annual Budget. The Chief Executive Officer shall prepare an annual budget for approval by the board. The proposed budget must contain a complete financial statement of:

- (1) the outstanding obligations of the district;
- (2) the cash on hand in each district fund;
- (3) the money received by the district from all sources during the previous year;
- (4) the money available to the district from all sources during the ensuing year;
- (5) the balances expected at the end of the year in which the budget is being prepared;
- (6) the estimated revenue and balances available to cover the proposed budget;
- (7) the estimated tax rate required; and
- (8) the proposed expenditures and disbursements and the estimated receipts and collections for the following fiscal year.

8.4 Public Hearing on Budget. The Board shall hold a public hearing on the proposed annual budget. At least ten (10) days before the date of the hearing, notice of the hearing shall be published one time in a newspaper or newspapers that individually or collectively have general circulation in the District. Any District resident is entitled to be present and participate at the hearing.

8.5 Adoption of Budget. At the conclusion of the hearing, the Board of Directors shall adopt a budget by acting upon the budget proposed by the CEO. The Board may make any changes in the proposed budget that, in the Board's sole judgment and discretion applicable federal and state law warrants and allows and the interest of District residents requires in furtherance of hospital purposes.

8.6 Limitation of Expenditures. Money may be spent only for an expense included in the budget or an amendment to the budget.

8.7 Amending Budget. The annual budget may be amended from time to time on the approval of the Board of Directors.

8.8 Sworn Statement. As soon as practicable after the close of each fiscal year, the Administrator shall prepare for the Board a complete sworn statement of all District money and a complete account of the disbursements of that money.

8.9 Spending and Investment Limitations.

(a) Except for construction contracts and general obligation, revenue or refunding bonds, the District may not incur a debt payable from revenues of the District other than the revenues on hand or to be on hand in the current and immediately following fiscal year of the District.

(b) The Board may invest operating, depreciation or building reserves only in funds or securities authorized by law, including Chapter 2256, Texas Government Code.

## **ARTICLE IX Hospital Auxiliary**

9.1 The Board of Directors shall assist in the organization of an effective hospital auxiliary or association when, in its judgment, conditions for organizing such as auxiliary or association are favorable. The bylaws of such an auxiliary or organization shall be forwarded to the Board of Directors for approval. The CEO shall provide supervision and guidance to groups and individuals performing volunteer services in the Hospital.

## **ARTICLE X Amendments**

10.1 These Bylaws may be amended by affirmative vote of a majority of the directors present at any regular monthly meeting or any special meeting called for that purpose.

## **ARTICLE XI Notices**

11.1 Any notice required or permitted by the Bylaws to be given to a director, officer, or member of a committee of the District may be given by delivery in person, by mail, by electronic mail, or by facsimile transmission. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the District, with postage prepaid. If transmitted by facsimile or electronic mail, notice is deemed to be delivered on confirmation of successful transmission of the facsimile or electronic mail. A person may change his or her address by giving written notice to the secretary of the District.

11.2 Whenever any notice is required to be given under the provisions of law or under the provisions of the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.3 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE XII**  
**Miscellaneous Provisions**

12.1 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

12.2 These Bylaws shall be reviewed on an annual basis and, if necessary, amended as provided in Article X.

12.3 Meeting by Telephone Conference Call. The Board and any committee of the District may hold a meeting by telephone conference call procedures as permitted by the Open Meetings Act (Texas Government Code §551.125) only if an emergency or public necessity exists and the convening at one location of a quorum is difficult or impossible. The meeting shall be subject to notice requirements applicable to other meetings and must specify as the location of meeting by telephone conference the location where meetings of the Board are usually held. Two-way communication shall be available at the specified meeting location and each speaker shall be clearly identified prior to speaking. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

13.3 Videoconference Call. A Director or a District employee may participate remotely in a meeting of the Board by means of a videoconference call if the video and audio feed of the Director's or employee's participation is broadcast live at the meeting only if a quorum of the Board is physically present at one location of the meeting. A Director who participates in a meeting by videoconference call shall be considered absent from any portion of the meeting during which audio or video communication with the Director is lost or disconnected.

(a) Each portion of a meeting held by videoconference call that is required to be open to the public must be visible and audible to the public at the physical location of the meeting. While a participant in the videoconference call is speaking, the face of that participant must be clearly visible, and the voice audible, to each other participant and the public in attendance at the meeting. If a problem occurs that causes a meeting to no longer be visible and audible to the public at that location, the meeting must be recessed until the problem is resolved. If the problem is not resolved in six hours or less, the meeting must be adjourned.

(b) The District shall make at least an audio recording of a meeting conducted with participation by videoconference call.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly appointed and acting Secretary of the Moore County Hospital District and that the foregoing Bylaws constitute the Bylaws of the District. These Bylaws were duly adopted at a meeting of the Board of Directors held on \_\_\_\_\_, 20\_\_\_\_.

DATED: \_\_\_\_\_, 20\_\_\_\_.

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