

**PARK HOSPITAL DISTRICT**  
**BY LAWS**

Revised: May 29, 2012

## CONTENTS

ARTICLE	SUBJECT	PAGE
I	Name.....	3
II	ORGANIZATION.....	3
III	MISSION.....	4
IV	BOARD OF DIRECTORS.....	5
V	POWERS OF THE BOARD.....	5
VI	MEETINGS.....	8
VII	OFFICERS.....	9
VIII	COMMITTEES.....	11
IX	CHIEF EXECUTIVE OFFICER/CEO.....	12
X	MEDICAL STAFF.....	12
XI	AUXILIARY ORGANIZATIONS.....	13
XII	INSTITUTIONALLY/BASED HEALTH...	14
XIII	DISSOLUTION.....	14
XIV	INDEMNIFICATION.....	14
XV	GENERAL PROVISIONS.....	15
XVI	AMENDMENTS.....	15

**BYLAWS**  
**OF THE**  
**PARK HOSPITAL DISTRICT**

**ARTICLE I**

The name of the organization shall be the Park Hospital District (the “District), formed for the purpose of operating the enterprise known as the Estes Park Medical Center. The Estes Park Medical Center (EPMC or the “Medical Center”) in these bylaws) includes the hospital, Prospect Park Living Center (a skilled nursing facility), and related programs (e.g. hospice, home health, and management services for physicians).

**ARTICLE II**

**ORGANIZATION**

The District and EPMC shall operate pursuant to the provisions of the Special District Act, Section 31-1-101, et seq. Colorado Revised Statutes (hereafter C.R.S.) amended, and such other statutes as may pertain to special districts, including but not limited to the applicable portions of Title 29, C.R.S., as amended. These Bylaws shall control all the operation, policies, and procedures of the District, its Directors and Officers. In the event of a conflict between these Bylaws and the applicable statutes, the statutes shall govern.

**ARTICLE III**

Note: “Estes Park Medical Center” as used here means the enterprise operated by the Park Hospital District.

# Estes Park Medical Center

## Our Vision

To achieve a culture of clinical and service excellence through patient-centered care.

## Our Mission

To make a positive difference in the health and wellbeing of all we serve.

**ARTICLE IV  
BOARD OF DIRECTORS**

Section 1. Number, Tenure, and Election. The affairs of EPMC and the District shall be governed by a Board of Directors (“Board”) composed of five members who shall be elected by the qualified electors of the District.

Directors are elected in the manner provided by the statutes of the State of Colorado on the first Tuesday following the first Monday in May of each even numbered year. Unless the limitations on terms are waived or modified by District electors, each director’s term of office shall be limited to two consecutive four year terms as provided by law.

Directors are elected to four-year staggered terms. If a vacancy exists as provided by state statute, any appointee shall serve until the next regular biennial board election at which time any candidate for such office shall be elected to the then remaining term of that office.

Section 2. Qualifications. Any candidate for the office of director shall be an elector of the District, meeting the qualifications set forth in Section 32-1-103 (5), C.R.S. Members of the Medical Staff of EPMC are eligible to serve as Board members, except that no more than two members of the Medical Staff shall serve on the Board at any one time. No member of the Board shall be an employee of the District, except as allowed by the Special District Act.

Section 3. Oath of Office. Each Director shall, within thirty days after the election, and as provided in Section 32-1-901 C.R.S. take an Oath that he or she will faithfully perform the duties of his/her office. At the time of filing the Oath with the Clerk of the Court and Division of Local Government, there shall also be filed, at the expense of the District, a surety bond for each Director in an amount determine by the Board of not less than \$1,000.

Section 4. Compensation. The Board shall serve without compensation or remuneration, except that reimbursement for actual expenses incurred on behalf of the District shall not be considered compensation. An itemized statement of all such expenses shall be filed with the Secretary of the District prior to payment thereof.

Section 5. Removal for Cause. A director’s office shall be deemed vacant upon the occurrence of any one of the following events prior to the expiration of that office’s term:

- a. A properly qualified person is not elected to that office;
- b. A duly elected or appointed person fails, neglects, or refuses to subscribe to the Oath of Office or furnish bond;
- c. A duly elected or appointed person ceases to be qualified for office;
- d. A duly elected or appointed person is convicted of a felony;
- e. A duly elected or appointed person fails to attend three consecutive regular meetings of the Board without the Board having entered upon its minute’s approval for an additional absence(s); except that additional absence(s) shall be excused for temporary mental or physical disability or illness.

Section 6. Resignation. Any Director may resign his/her office at any time, such resignation to be made in writing and forwarded, by hand delivery or certified mail, to the board.

Section 7. Vacancy. Any vacancy occurring on the board shall be filled by appointment by the remaining Directors of the board, with the appointee to serve in this capacity until the next biennial election, at which time the vacancy shall be filled by election for the remaining unexpired portion of the term, if any. If the Board shall fail, neglect, or refuse to fill any vacancy

within sixty days after the same occurs, the vacancy will be filled by the Commissioners of Larimer County.

All appointments shall be evidenced by an appropriate entry in the minutes of the meeting, and the Board shall cause notice of the appointment to be delivered to the person so appointed. A duplicate of the notice, together with the mailing address of the person so appointed, shall be forwarded to the Division of Local Government.

Section 8. Recall. Any Director elected to the Board who has actually held office for at least six months may be recalled from office in accordance with the provisions of Sections 32-1-906 and 907, C.R.S. Any Director who shall place his/her own personal interests above those of EPMC and the District may be subject to recall from office pursuant to this Section.

Section 9. Conflict of Interest Policy. (This policy is contained in the Policy Manual.)

Section 10. Review of Performance. The Secretary of the Board shall annually review the Board's compliance with these Bylaws and report his/her conclusions and recommendations to the Board at the regular meeting by May each year.

## ARTICLE V

### POWERS OF THE BOARD

Section 1. Bylaws and Rules and Regulations. The Board shall have the authority to make and adopt bylaws, policies, and rules and regulations for its own guidance and governance of the District and auxiliary organizations established by the Board as it deems necessary for the economic and equitable conduct thereof. Such bylaws and rules and regulations shall not, however, be inconsistent with applicable law and accreditation standards.

Section 2. General Powers. The Board shall have all the general powers contained in Sections 32-1-1001 and 1003, C.R.S., and all other applicable state statutes, including, but not limited to, the power to supervise all of the business and affairs of the District and the construction, installation, and operation and maintenance of District improvements.

Section 3. Financial Powers. The Board shall have the exclusive oversight of the use and expenditures of all moneys collected to the credit of the District and EPMC, provided such use and expenditures further the Mission of the District and EPMC. The Board shall have the power to invest or have invested, as provided in Section 32-1-1101 (5), C.R.S., Section 24-75-601, C.R.S., and in accordance with the *Public Deposit Protection Act*, Section 11-10.5-101, *et seq.*, C.R.S., District and Hospital moneys and funds held by the Hospital, or in the office of the Larimer County Treasurer in the District's name, and to receive the interest, gains, and income there from.

The Board shall have the power to borrow money, to incur indebtedness, and to issue bonds and other evidence of such indebtedness as provided in Sections 32-1-1101 and 1103, C.R.S. and Section 32-1-1301, *et seq.*, C.R.S., except as may be limited by the Article X, Section 20 of the Colorado Constitution. Any indebtedness incurred shall be in the public interest and shall further the Mission of EPMC as set forth in Article of these Bylaws.

Section 4. General Duties. Duties of the Board (see policy for complete listing).

- a. Quality of care/Customer service.
- b. Financial health
- c. Planning for future
- d. Leadership/Management
- e. Governance/Self-evaluation
- f. Advocacy

Section 5. Specific Powers. Notwithstanding and in addition to the above states powers, the Board shall:

- a. Appoint a Chief Executive Officer as the official representative of the Board in the day-to-day management and operation of EPMC. The Chief Executive Officer shall be licensed by the appropriate agency, if any, and qualified for his/her responsibilities through education and experience. The responsibilities and authority of the Chief Executive Officer shall be designated, and a mechanism for monitoring the performance of the Chief Executive Officer shall be established by the Board in writing. A performance review will be done by May following the audit presentation. The Board shall have the power to terminate the employment of the Chief Executive Officer subject to the Chief Executive Officer rights pursuant to a written employment agreement, if any.
- b. Establish governing policies for the operation of EPMC and the District.
- c. Be responsible for management of all funds of EPMC and the District.
- d. Provide that all endowment and trust funds be deposited with any responsible and legally authorized financial agency for investment, as may be permitted as an authorized investment by Sec. 24-75-601, C.R.S., receive prompt reports of such investments, and see that income after deduction of legitimate expenses is paid into the proper fund of the District, and that both principal and income are in accordance with the terms of the trust;
- e. Open, close, rent or lease Medical Center facilities and acquire property and facilities, including real and personal property;
- f. Adopt an annual budget for the operation of EPMC and the District;
- g. Regularly receive reports on the operation of EPMC;
- h. Examine the monthly financial reports and require any explanation from the Chief Executive Officer and/or Vice President of Finance for any material variation from the budget;
- i. An external financial audit shall be conducted annually by a Certified Public Accounting firm. The external auditor will be hired by the Board per recommendation of the CEO and Vice President of Finance; with consideration to appropriate changes in principal oversight when engaging the same firm year-to-year. Firm changes shall be considered every 5 years. The engagement letter shall be reviewed by the Board for scope of work before the audit begins.
- j. Supervise all activities designed to acquaint the community with the aims, needs, and functions of its EPMC;
- k. Approve Bylaws of the Medical Staff and all auxiliary organizations for which it makes provision;
- l. Receive from the Medical Staff, or its Medical Executive Committee, recommendations on all initial applications and reapplications for appointment to the assignments and responsibilities within the Medical Staff and the Medical Center;
- m. Act upon the recommendations of the Medical Staff; provided, however, that if the Board does not concur with a Medical Staff recommendation relating to clinical privileges, such recommendation shall be reviewed by the Medical Affairs committee, as established in Article VIII, before a final decision is made by the Board;

- n. Receive and act upon all reports regarding the professional services and conduct of the Medical Staff in all instances in which the Board of Directors considers such action to be in the best interest of the Medical Center and it's patients'
- o. Review reports from the Medical Staff regarding the quality and efficiency of medical care in the Medical Center;
- p. Conduct periodic review and evaluation of the performance of the Chief Executive Officer.
- q. Determine annually the amount of tax to be levied upon the taxable property of the District and certify said amount to the Larimer County Commissioners; if an increase is deemed necessary by the Board, submit the question of levy increase to the electors, in accordance with applicable law.
- r. Have and exercise all rights and powers granted or incidental to or implied from the specific powers granted by Colorado statutes. Such specific powers shall not be considered as a limitation upon any power necessary or appropriate to carry out the purpose of intent of these Bylaws.

## ARTICLE VI

### MEETINGS

Section 1. Regular Meetings. The Board shall have regular meetings at 3:00 p.m. on the last Tuesday of each month at Estes Park Medical Center or at such other time or place as the Board shall, by resolution appoint. Notice of regular meetings shall be posted by the Secretary in 3 public locations within the District: at EPMC, the public posting boards of the Estes Valley Library and the Town of Estes Park, and at the Larimer County Clerk's office. Such posted notices shall remain posted unless there is a change in the regular date, time or place of the meeting. Notice may also be given to local newspapers and radio station. In the event the time, date or place of the regular meeting is changed, notice of the change shall be posted similarly at such locations at least 72 hours in advance of the meeting.

Section 2. Meeting Attendance. If a Board member is unable to attend a Board meeting, he/she is obligated to notify the Board President in advance of the meeting. If a Board member is unable to attend a committee or similar meeting, he/she (or designee) is obligated to notify the presiding officer in advance of the meeting. All absences shall be entered into the minutes as either excused or unexcused as determined by the Board.

Section 3. Special Meetings. Special meetings of the Board may be called by any Director by informing the other Directors by postcard, letter, telephone call, email, or personal notice of the date, time, place, and purpose of such meeting (if emailing other Directors you must also use one other method of notification, e.g. call or letter). Notice shall be posted, as provided in Section 1, above, at least 72 hours prior to the said meeting.

Section 4. Quorum, Agenda, and Order of Business. All official business of the Board shall be conducted only during said regular or special meetings at which a quorum is present. Three members of the Board shall constitute a quorum. An agenda for each meeting shall be prepared and posted at least 24 hours in advance at the place designated by the Board in January of each year. The order of business shall be established by the agenda for that meeting which shall include the following items unless the agenda is otherwise amended at the commencement of the meeting;

- a. Chief of the Medical Staff report;



- b. Chief Executive Officer's report;
- c. Vice President of Finance/Treasurer's report;
- d. Other reports;
- e. Old business;
- f. New business, and
- g. Comments from visitors.

The use of proxy vote is not authorized for monthly meetings. With the consent of the board, a director may participate by conference call when unable to physically attend a board meeting; provided, however, that physical presence is required in order to establish a quorum,

Section 5. Procedure. So far as is practical, Robert's Rules of Order shall govern the conduct of the meetings; provided, however, that no action of the board shall be invalidated due to any technical non-compliance with such Rules.

Section 6. Open Meetings and Executive Sessions. All meetings of the Board shall be open to the public except that, by majority consent of the Directors, the Board may go into Executive Session as permitted by law.

Any policy decisions, promulgations of policy, rules, resolutions, and regulations, contract approval, or formal actions, including expenditures of money, shall be adopted or approved in the open public session.

Section 7. Minutes. Minutes of each meeting of the Board and any committee thereof, shall include a record of the proceedings, actions taken, recommendations made and attendance. The minutes shall be prepared by the Secretary, or other individual designated by the Secretary, and shall be signed by the presiding officer. The original copy of the minutes shall be kept on permanent file at the Medical Center and in a visual text format that may be transmitted electronically.

## **ARTICLE VII**

### **OFFICERS**

Section 1. Identification. The general officers of the Board shall include a President, a Vice President, a Secretary, and a Treasurer, all of whom except the Secretary, shall be members of the Board. The Secretary may, but need not, be a member of the Board. The Board may appoint an assistant Secretary and an assistant Treasurer, which offices may be held by the same person, from outside the membership of the Board. The salaries of these assistants should be fixed annually by the Board unless these individuals are Medical Center employees.

Section 2. Election. At the first regular meeting of the Board following the biennial election of Directors in May of such year, or at the first meeting in May on non-election years, the Board shall elect officers. A nominee shall be elected upon receiving the majority vote of all members of the Board. If no nominee receives the majority of the votes cast on the first ballot, a runoff election between the two candidates receiving the highest number of votes shall be held immediately.

Section 3. Term. Each officer shall serve a 1-year term commencing upon election by the Board. Each officer shall serve until the end of his/her term or until his/her successor is elected and qualified, unless such officer shall sooner resign or be removed from office.

Section 4. Removal of Officers. Any officer of the Board may be removed for cause by a majority vote of all members of the Board.

Section 5. Vacancies. Vacancies in any position shall be filled at the next regular or special meeting of the Board by majority vote of all members of the Board for the remainder of the unexpired term.

Section 6. Bond. The Treasurer shall be required to 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 \$5,000, conditioned on the faithful performance of the duties of Treasurer.

Section 7. Duties of Officers. The following shall be the duties of the Officers:

- a. The President. The President of the District (and Chairman of the Board) shall preside at all meetings of the Board, subject to the discretion and supervision of the Board, he/she will have general and active control of the District's affairs and business and general supervision of its officers, agents and employees. In addition, he/she shall:
  1. Serve as an ex-officio member of all committees of the Board;
  2. Assure that all duties of the Board are performed effectively and efficiently; and
  3. Perform all duties commonly incident to his/her office and such other duties as the board may designate. (See Policy Manual for additional details)
- b. Vice President. The Vice President of the District shall act as President pro tem and presiding officer during the absence of the President and perform such other duties as the Board may designate.
- c. Secretary. The Secretary shall:
  1. Be the custodian of and maintain a complete and accurate notebook and in a visual text format that may be transmitted electronically of the minutes of all meetings, and keep on file all certificates, contracts, bonds given by employees, and all corporate acts. Such records shall be open for inspection by any elector, as well as, any other interested parties. Such inspection shall be made at the Medical Center, the time and duration of such inspection to be within the sole and reasonable discretion of the Chief Executive Officer.
  2. Have custody of the seal and are responsible for its safekeeping and use;
  3. Ensure that appropriate surety bonds and Oaths of Office are filed for all Directors;
  4. Give or cause to be given notice of meetings in accordance with these Bylaws or as required by law; and
  5. Conduct an annual review of the Board's compliance with the Bylaws and Rules and Regulations of the District and Medical Center, and report his/her findings to the Board at the regular meeting in May of each year;

Duties specified in 1), 2), 3), and 4) above can be designated, with Board approval, to an employee of EPMC (e.g. Executive Secretary).

- d. Treasurer. The Treasurer shall:
  1. Keep a permanent, strict, and accurate account of all money received by and disbursed for and on behalf of the District and EPMC;

2. Deposit the moneys of the District and EPMC in the name of the District and EPMC in such banks, deposits or trust companies as the Board shall designate and shall be authorized by law
3. Meet monthly with the CEO and Vice President of Finance to review District and Medical Center financial matters;
4. Perform such other duties as the Board may from time-to-time require.

Duties specified in 1), 2), and 4 above can be designated, with Board approval, to an employee of the Estes Park Medical Center (e.g. Vice President of Finance).

Section 8. Checks, Drafts etc. Designated checks, drafts or other orders for payment of money, and all notes or other evidences of indebtedness issued on behalf of the District and EPMC shall be signed by the President and Treasurer of the Board. Such signing, by resolution, may be delegated to others per the resolution.

## **ARTICLE VIII**

### **COMMITTEES**

Section 1. Committees. Committees of the Board shall be classified as standing and special, and shall be advisory to the Board. In order to broaden input to the Board and encourage community involvement, the Board may appoint individuals who are not members of the Board to serve on any standing or special committee of the Board.

Each committee shall have the power to act only as stated in these Bylaws or as conferred by the Board. No recommendations made by a committee may be implemented without Board approval.

The Chief Executive Officer shall serve as an ex-officio member of each committee appointed by the Board, unless otherwise designated in these Bylaws or by the Board. The Chief Executive Officer or his/her designee shall serve as an ex-officio member of all committees deliberating issues affecting the discharge of Medical Staff responsibilities.

Section 2. Meetings. A meeting of a committee of the Board may be called at any time by the committee chairman or a simple majority of the committee members upon oral or written notice one business day in advance to the members of the committee. Committees may propose rules of order and procedures to the Board which, if adopted, by the Board for the committee, shall govern the matters addressed in the rules. All such committee meetings shall be subject to the same requirements as set forth above for posting of agendas, open meetings requirements, and for taking minutes as in District board meetings, except that notice of such committee meetings need not be posted 72 hours in advance. A committee may enter into an executive session for the same purposes and in the same manner as provided by applicable law for Board meetings.

Section 3. Standing Committees. The composition and function of the standing committees of the Board shall be as follows:

- a. Governance and Management Performance Committee. The purpose of this Committee is to review appropriate issues in Board Governance and Management Performance.

The Committee shall consist of the Board President and 1 additional Park Hospital District Board of Director member.

Frequency and time of this meeting as required.

- b. Medical Staff Appeals Committee. The purpose of this Committee is to hear appeals from the decisions of the Medical Staff Hearings Panel. The Committee shall consist of a minimum of three Board members to be selected at the time of an appeal. Appeals shall be subject to the provisions and procedures set forth in Medical Staff Bylaws, policies, manuals, rules and regulations as more fully set forth in Section 1 of Article X herein. Appeals may be conducted in executive session as provided by law when considering personnel matters or reviewing medical data, personnel files, or other records that are privileged, confidential, and not public records under applicable state statutes.

Section 4. Special Committees. Special ad hoc Committees (e.g. Bylaws, Auditing and Nominating) shall be appointed by the President of the Board from time-to-time as the occasion demands. Such Committees shall limit their activities to the purposes for which they are appointed and shall have no power to act unless such power is specifically conferred by action of the Board.

Section 5. Attendance. A vacancy shall be deemed to occur on any Committee of the Board prior to the expiration of a term of office in the event that a member fails to attend 3 consecutive regular meetings of a Committee without the Committee having entered upon its minutes an approval for additional absence(s), except that such additional absence(s) shall be excused for temporary mental or physical disability or illness.

## **ARTICLE IX**

### **CHIEF EXECUTIVE OFFICER – CEO**

Section 1. Appointment and Powers. The Board shall select and employ a Chief Executive Officer (CEO) who shall possess the appropriate education, experience, and licensure to perform his/her duties and shall serve as the Board’s representative in the day-to-day management and operation of EPMC. The Chief Executive Officer shall report to the Board.

Section 2. Specific Duties. The specific duties of the Chief Executive Officer, as approved by the Board, are stated in the “Position Description of the Chief Executive Officer.” To assist the CEO in the effective management and operation of the Medical Center, the CEO shall establish or cause to be established, as a minimum, the following Medical Center committees:

- a. Quality and Patient Satisfaction Committee
- b. Planned Medical Staff Committee
- c. Medical Affairs Committee
- d. Finance Committee.

The CEO shall determine the membership from among Medical Center administrative and non-administrative staff for each such administrative committee; provided, however, that the Board, in its discretion, may assign a Board member or members to each committee as ex officio members. The CEO may establish other committees at his/her discretion to assist the CEO in the discharge of his/her duties.

Section 3. Additional Duties. In addition to the foregoing authority and duties of the Chief Executive Officer, the Board may from time-to-time, by resolution, grant to the Chief Executive Officer such additional authority as said Board may deem necessary for the proper administration of EPMC.

Section 4. Performance Evaluation. The Chief Executive Officer's performance shall be monitored by the Board through a periodic assessment of the degree to which the Chief Executive Officer's Performance Goals have been fulfilled. This information should be transmitted to the CEO as it is developed so he/she can make appropriate changes. Information that does not support this kind of assessment will not be considered. See Chief Executive Officer Evaluation policy.

## **ARTICLE X**

### **MEDICAL STAFF**

Section 1. Medical Staff of EPMC. The Board of Directors shall appoint a Medical Staff to provide clinical services at EPMC, which shall be known as the "Medical Staff of EPMC" (herein referred to as the "Medical Staff"). The Medical Staff shall be an integral part of the Medical Center and shall be composed of physicians, dentists and podiatrists who are graduates of recognized schools of medicine, osteopathy, dentistry or podiatry, are licensed in good standing to practice in Colorado, and who otherwise meet the qualifications for appointment as set forth in the bylaws, policies, manuals, rules and regulations of the Medical Staff.

Each appointee to the Medical Staff shall have full authority and responsibility for the care of his patients, subject only to such limitations as are imposed by the Board of Directors and the Medical Staff. The Medical Staff, its officers, committees and departments shall be accountable to the Board of Directors.

The Medical Staff shall develop and adopt bylaws, policies, manuals, rules and regulations setting forth, among other things: (i) its organization; (ii) its governance; (iii) procedures for processing and evaluating applications for appointment and reappointment; (iv) procedures for the granting of clinical privileges; (v) provisions for a review of the Medical Staff's recommendations with respect to denial of appointment, appointment, reappointment, termination of appointment, discipline and the granting or curtailment of clinical privileges including a process for resolving differences between appointees to the Medical Staff, the Medical Staff and the District ; and (vi) the organization of the quality improvement and utilization review activities of the Medical Staff, as well as, the mechanism used to conduct, evaluate and revise such activities. The Medical Staff Bylaws, policies, manuals, rules and regulations shall become effective in the form and on the date approved by the Board of Directors.

Section 2. Appellate Review. As soon as practicable after receipt of a timely filed request for an appellate review, as outlined in the Medical Staff Bylaws, as applicable, from an appointee to the Medical Staff, as applicable, who is the subject of an adverse recommendation which has been considered by a Hearing Panel as outlined in the Medical Staff Bylaws, policies, manuals, rules and regulations, as applicable, the District's Board of Directors shall provide an appellate review of the matter. The appellate review processes outlined in the Medical Staff Bylaws, policies, manuals, rules and regulations, as applicable, shall be used as guidelines in conducting the appellate review. However, if state or federal law provides an appellate review process that is different than that outlined in the Medical Staff Bylaws, policies, manuals, rules and regulations,

as applicable, which, if followed would entitle the Medical Center, members of the Peer Review Committee and participants in the Peer Review, hearing, and appellate review processes certain privilege, confidentiality, immunity or other protections, the process outlined in the law may be utilized.

Section 3. Allied Health Practitioners – Authorization. The Board of Directors may authorize qualified persons to provide specified services allied with the clinical services provided by appointees to the Medical Staff. Said authorization shall be granted in accordance with and subject to the Bylaws, policies, manuals, rules and regulations of the Medical Staff. All processes, including application, reappointment, specified services, corrective action and hearing processes shall be as outlined in the Medical Staff Bylaws, policies, manuals, rules and regulations, or the Allied Health Practitioner Rules and Regulations, as applicable.

Section 4. Meeting Requirements. The Medical Staff shall meet at least 4 times per year. The first Medical Staff meeting of each calendar year shall be designated as its annual meeting.

## **ARTICLE XI**

### **AUXILIARY ORGANIZATIONS**

Section 1. Establishment. The Board shall have the authority to make provisions for the establishment of auxiliary organizations and mechanisms for services provided by individual volunteers to assist EPMC in fulfilling its Mission provided such services are coordinated with the Chief Executive Officer.

Section 2. Bylaws. Each auxiliary organization shall develop bylaws if requested by the Board or otherwise required by law. The bylaws of each auxiliary organization shall delineate the purpose and function of such organization. The Board of the District shall approve the bylaws, and all amendments and additions thereto, before such bylaws and any amendment or addition thereto becomes effective.

## **ARTICLE XII**

### **INSTITUTIONALLY-BASED HEALTH CARE PROGRAMS**

Medical Center based healthcare programs (e.g. Hospice of the Estes Valley, Estes Park Home Health Care, Estes Park Home Care and Management Service Organizations) shall be descriptively named and shall be subject to the Bylaws, Rules and Regulations, and policies of the District.

The Board shall perform the following for Estes Park Home Health Care, Estes Park Home Care and Hospice of the Estes Valley:

- a. Delegate the authority and responsibility for operations to the Administrator (Director).
- b. Meet at least annually to review operations.
- c. Appoint in writing a qualified Administrator (Director) who is responsible for the agency's overall functions.

## **ARTICLE XIII**

### **DISSOLUTION**

Upon dissolution or other termination of the Medical Center as a Special District Hospital, any assets remaining after all debts of the Hospital have been paid shall be distributed in accordance with applicable law.

## **ARTICLE XIV**

### **INDEMNIFICATION**

To the extent permitted by law, and regardless of the existence of insurance coverage, the District shall indemnify any person who is serving or has served as a Director or Officer of the Board of the District against all reasonable expenses, including, but not limited to, judgments, fines, amounts paid in settlement costs and legal fees actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit or proceeding, civil or administrative, to which he/she may have been a party by reason of being or having been a Director and/or officer of the Board, but only if he/she may have acted in good faith within the scope of his/her authority and for a purpose he/she reasonably believed to be in the best interests of the Medical Center. A Director and/or officer, or former Director and/or officer, shall have no right to reimbursement for matters in which he/she has been adjudged liable to the Medical Center for wanton and willful misconduct in the performance of his/her duties. The Colorado Governmental Immunity Act, amended from time-to-time, is incorporated by reference into these Bylaws.

## **ARTICLE XV**

### **GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the District and its affiliate organizations shall begin on the first day of January and end on the 31<sup>st</sup> day of December of each year.

Section 2. Ownership of Documents. Written records and other documents relating to EPMC are the property of EPMC and shall be filed and maintained under the authority of the Chief Executive Officer and shall not be removed from EPMC nor shall any information contained therein be released without proper authorization unless such document shall be determined by the District's custodian of records to not be a public record as that term is defined.

Section 3. Review. Approval and Amendments. These Bylaws shall be reviewed at least biennially, with any amendments approved by affirmative vote of not less than 3 members of the Board.

Section 4. Revocation. Upon adoption of these Bylaws, the current Bylaws now in existence, and all amendments thereto, shall be repealed.

Section 5. Annual Report. The Directors may publish an annual report setting forth in sufficient scope and detail the more important acts concerning the business and professional work of EPMC.

## ARTICLE XVI

### AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the Board through a vote in an open meeting. An amendment changing the number of Directors can be adopted only by a three fourths majority vote of members of the Board present in-person at a meeting called for that purpose. The notification of such meeting will be made at least five days in advance or the meeting in the manner previously described for monthly meetings.

These Bylaws were duly reviewed and amended. They were adopted May 31, 2016.

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Richard Beesley, MD  
Secretary of the Board

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Diana Van Der Ploeg  
President of the Board

Other amendments:

April	1987
July	1988
June	1992
May	1995
May	1999
June	2003
January	2005
May	2005
June	2006
June	2007
May	2008
February	2009
March	2009
June 2,	2009
June	2010
August	2010
July 26,	2011
May 29,	2012
May 28	2013
May 29	2014
May 28	2015
May 31	2016