

Introduced by: Mayor at request of South Kenai
Peninsula Hospital Service Area Board
Date: 08/17/04
Action: Adopted
Vote: 8 Yes, 0 No, 1 Absent

**KENAI PENINSULA BOROUGH
RESOLUTION 2004-084**

**A RESOLUTION APPROVING BOARD BYLAWS FOR THE SOUTH KENAI
PENINSULA HOSPITAL SERVICE AREA BOARD**

WHEREAS, the South Kenai Peninsula Hospital Service Area Board Bylaws were originally adopted by the service area board on August 4, 1994, and were approved by the Kenai Peninsula Borough Assembly by Resolution 94-077 dated October 11, 1994; and

WHEREAS, the bylaws were revised by Resolution 2000-105 on November 21, 2000, to be consistent with the language and provisions of the Sublease and Operating Agreement dated March 25, 1998; and

WHEREAS, the service area board amended the Bylaws in accordance with the provisions of Article VIII, Section 1, of those Bylaws in March 2002, July 2004, and August 2004; and

WHEREAS, the March 2002 amendment reiterates the code provision providing for borough indemnification of board members against claims arising out of and in the scope of their service for the borough as a board member; and

WHEREAS, the July and August 2004 amendments to the Bylaws remove the hospital administrator as an ex officio member of the service area board and designates that position as staff support to the service area board and authorize telephonic participation at board meetings; and


WHEREAS, assembly approval of the revised bylaws is required by the bylaws;

NOW, THEREFORE, BE IT RESOLVED BY THE ASSEMBLY OF THE KENAI PENINSULA BOROUGH:

SECTION 1. That the assembly hereby approves the revised South Kenai Peninsula Hospital Service Area Board Bylaws, dated July 1, 2004, attached to this resolution.

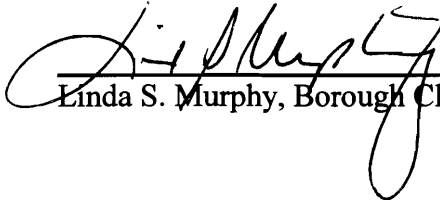
SECTION 2. That this resolution shall take effect immediately upon its adoption.

ADOPTED BY THE ASSEMBLY OF THE KENAI PENINSULA BOROUGH THIS 17TH DAY OF AUGUST 2004.

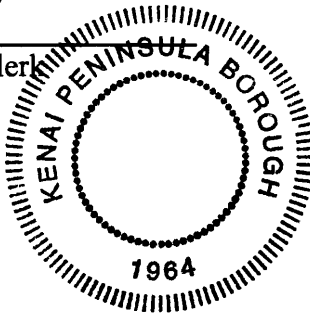


Pete Sprague, Assembly President

ATTEST:



Linda S. Murphy, Borough Clerk



BYLAWS
SOUTH PENINSULA HOSPITAL SERVICE AREA
BOARD OF DIRECTORS

PREAMBLE

Recognizing that we are a duly elected body as prescribed by KPB 16.24 establishing the South Peninsula Hospital Service Area Board of Directors, we hereby accept the responsibility of providing for hospital and any other legally authorized services within the Service Area and for the administration and operation of the Service Area, the boundaries of which are defined in KPB 16.24.010.

ARTICLE I - NAME AND MEMBERSHIP

Section 1. DEFINITIONS

- A. This elected body shall be known as the South Kenai Peninsula Hospital Service Area Board and is referred to in these bylaws as the Service Area Board (SAB). "SAB" is a nine member board elected by voters of the South Peninsula Hospital Service Area, having fiduciary responsibility for expenditure of funds and for provision of hospital services as delegated by the Borough.
- B. "Borough" is the Kenai Peninsula Borough which acts through the SAB, except as otherwise provided by law. The Borough provides final approval of the budget, establishes the mil rate, collects taxes and appropriates funds on behalf of SAB within the South Kenai Peninsula Hospital Service Area.

Section 2. Members of the Service Area Board shall be qualified voters of the Borough who are residents of the Service Area. Members shall be elected to Seats A through I for a term of three years as outlined in KPB 16.24.050.

Section 3. The Hospital Administrator or his/her designee shall serve as staff support to the SAB.

Section 4. Vacancies on the SAB shall be created and shall be declared by official action of the SAB under the following conditions:

- A. If no candidate files for election to a seat which is to be filled, or if a successful candidate fails to qualify or take office within thirty days after his/her election or appointment;
- B. If a member is physically absent from the Service Area for a ninety day period unless excused by the SAB;
- C. If a member resigns and his/her resignation is accepted;
- D. If a member is physically or mentally unable to perform the duties of his/her office;
- E. If a member is removed from office;
- F. If a member has missed three consecutive regular meetings, unless excused; or
- G. If a member is convicted of a felony or of an offense involving a violation of his/her oath of office.

Section 5. Vacancies shall be filled by formal action of the SAB in accordance with KPB 16.24.070.

ARTICLE II - POWERS AND DUTIES

Section 1. Pursuant to the provisions of AS 29.35.460 and KPB 16.24.080 the SAB shall have the supervisory power to provide for hospital and any other legally authorized services, including long term care, within the Service Area and for the administration and operation of the Service Area. It is intended that SAB members shall be responsible for the determination of the level of services provided and to that end must be responsible to the electorate for recommending to the Borough the amount of funds necessary to provide such services. The Borough through its Assembly will adjust the amount of the tax levy whenever in its judgment such action is necessary to secure adequate funds to supplement operations as well as repaying bonded indebtedness of the Service Area. In exercising its power and authority the SAB will consider the impact of its actions upon the managing entity.

Section 2. The SAB is chief administrator of the Sublease and Operating Agreement which sets forth the terms and conditions for the operation and management of the hospital.

Section 3. The SAB may develop policies and procedures to assist in providing continuity from year to year, as needed to carry out its responsibilities.

ARTICLE III - OFFICERS AND RESPECTIVE DUTIES

Section 1. The Officers of the SAB shall be: Chairperson, Deputy Chairperson, and Secretary-Treasurer. Each officer will be elected on an annual basis at the first regular meeting following certification of the Service Area election, and after the administration of oath of office to the elected members.

Section 2. THE CHAIRPERSON shall preside at all meetings of the SAB and shall serve as an ex-officio member of all committees. He/she signs documents on behalf of the entire SAB and shall be responsible for the preparation of meeting agenda prior to all regular and special meetings. The Chairperson will vote on all motions on the floor, unless excused due to a conflict of interest.

Section 3. THE DEPUTY CHAIRPERSON shall act as Chairperson in the absence of the Chairperson and, when so acting, shall have all the power and authority of the Chairperson.

Section 4. In the absence of the Chairperson and Deputy Chairperson the members present at a scheduled meeting shall elect a presiding officer if a quorum is present.

Section 5. The SECRETARY-TREASURER shall be responsible for signing approved minutes, and shall act as custodian of those records as prescribed by the SAB. The Secretary-Treasurer shall submit per diem and purchase order forms relating to the SAB to the borough for processing, and shall perform other duties as assigned by the SAB.

ARTICLE IV - MEETING PROCEDURES

Section 1. MEETINGS. The SAB shall hold regular meetings at such date, time and place as may be designated, unless there is no business to conduct, in which case members will be notified in the regular manner. All meetings shall be subject to the open meeting law.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the Chairperson or at the request of three SAB members. All members shall be notified of the time, place, date and purpose of a special meeting at least 24 hours in advance of said meeting. The notice may be in either verbal or written form.

Section 3. QUORUM. At any regular or special meeting a quorum shall consist of

five members of the SAB. Members shall be allowed to participate by teleconference or other electronic means and such participation shall be counted to establish a quorum. A majority of those present shall have the power to take necessary actions and to adjourn or recess.

Section 4. MINUTES. All proceedings of meetings shall be permanently recorded. The SAB may hire secretarial services for this purpose. The minutes are to be regularly distributed to the members of the SAB. After approval, minutes shall be signed by the Chairperson and/or Secretary-Treasurer, then forwarded to the Borough Mayor and Borough Assembly, and the managing entity of the South Peninsula Hospital. The recorded tapes of SAB meetings shall be maintained for a period of one year.

ARTICLE V - COMMITTEES

Section 1. BUDGET/FINANCE. A Budget/Finance Committee shall be empanelled annually composed of two members appointed by the Chairperson. It shall be the duty of this Committee to provide liaison with the Finance Committee of the managing entity and assist as requested in the preparation of the SAB's annual budget.

Section 2. SPECIAL COMMITTEES. Such other special committees may be appointed by the Chairperson from time to time, as deemed necessary to carry on the work of the SAB.

ARTICLE VI - PARLIAMENTARY AUTHORITY

The procedures contained in the current edition of Robert's Rules of Order, shall govern SAB meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the SAB may adopt.

ARTICLE VII - VOTING

Section 1. All votes shall be by usual sign except for election of new members to fill vacancies, which may be by ballot, as directed by the Chairperson.

Section 2. A roll call vote may be requested by any member prior to call for the vote.

ARTICLE VIII - CHANGES TO BYLAWS/AMENDMENTS/OR REPEAL

Section 1. Subject to Assembly approval and compliance with applicable Borough codes and ordinances and State statutes, these bylaws may be amended at any regular meeting of the SAB by a vote of two-thirds of the SAB members, provided that the Amendment has been submitted in writing at a previous regular meeting.

Section 2. These bylaws and amendments shall be reviewed annually to determine if any changes are necessary.

ARTICLE IX – INDEMNIFICATION

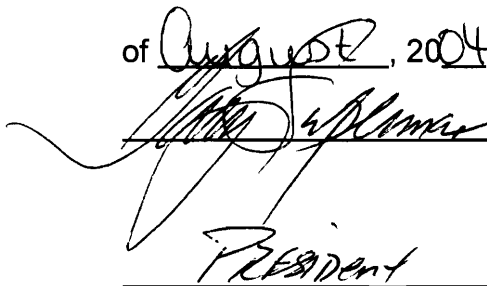
KPB 2.34.120 requires the Borough to indemnify employees against claims arising out of and in the scope and course of their employment by the Borough where the employee has defended the claim successfully. For purposes of that chapter of the ordinance, the term “employee” includes all employees, officers, assemblies, boards, and committees of the Borough and school district. See KPB 2.34.020.

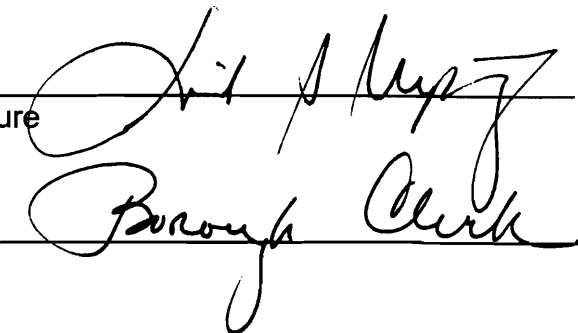
Signed by order of the South Peninsula Hospital Service Area Board this 5th day of August, 2004


Chairperson


Secretary-Treasurer

Approved by the Kenai Peninsula Borough Assembly on this 17th day of August, 2004.


Signature
PRESIDENT
Title


Borough Clerk