

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 Ordinance 69-4.

ARTICLE I - NAME AND MEMBERSHIP

Section 1. This elected body shall be known as the South Peninsula Hospital Service Area Board and is referred to in these bylaws as the Service Area Board.

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 an ex-officio member of the Service Area Board.

Section 4. Vacancies on the Board shall be created and shall be declared by official action of the Board 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 Board;

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 Board in accordance with the Borough Ordinance.

ARTICLE II - POWERS AND DUTIES

Section 1. Pursuant to the provisions of AS29.35.460 the Board of the Service Area shall have the supervisory and regulatory 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 board 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 Kenai Peninsula Borough Assembly the amount of funds necessary to provide such services. The Kenai Peninsula 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 Board will consider the impact of its actions upon the managing entity.

Section 2. The Board 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 Board may develop policies and procedures to assist in providing continuity from year to year, and has authority to issue regulations as needed to carry out its responsibilities.

ARTICLE III - OFFICERS AND RESPECTIVE DUTIES

Section 1. The Officers of the Service Area Board 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 Service Area Board and shall serve as an ex-officio member of all committees. He/she signs documents on behalf of the entire Board 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 Board. The Secretary-Treasurer shall submit per diem and purchase order forms relating to the Board to the Borough for processing, and shall perform other duties as assigned by the Board.

ARTICLE IV - MEETING PROCEDURES

Section 1. MEETINGS. The Board 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 Board 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 Board. 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 Board may hire secretarial services for this purpose. The minutes are to be regularly distributed to the members of the Service Area Board. 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 Board Meetings shall be maintained for a period of one year.

ARTICLE V - COMMITTEES

Section 1. BUDGET/FINANCE. A Budget/Finance Committee shall be empaneled 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 Board'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 Board.

ARTICLE VI - PARLIAMENTARY AUTHORITY

The procedures contained in the current edition of Robert's Rules of Order, shall govern Service Area Board 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 Board may adopt.

ARTICLE VII - VOTING

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

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 Service Area Board by a vote of two-thirds of the Board members, provided that the Amendment has been submitted in writing at a previous

Bylaws - South Peninsula Hospital Service Area

regular meeting.

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

Signed by order of the South Peninsula Hospital Service Area Board this
14 day of October, 1994.

Thomas H. Schroder
Chairperson

Francis Bryner
Secretary-Treasurer

Approved by the Kenai Peninsula Borough Assembly on this 29th day
of November, 1994.

D. Sci
Signature

Assembly President
Title