

KING COUNTY PUBLIC HOSPITAL DISTRICT NO. 5
BYLAWS

ARTICLE I
FORMATION AND PURPOSE

King County Public Hospital District # 5 (DBA Vashon Health Care District), a municipal corporation, was created in November 2019 by a vote of the people to provide health care services for the residents of the District and others served by the District. The District's activities shall be conducted in conformity with the Constitution and laws of the State of Washington, including Chapter 70.44 RCW, as now in effect and hereafter amended. These Bylaws are adopted to further the District's lawful purposes, which include providing quality health care services appropriate to the needs of the District's population.

ARTICLE II
BOARD OF COMMISSIONERS

Section 1. Qualification, Election and Oath of Office.

Each person elected to the office of public hospital district commissioner (a "Commissioner") shall be a registered voter residing within the District's boundaries. All Commissioners shall be elected and serve in the manner and for the term prescribed by law. All members of the Board of Commissioners (the "Board"), whether elected or appointed, shall be required to take an oath of office in the form prescribed by the laws of the State of Washington relating to public officials.

Section 2. Organization and Board Officers.

The five-member Board shall, at its first regular meeting each calendar year, elect from its members a President and Secretary, by a majority vote of the Board in each case. The terms of all officers shall be for one year. Officers elected in December 2019 shall serve until January 2021.

2.1 President. The President shall act as the presiding officer at Board meetings and shall execute on the District's behalf any agreements and documents duly authorized by the Board that require his or her signature.

2.2. Secretary. The Secretary shall prepare, or cause to be prepared, minutes of all regular and special Board meetings, shall sign the minutes and shall keep or cause them to be kept in a proper book for that purpose. The minute book shall be open to public inspection. In the absence of the President, the Secretary shall preside at Board meetings.

2.3. Officer Vacancy. If a vacancy occurs in the office of either the President or Secretary, an election of officers shall take place at the next regular Board meeting to fill the unexpired term created by the vacancy.

2.4. Commissioner Vacancy. The Board shall fill a vacant Commissioner position by appointing a new member in the manner prescribed in RCW 42.12.070.

2.5. Removal from Board Officer Position. Board Officers (President and Secretary) may be removed from their Board Officer positions only upon a majority vote of the entire Board, with the resolution for removal being introduced at a regular Board meeting and voted on at a subsequent regular Board meeting.

Section 3. Board Duties.

The Board is the District's governing body and is responsible for overseeing the District's general policies and operations. In fulfilling this responsibility, the Board shall adopt the general policies necessary to achieve these ends and delegate the District's day-to-day operations to the Superintendent. Among other things, the Board shall:

- a. Determine the policies of the District in relation to community needs;
- b. Provide, directly or by contract, facilities, equipment, and personnel to meet the needs of patients within the purposes of the District and consistent with present and future community needs;
- c. Assure that an appropriate standard of professional care is maintained by any healthcare entity supported by the District
- d. Exercise proper care and judgment in the selection of a qualified Superintendent who shall be responsible for implementing the Board's policies;
- e. Plan and coordinate services with administrative, financial, and community needs, the policies of the District, and the purposes of the District.
- f. Provide for the annual evaluation of the Superintendent;
- g. Provide for the sound administration and application of public funds, adopting annual budgets for the District at the times and in the manner required by law; and
- h. Maintain accurate records of District finances and all related activities.

Section 4. Board Meetings.

The District strives for transparency in all aspects of District operations and governance. The Board shall adopt rules for the conduct of meetings. Accordingly, all Board meetings shall be open and public in compliance with the Open Meetings Act, Chapter 42.30 RCW, and all persons shall be permitted to attend any Board meeting, except as otherwise provided by law. All meetings shall be conducted in compliance with rules adopted by the Board.

4.1 Regular meetings. Regular meetings of the Board shall be held at a time and place determined by the Board. If at any time any regular meeting falls on a holiday, such regular meeting shall be held on the next business day. If, by reason of fire, flood, earthquake, or other emergency, there is a need for expedited action by a governing body to meet the emergency, the presiding officer of the governing body may provide for a meeting site other than the regular meeting site and the notice requirements of this chapter shall be suspended during such emergency per RCW 42.30.070. The Board will make every effort to make the agenda available to the public 24 hours in advance of the meeting.

4.2 Special Meetings. The Presiding officer of the Board may call a special meeting at any time by delivering written notice to each member of the Board. Public notices of the special meeting shall specify the time and place of the special meeting and the business to be transacted.

4.3. Quorum. A quorum exists if 3 of the 5 Commissioners are present. No resolution shall be adopted or other final action taken without a majority vote of the whole Commission. If there is a vote on a resolution or other final action taken, all three must approve, not just a quorum of those present. Members of the Board may participate in a regular or special meeting by means of a conference telephone or other technology, by which all members participating in the meeting, and all members of the public present, can hear each other at the same time. Participation by such means shall constitute presence for the satisfaction of the quorum requirement.

4.4 The Board may appoint committees as it may deem necessary or advisable in the conduct of its affairs. Committees established by the Board are advisory in nature and the Board may choose to adopt, modify or reject their recommendations. No more than two (2) commissioners shall serve on any Board committee. At the pleasure of the Board, members of the community may be included on Board committees. The activities of Board committees shall be conducted lawfully and summaries, written or oral, of the committees' activities shall be provided to the Board at regular intervals.

ARTICLE III OTHER OFFICERS

Section 1. Superintendent

- 1.1 Appointment. The Board shall select and appoint as Superintendent a competent and experienced administrator who shall be its direct representative in the management of the District. The Superintendent shall be appointed for an indefinite term, removable at the will of the Board, and shall receive such compensation, as the Board shall establish by resolution. The appointment or removal of the Superintendent shall be by Board resolution, adopted at a regular Board meeting by majority vote.
- 1.2 Powers and Duties. The Superintendent shall be the District's chief executive and administrative officer. In direct charge with full authority to act, as representative of the Board, and subject to its policies, he or she shall be responsible for the efficient administration of all the District's affairs. In the performance of his or her duties prescribed by law, all of which shall be faithfully discharged, and not by way of limitation of his or her authority, the Superintendent shall:
- 1.3 Carry out the Board's policies and orders and see that all the laws of the State of Washington pertaining to matters within the District's functions are duly enforced;
 - a. Prepare annually a budget or budgets showing anticipated receipts and expenditures for the following fiscal year which shall be submitted to the Board in sufficient time to allow timely filing and hearing on the budget before adoption as required by law;
 - b. Select, employ, direct, and discharge all employees authorized by the current budget, assuring that they are competent to perform their duties;
 - c. Ensure that all District buildings, equipment, and other facilities are maintained in good repair;
 - d. Furnish periodic recommendations to the Board with respect to the acquisition, development, and extension of desirable health care facilities, equipment, and services, including financial estimates for the above;
 - e. Supervise all of the District's business affairs, including the disbursement of funds, recording of financial transactions, collection of accounts, and purchase and issue of supplies;
 - f. Certify to the Board all the bills, allowances and payrolls, including claims due contractors;
 - g. Submit monthly reports to the Board regarding the District's services and financial activities along with any special reports the Board may request;
 - h. Prepare the agenda for all Board meetings and attend all Board meetings and participate in the discussion of matters being considered;
 - i. Execute, on behalf of the District, all contracts, agreements, and other documents that he or she may deem appropriate within the scope of his or her authority or as authorized by Board resolution to sign;
 - j. Undertake on the Superintendent's own initiative the performance of such other duties, consistent with law and Board policies, as may be in the District's best interests; and
 - k. Any other assignments as directed by the Board.

Section 2. Treasurer

The Board shall appoint a treasurer for the district. The treasurer shall receive, deposit and disburse all funds of the district in the manner provided by law under the superintendent's supervision and as directed by resolutions of the Board to the extent of its lawful discretion. If the treasurer is not the King County treasurer, the commission shall require a bond, with a surety company authorized to do business in the state of Washington, in an amount and under the terms and conditions, which the commission by resolution from time to time finds, will protect the district against loss. The district shall pay the premium on any such bond.

Section 3. Auditor.

The Board shall appoint an auditor for the District. The auditor shall draw, sign and issue all warrants for the disbursement of District funds upon the orders of, or vouchers approved by, the Board; and shall perform such other duties relating to the District's business affairs including the recording of financial transactions, collection of accounts, and the routine purchase and issue of supplies as are requested by the Superintendent.

ARTICLE IV INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The District shall indemnify and hold harmless to the fullest extent permitted by law each current and past Commissioner, officer, employee or agent of the District who is made a party to or is threatened to be made a party to, or is involved (including, without limitation, as a witness) in an actual or threatened action, suit or other proceeding, whether civil, administrative or investigative, due to his or her service as a District Commissioner, officer, employee or agent, or his or her service, at the District's request, as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is an alleged action or omission in an official capacity or in any other capacity while serving as a Commissioner, officer, employee, agent, trustee or any other capacity, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties in amounts to be paid in settlement) actually or reasonably incurred or suffered by the indemnified person in connection with the indemnified matter. Indemnification may continue and shall inure to the benefit of the heirs and personal representatives of a person who has ceased to be a Commissioner or a District officer, employee or agent.

Section 2. Insurance.

The District may purchase and maintain insurance, at its expense, to protect itself and any current or past Commissioner, officer, employee, agent or trustee of the District or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss to the fullest extent permitted by law.

ARTICLE V
CONSTRUCTION, INTERPRETATION AND CONVENTIONS

Section 1. Gender and Number.

As used in these Bylaws, personal pronouns shall be interpreted to refer to persons of all genders and relative words whenever applicable to more than one person shall be read as if written in the plural.

Section 2. Titles, Headings and Captions.

The titles, headings, and captions appearing in these Bylaws are used and intended for convenience of description or reference only and shall not be construed or interpreted to limit, restrict, or define the scope or effect of any provision.

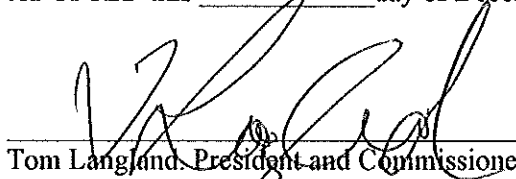
Section 3. Severability.

If a court of competent jurisdiction holds any provision of these Bylaws or its application to any person or circumstance invalid, the remainder of these Bylaws or the application of the provision to other persons or circumstances shall not be affected.

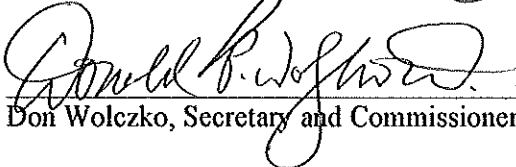
ARTICLE VI
REVIEW AND AMENDMENT

The Board at an annual meeting each December shall review these Bylaws. These Bylaws may be amended at any time by resolution of the Board introduced at a regular or special meeting and adopted at a subsequent meeting.

ADOPTED this 11 day of December, 2019.




Tom Langland, President and Commissioner



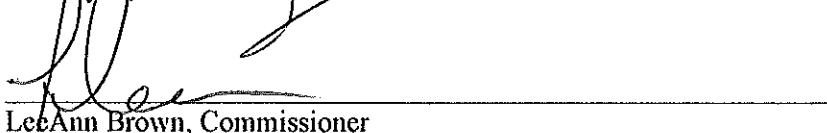
Don Wolczko, Secretary and Commissioner



Wendy Noble, Commissioner



Eric Pynch, Commissioner



LeeAnn Brown, Commissioner