

WHEREAS, the Syringa Hospital District ("the District") has been established to provide and promote healthcare for the benefit of the citizens of the District which it serves; and

WHEREAS, the Board of Trustees of the District ("the Board") has the ultimate authority and responsibility for the operation of the District;

NOW THEREFORE, the Board hereby organizes itself under these amended bylaws in conformity with Idaho law.

DEFINITIONS

1. CEO shall mean the chief executive officer of the District, including any facility operated by the District.
2. BOARD means the Board of Trustees of the Syringa Hospital District, and shall be interpreted to include all members duly elected or appointed by law as specified in the governing statutes.
3. BOARD MEMBER means a member of the Board duly elected or appointed and qualified to serve as a member.
4. BOARD YEAR shall mean the period from June 1 through the last day of May.
5. CHAIRMAN shall mean the Chairman of the Board and President of the District duly elected by the Board.
6. VICE-CHAIRMAN shall mean the Vice-Chairman and Vice-President of the District duly elected by the Board.
7. SECRETARY/TREASURER shall mean the SECRETARY/TREASURER of the Board duly elected by the Board.
8. COUNTY COMMISSIONERS means the Board of County Commissioners of Idaho County.
9. DISTRICT means the Syringa Hospital District, and includes any hospital, medical clinic, nursing home, or other facility operated by the District. The District does business as Syringa Hospital and Clinics (SHC).
10. QUALIFIED ELECTOR means a person qualified to vote at general elections in the state of Idaho who has been a bona fide resident of the District for at least thirty (30) days prior to any election in the District.

ARTICLE 1 NAME

1.1 Organization. The name of the organization shall be the Board of Trustees of the Syringa Hospital District.

ARTICLE 2 PURPOSE

2.1 Purpose of District. The purpose of the District is to provide for the betterment and protection of the public health and care of the sick and afflicted through, among other things, acquiring, constructing, improving, and maintaining one or more public hospitals, medical clinics, nursing homes, and/or other facilities for the necessary care and treatment of persons requiring medical services.

2.2 Purpose of the Board. The purpose of the Board is to take such action so as to further the purposes of the District consistent with applicable law.

ARTICLE 3 BOARD MEMBERSHIP

3.1 Membership. The Board shall consist of (7) citizens duly elected and qualified as provided by applicable law and these bylaws.

3.2 Qualifications. Each Board member must satisfy all of the following qualifications:

(a) They must be a resident of the District.

(b) They must be a qualified elector of the state of Idaho.

(c) They must have filed with the clerk of the County Commissioners their oath of office and corporate surety bond in an amount not to exceed one thousand dollars (\$1,000). The District shall pay for the surety bond. The surety bond shall be in the form that is fixed and approved by the County Commissioners.

(d) They must have the willingness, ability, circumstances, and moral character sufficient to allow the Board member to fulfill the duties described in these bylaws and Board rules and policies, and duties required by applicable law.

(e) They must be free from such conflicts of interest that would impede, impair, or interfere with the Board member's ability to effectively fulfill the duties described in these bylaws and Board rules and policies, or duties required by applicable law.

3.3 Term of Office. Each Board member shall each serve a term of six (6) years and until the election and qualification of their successor. The terms of office shall coincide with the Board year. The terms of office shall be staggered so that at least one-third (1/3) of the Board is elected every two years, as explained below. Board members may be elected to successive terms without limitation.

3.4 Elections. Board members shall be elected by the qualified electors of the District. The candidate or candidates (according to the number of directors to be elected) receiving the most votes shall be elected. The elections shall be held as follows:

(a) The election of Board members shall occur on the 3rd Tuesday of May every second year ("the biennial election").

(b) The terms of Board members shall be staggered so that Board members are elected as follows: at the first biennial election and each sixth year thereafter, three (3) Board members shall be elected; at the second biennial election and each sixth year thereafter, two (2) Board members shall be elected; at the third biennial election and each sixth year thereafter, two (2) Board members shall be elected.

(c) Nominations shall be filed with the SECRETARY/TREASURER not later than the sixth Friday preceding the election for which the nomination is made. The SECRETARY/TREASURER shall place the nominee's name on the election ballot unless the nominee first withdraws his or her name.

(d) The County Clerk shall provide for the holding of the election and shall appoint election judges to conduct the election. The County Commissioners shall certify, canvass, and declare the returns of the election.

(e) In any election, if after the deadline for filing a declaration of intent as a write-in candidate, it appears that only one (1) qualified candidate has been nominated for a Board position, it shall not be necessary for the candidate to stand for election, and the Board may declare such candidate elected to the Board.

3.5 Vacancies. In the event of a vacancy on the Board, the remaining Board members may appoint a person to fill the vacancy. The person appointed shall act until the next biennial election, when the vacancy shall be filled by election. If the Board shall fail, neglect, or refuse to fill any vacancy within thirty (30) days after the vacancy occurs, the County Commissioners shall fill the vacancy.

3.6 Removal. The court having jurisdiction of the District shall have power to remove Board members for cause shown on petition, notice and hearing. Cause for removal includes, but shall not be limited to:

(a) Inability or unwillingness to perform the duties of Board membership as required by applicable laws or as set forth in these bylaws or Board rules and policies;

(b) Repeated unexcused absences from Board meetings;

(c) Violation of laws or regulations relevant to the Board member's service on the Board, including but not limited to crimes involving moral turpitude, conflicts of interest, or breach of confidentiality;

(d) Violation of Board bylaws, policies, rules or regulations, including but not limited to a violation of the Board's conflict of interest policy or confidentiality policy;

(e) Conduct that is detrimental to the District, disrupts or interferes with the Board's ability to perform its functions, or that otherwise adversely affects the Board's ability to further the purpose of the District.

3.7 Reimbursement. Board members shall serve without pay as a community service, provided that Board members may be reimbursed the amount of their actual and necessary expenses incurred in the performance of their official duties as authorized by the Board. No Board member shall receive any compensation as an employee of the District or otherwise other than as provided in this section.

ARTICLE 4 BOARD RESPONSIBILITIES AND POWERS

4.1 Board Responsibilities. The Board is the governing body and has ultimate authority, including but not limited to those responsibilities established by Idaho Code § 39-1318 *et seq.* and other applicable laws and regulations as amended. The Board oversees management and should not be involved in managing day-to-day operations. Board responsibilities include, but are not limited to:

(a) Elections of Board members shall be conducted according to these bylaws and applicable law, including but not limited to Idaho Code § 39-1330 *et seq.* as amended;

(b) Acquire, construct, maintain, and dispose of District property and assets consistent with applicable law, including but not limited to Idaho Code § 39-1331 *et seq.* as amended;

(c) Receive, manage, and account for all revenues and disbursements of the District, and to otherwise ensure that the District remains financially secure and efficient. Among other things, the Board shall require regular financial reports and audits of District finances consistent with applicable law, including but not limited to the requirements of Idaho Code § 39-1328 *et seq.* as amended;

(d) Levy taxes and collect revenue consistent with the requirements of applicable law,

including but not limited to Idaho Code § 39-1333 *et seq.* as amended;

(e) Conduct elections relating to proposed indebtedness in excess of statutory limits consistent with the requirements of applicable law, including but not limited to Idaho Code § 39-1339 *et seq.* as amended;

(f) Ensure that the District provides quality patient care and a safe environment for District employees. Among other things, the Board shall ensure that the District has an effective quality assessment and performance improvement process and shall receive regular reports concerning such issues;

(g) Appoint, reappoint, and grant or deny clinical privileges to medical staff members consistent with applicable laws and regulations;

(h) Hire a qualified and effective CEO to manage District operations;

(i) Formulate, adopt, review and/or approve bylaws, policies, rules and regulations for the District and its constituent organizations and departments;

(j) Ensure that the District satisfies all licensing and accreditation requirements as necessary to provide appropriate health services;

(k) Ensure that the District complies with all applicable laws and regulations. Among other things, the Board shall ensure that the District has an effective compliance plan and shall receive regular reports concerning compliance;

(l) Engage in strategic planning and otherwise act to promote the long-term effectiveness and success of the District;

(m) Ensure that proper books and records are kept of District business, proceedings, and affairs;

(n) Provide and participate in regular orientation and training of Board members.

To the extent allowed by applicable law, Board responsibilities may be fulfilled through the proper delegation of ultimate authority to one or more members of the Board, the CEO, committees, employees, or other appropriate delegates, provided that the Board retains authority to oversee and take all appropriate action that it deems to be in the best interests of the District not withstanding any other provisions in bylaws, rules, regulations, or policies of the District or any of its constituent organizations or departments.

4.2 Board Powers. To the maximum extent allowed by law, the Board shall have all powers necessary or appropriate to carry out its responsibilities and further the purpose of the District, including but not limited to the powers set forth in Idaho Code § 39-1331 *et seq.* as amended.

4.3 Board Member Responsibilities. Board members shall act in good faith for the best interests of the District. Board members shall act in a professional and collegial manner. Board members shall devote the time, effort, and skill necessary to learn, understand, and properly perform all duties required by applicable law and these bylaws. Board members shall attend and participate in Board meetings. The unexcused absence from three consecutive Board meetings or absences from six regular Board meetings in a Board year shall constitute the Board member's resignation from the Board.

4.4 Confidentiality. Board members shall not use or disclose confidential information concerning the District or its patients except as otherwise required by law. The Board shall develop a confidentiality policy, and Board members shall comply with the confidentiality policy.

4.5 Conflict of Interest. Board members shall not use their position on the Board or any information obtained through their position on the Board for personal gain in violation of applicable law. No Board member shall be interested in any contract or transaction with the District except in their official representative capacity. The Board shall develop a conflict of interest policy, and Board members shall comply with the conflict of interest policy.

4.6 Indemnification. To the extent allowed by law, the District shall indemnify and hold harmless each person who shall serve as a Board member or Officer from and against any and all claims and liabilities to which such person shall become subject by reason of their having been a Board member or Officer, or by reason of any action taken or omission in the performance of the person's duties as a Board member or Officer. Notwithstanding the foregoing, the District shall not indemnify a person for willful misconduct or for conduct occurring while the person acted outside the course and scope of their authority as a Board member or Officer.

ARTICLE 5 BOARD OFFICERS

5.1 Officers. The officers of the Board shall be: (1) the Chairman of the Board and President of the District; (2) the Vice-Chairman and Vice-President of the District; (3) the Secretary/Treasurer of the Board and of the District.

5.2 Chairman. The Chairman must be a member of the Board. The Chairman shall be elected by the majority vote of the Board members. The Chairman's responsibilities include, but are not limited to the following: (1) call, approve the agenda for, and preside at all Board meetings; (2) coordinate Board activities; (3) appoint members and chairpersons of other committees, and serve as an ex officio member of other committees; (4) consult with the CEO concerning matters relevant to the District; (5) execute all official documents on behalf of the District unless otherwise proscribed by law; (6) be familiar with laws, regulations, bylaws, and policies relevant to the Board and operation of the District; and (7) take such other action to further the purposes of the District as delegated by the Board and as consistent with applicable law and these bylaws. The Chairman may fulfill the ministerial duties required of the office through oversight and delegation of such duties to other appropriate Board members and District personnel consistent with applicable law and these bylaws.

5.3 Vice-Chairman. The Vice-Chairman must be a member of the Board. The Vice-Chairman shall be elected by the majority vote of the Board members. The Vice-Chairman's responsibilities include, but are not limited to, the following: (1) to the extent allowed by law, perform the duties of the Chairman in the absence of the Chairman; (2) be familiar with laws, regulations, bylaws, and policies relevant to the Board and operation of the District; and (3) take such other action to further the purposes of the District as delegated by the Chairman, the Board, and as consistent with applicable law and these bylaws. The Vice-Chairman may fulfill the ministerial duties required of the office through oversight and delegation of such duties to other appropriate Board members and District personnel consistent with applicable law and these bylaws.

5.4 Secretary/Treasurer. The Secretary/Treasurer must be a member of the Board. The Secretary/Treasurer shall be elected by the majority vote of the Board members. The Secretary/Treasurer shall file with the Board a corporate fidelity bond in an amount fixed by the Board, provided that the amount shall not be less than ten thousand dollars (\$10,000). The District shall pay for the fidelity bond. The Secretary/Treasurer's responsibilities include, but are not limited to, the following: (1) ensure that Board meetings are properly noticed and agendas prepared and published; (2) ensure that a record is kept of all Board proceedings, including minutes of all Board meetings, certificates, contracts, bonds given by employees and all corporate acts; (3) to the extent required by law, ensure that District records are available for public inspection during normal business hours; (4) assist in District elections; (5) ensure that a permanent record is kept which strictly and accurately accounts for all money received by and disbursed for and on behalf of the District; (6) ensure that warrants are administered consistent with applicable law, including but not limited to Idaho Code 39-1346 *et seq.*; (7) monitor the finances of the District and regularly report to the Board concerning financial operations of the District; (8) obtain an annual audit of the financial operations of the District; (9) supervise the preparation of financial reports of the District, including the annual budget, annual audited financial statement, and monthly unaudited financial statements; (10) be familiar with

laws, regulations, bylaws, and policies relevant to his or her duties, including but not limited to open meeting laws (Idaho Code § 67-2340 *et seq.*), public record laws (Idaho Code § 9-337 *et seq.*), laws relevant to public finance and the operation of the District; and (11) perform all duties required by applicable law and these bylaws. To the extent allowed by applicable law, the Secretary/Treasurer may fulfill the ministerial duties required of the office through oversight and delegation of such duties to other appropriate District personnel.

5.5 Other Officers. The Board may elect or appoint other officers as deemed necessary by the Board in a manner consistent with relevant laws.

5.6 Term of Office. Each Officer shall serve a term of two (2) years and until the election and qualification of their successor. Officers may be elected to successive terms without limitation.

5.7 Election. The election for Officers shall occur every two (2) years.

5.8 Vacancies. In the event the office of the Chairman becomes vacant, the Vice-Chairman shall automatically succeed to the office of Chairman and shall fill the office of Chairman for the remainder of the Chairman's unexpired term. In the event the office of Vice-Chairman or Secretary/Treasurer becomes vacant, the office shall be filled through an election by the remaining Board members. The person elected shall fill the office for the remainder of the unexpired term.

ARTICLE & MEETINGS

6.1 Compliance with Laws. All Board meetings shall be conducted in compliance with applicable open meeting laws, including but not limited to Idaho Code § 67-2340 *et seq.* as amended. Nothing in this section shall impose requirements beyond those mandated by applicable laws.

6.2 Regular Meetings. The Board shall meet regularly once each month at a time and place designated by the Board.

6.3 Special Meetings. The Board may hold special meetings and emergency meetings as often as the needs of the District require upon notice to all Board members.

6.4 Notice. Notice of Board meetings shall be given as required by applicable law, including Idaho Code § 67-2343 as amended.

6.5 Agenda. The agenda for meetings shall be published as required by applicable law, including Idaho Code § 67-2343 as amended. The agenda for regular meetings may include, but is not limited to, the following: (1) call to order; (2) roll call; (3) reading and approval of the minutes of the previous regular or special meeting; (4) unfinished business; (5) new business; (6) reports of the CEO, officers, committees, medical staff, or others as invited; and (7) adjournment.

6.6 Rules of Conduct. All Board meetings shall be conducted pursuant to parliamentary procedures and shall be governed by Roberts Rules of Order. The Board may adopt such other rules or implement practices as appropriate and as allowed by law to ensure the orderly conduct of its business, including but not limited to rules governing public participation or conduct at such meetings.

6.7 Executive Sessions. During regular or special meetings, upon the affirmative vote of two-thirds of the Board members present, the Board may convene an executive session to: (1) consider personnel issues related to District employees or members of the medical staff; (2) consider and examine records that are exempt from disclosure under Idaho's public records law, Idaho Code § 9-337 *et seq.* as amended; (3) consider, advise, and receive advice from its legal counsel regarding litigation; or (3) consider any other matter appropriate for discussion in executive session as allowed by law, including but not limited to Idaho Code § 67-2345 as amended. No executive session may be held for the purpose of taking any final action or making any final decision, nor may any straw votes be taken while in executive session.

6.8 Voting. Voting at Board meetings shall be done in open session. Voting may be by call of the Chairman or, in the absence of the Chairman, by the Vice-Chairman or the Vice-Chairman's designee. Voting may take place by written ballot if the name of the Board member is recorded on the ballot and the ballots are made part of the public record. Voting shall not take place by secret ballot.

6.9 Quorum. Four (4) Board members shall constitute a quorum at any meeting. A quorum is necessary for the transaction of business.

6.10 Minutes. Minutes shall be kept of all Board meetings as required by applicable law, including Idaho Code § 67-2344 as amended. Minutes of executive sessions shall be taken and shall contain sufficient detail to convey the general tenor of the meeting, but shall not disclose information that is accepted from the operation of applicable open meeting laws or otherwise protected by applicable law.

6.11 Records. The records of the District shall be open to public inspection to the extent required by applicable law, including but not limited to Idaho Code § 9-337 *et seq.* as amended.

6.12 Attendance. Board members shall attend Board meetings unless their absence is excused. The Board may invite persons to attend, participate or report as the Board deems necessary and appropriate, including but not limited to officers or representatives of the District, members of the medical staff or others. The public may attend and participate consistent with and to the extent required by the applicable open meeting laws, Idaho Code § 67-2340 *et seq.* as amended, but subject to appropriate rules of conduct as established by the Board.

6.13 Telecommunication. Meetings may be conducted using telecommunication devices which enable all Board members participating in the meeting to communicate with each other. At least one Board member must be physically present at the location designated in the meeting notice. The telecommunication devices must allow the public attending the meeting to hear the communications among Board members when not in executive session.

ARTICLE 7 COMMITTEES

7.1 Committees. The Board shall have power to delegate and act through committees as established by the Board in a manner consistent with applicable law. Board committees shall be standing and special. The standing committees shall be the following: (1) the Finance Committee; (2) the Strategic Planning Committee; (3) the Performance Improvement and Compliance Committee; (4) the Community Relations/Marketing Committee; (5) the Ethics Committee; and (6) the Grievance Committee.

7.2 The Finance Committee. The Finance Committee shall include the Secretary/Treasurer, no more than two (2) additional Board members, and other personnel as appointed by the Chairman. The CEO shall serve as an ex officio member without vote. The Secretary/Treasurer shall be the chairperson of the committee. The Secretary/Treasurer shall call meetings of the committee. The committee's responsibilities include, but are not limited to: (1) monitoring and reporting financial transactions, including ensuring the completion of income statements, balance sheets, cash flow statements, cash reserve policies, etc.; (2) ensuring the completion of proper budgets, and recommending budgets to the Board; (3) monitoring productivity and efficiency of District operations; (4) developing and recommending financial policies; (5) ensuring proper audits are completed consistent with applicable law; and (6) such other responsibilities as assigned by the Board and that further the purpose of the District consistent with applicable law.

7.3 The Strategic Planning Committee. The Strategic Planning Committee shall include no more than three (3) Board members and other personnel as appointed by the Chairman. The CEO shall serve as an ex officio member without vote. The Chairman shall appoint the chairperson of the committee. The chairperson shall call meetings of the committee. The committee's responsibilities include, but are not limited to: (1) strategic planning for the District; (2) medical staff development and planning; (3) identification and prioritization of projects and capital expenditures; (4) coordination with relevant auxiliaries, foundations, community groups, and other entities; (5) gathering and analyzing information from the community and others relevant to community needs and the District's purpose; and

(6) such other responsibilities as assigned by the Board and that further the purpose of the District consistent with applicable law.

7.4 The Performance Improvement and Compliance Committee. The Performance Improvement and Compliance Committee shall include no more than three (3) Board members, a representative of the medical staff, the director of nursing, and other personnel as appointed by the Chairman. The CEO shall serve as an ex officio member without vote. The Chairman shall appoint the chairperson of the committee. The chairperson shall call meetings of the committee. The committee's responsibilities include, but are not limited to: (1) organizational compliance; (2) quality assurance and performance improvement; (3) educational standards and communication; (4) auditing and monitoring compliance and quality assurance; (5) patient relations; (6) human resources policies; and (7) such other responsibilities as assigned by the Board and that further the purpose of the District consistent with applicable law.

7.5 The Community Relations/Marketing Committee. The Community Relations/Marketing Committee shall include no more than three (3) Board members and one from each of the following groups; Medical Staff, Director of Nursing, Clinic Director, and no more than four community members. The CEO is an ex officio member of the group. The Community Relations Manager prepares for and conducts meetings. The Events Coordinator takes minutes and maintains Community Relations Records. The Community Relations/Marketing Committee serves in an advisory capacity to assist the SHC Community Relations Department in establishing a Strategic Marketing Action Plan for the hospital and clinics. The committee's responsibilities include, but are not limited to: (1) providing input on marketing/community education projects planned or conducted by SHC (2) reporting back to the Board and all groups represented on the committee the goals and current projects of the Community Relations Department, and (3) presenting a positive image of SHC both within the hospital and in the community.

7.6 The Ethics Committee. The Ethics Committee shall include no more than three (3) Board members and other personnel as appointed by the Chairman. The CEO shall serve as an ex officio member without vote. The Chairman shall appoint the one of the board members as chairperson of the committee. The Chairperson shall call meetings of the committee. The primary purpose of the Ethics Committee is to provide a formal mechanism to confront, discuss, and, ideally, resolve perceived ethical issues that arise within the context of delivery of healthcare. Committee findings are advisory, not binding. The hospital's Ethics Committee will have three functions or roles: education; policy review; and development and case review consultation. The committee shall meet quarterly.

7.7 The Hospital Board Grievance Committee. The Grievance Committee shall consist of the Board members. The CEO shall serve as an ex officio member without vote. The Chairman shall appoint the chairperson of the committee. The Chairperson shall call meetings of the committee. The purpose of the Grievance Committee is to consider and resolve employee grievances that have not been successfully resolved through the standard administrative grievance process described in the Employee Handbook. The Grievance Committee will review requests for a hearing, decide whether to conduct a hearing, conduct such hearing, and make decisions to resolve the grievance. The Grievance Committee will review written reports from the previous consideration of the grievance, consult with the CEO, appropriate staff members including Medical Staff, and the employee bringing the grievance. The hearing will be scheduled to discuss the grievance within three weeks of the request and will render a decision within one week of hearing. The Grievance Committee will provide the CEO and the employee a written report of the decision.

7.8 Minutes. Minutes of all committee meetings shall be maintained and reflect all pertinent business to the extent required by and consistent with applicable law.

ARTICLE 8 CEO

8.1 CEO. The Board shall recruit and employ a CEO to act as the chief executive officer for the District. The CEO is responsible to the Board and reports directly to the Board. The CEO shall attend and participate in Board meetings as an ex officio member of the Board without vote. During any interval of time when the District is without a CEO the Board shall appoint an Acting CEO until a CEO can be hired.

8.2 CEO Responsibilities. The CEO responsibilities include, but are not limited to the following: (1) carry out all policies established by the Board; (2) serve as a resource and make recommendations to the Board concerning District matters; (3) manage the operations of the District, including the selection, employment, control and discharge of District employees; (4) manage District properties and assets and ensure their proper maintenance, repair, and operation; (5) supervise District business affairs and ensure that all funds are collected and expended to the best possible advantage; (6) aid in the preparation of appropriate records, reports and budgets; (7) prepare and submit reports to the Board concerning District affairs; (8) develop and submit to the Board a plan for organizing District departments and personnel; (9) attend personally or by designee all Board meetings; (10) serve as an ex officio member of Board committees; (11) serve as a liaison and the primary channel of communication between the Board and District employees; (12) serve as liaison between the Board and the medical staff; (13) serve as the liaison between the Board and the community, and the principal spokesperson for the District; and (14) perform all other duties assigned by the Board or that further the purpose of the District consistent with these bylaws and applicable law. To the extent allowed by law, the CEO may fulfill his or her responsibilities through obligation to and oversight of appropriate District personnel.

ARTICLE 9 MEDICAL STAFF

9.1 Medical Staff Organization. The District shall have an active medical staff responsible to the Board for the quality of medical care provided to patients at District facilities and for the professional practices and ethical conduct of the medical staff members. The medical staff shall consist of physicians, nurse practitioners, physician assistants, optometrists, nurse anesthetists, podiatrists and dentists who have been appointed to the medical staff and have been granted the right to exercise clinical privileges at District facilities. Every patient admitted to a District facility shall be under the care of a physician licensed by the Idaho State Board of Medicine. No physician, podiatrist or dentist shall admit or provide medical or health-related services to any patient of a District facility unless he or she has been appointed to the medical staff or granted temporary clinical privileges. Appointment or reappointment to the medical staff or the granting of clinical privileges is a privilege (i.e., a license) to use the District's facilities for the treatment of patients, and does not create a contractual, employee-employer, principal-agent, independent contractor, partnership, joint venture, or similar legal relationship.

9.2 Medical Staff Bylaws. The medical staff shall develop and abide by medical staff bylaws. The medical staff bylaws are subject to approval by the Board. The medical staff bylaws shall comply with and contain provisions required by applicable laws and regulations, including but not limited to those affecting District licensure, accreditation, or participation in state or federal healthcare programs. The medical staff shall periodically review and revise the medical staff bylaws as necessary and appropriate, and submit such revisions to the Board for approval. The medical staff's bylaws shall not constitute establish or evidence a contractual relationship between the medical staff and the District, and no contractual rights are created thereby. The medical staff bylaws shall be deemed to incorporate these bylaws. To the extent that there is a conflict between these bylaws and the medical staff bylaws, these bylaws shall take precedence. The Board reserves authority to take any action that it deems to be in the best interest of the District or District facility patients notwithstanding any contrary provision in the medical staff bylaws, policies, rules or regulations.

9.3 Medical Staff Qualifications. Medical staff members shall meet the following qualifications in addition to any other qualifications specified by applicable law or in bylaws, policies, rules or regulations of the District or medical staff:

(a) Medical staff members shall be qualified legally and professionally for the privileges for which they are granted.

(b) Medical staff members shall have appropriate training, competence, and experience for any privileges granted.

(c) Medical staff members shall agree to and be capable of performing the duties and responsibilities of medical staff membership as required by applicable laws and regulations, by these bylaws, and by any bylaws, policies, rules and regulations of the District or medical staff.

9.4 Medical Staff Appointment and Privileges. The Board has authority to appoint or reappoint members to the medical staff and grant or deny clinical privileges. Appointment, reappointment, and the granting of clinical privileges constitute a privilege and not a right. Appointments, reappointments, and privilege determinations shall be made consistent with the following:

(a) Medical staff appointments, reappointments and the granting of clinical privileges shall be made by the Board after considering the recommendation of the active medical staff or a committee thereof.

(b) Reappointments shall be made at least every two (2) years. Privileges may be increased or decreased upon reappointment after consideration of the medical staff member's physical and mental capabilities.

(c) The Board shall establish or approve a formal written procedure for appointment, reappointment, and the consideration of clinical privileges. The process shall include the following:

(i) Applicants for appointment and privileges shall submit a written application which contains sufficient information to enable the medical staff, administration, and Board to properly evaluate the applicant's qualifications for medical staff membership and privileges and determine whether the appointment is otherwise in the best interests of the District and patients.

(ii) The application shall contain the signature of the applicant confirming that the applicant agrees to abide by all bylaws, policies, rules, and regulations of the District and medical staff.

(iii) The active medical staff or a committee thereof shall evaluate the professional competence of the applicant. The active staff may consult with a physician or specialist who is not on active staff. The active medical staff may consider other factors relevant to the applicant's appointment or reappointment, including the capabilities of District facilities, the availability of qualified support and specialized equipment, and the best interests of the District and patients. The active medical staff or a committee thereof shall recommend to the Board whether the applicant should be appointed or reappointed, and, if so, shall delineate the privileges that the medical staff believes should be granted.

(iv) The Board shall determine whether the applicant is appointed or reappointed, and if so, the category of medical staff membership to which the applicant shall be appointed; the privileges granted; and any associated limitations or conditions. In making its determination, the Board shall consider the overall best interests of the District and patients, including but not limited to the capabilities of the District.

(v) Applicants who are denied appointment, reappointment, or privileges shall be notified in writing.

9.5 Termination or Revocation of Medical Staff Membership or Privileges. The Board has the authority to terminate, revoke, suspend or place such limits or conditions on a medical staff member's membership or privileges as the Board determines to be in the best interest of the District or patients. The Board shall adopt a formal appeal and hearing mechanism for medical staff applicants who are denied membership or privileges based on the competence or professional conduct of the applicant, which conduct could affect adversely the health or welfare of patients. The formal appeal and hearing mechanism shall not apply to applicants who are denied medical staff membership or privileges for reasons other than competence or professional conduct that could adversely affect the health or welfare of patients.

9.6 Temporary or Emergency Privileges. The CEO and medical staff shall develop a written procedure for temporary or emergency medical staff privileges. The procedure is subject to approval by the Board. Applicants who are denied temporary or emergency privileges or whose temporary or emergency privileges are terminated shall not be entitled to a formal appeal or hearing mechanism.

9.7 Medical Staff Responsibilities. The Medical staff shall have the following responsibilities

in addition to any other responsibilities specified by applicable law or in bylaws, policies, rules or regulations of the District or medical staff:

(a) Provide quality healthcare in a manner consistent with the standards of the community and otherwise conduct themselves in a manner that is professional, courteous, and respectful to District patients, staff, and medical staff, and is not disruptive to District operations.

(b) Abide by applicable laws and regulations, and the bylaws, policies, rules, and regulations of the District and medical staff.

(c) Develop and implement a written procedure for determining qualifications for medical staff appointment and for determining privileges. Such qualification shall be in addition to and shall not conflict with the provisions of these bylaws.

(d) Develop bylaws, policies, rules and regulations applicable to the medical staff, subject to approval by the Board.

(e) Review and approve all policies and procedures directly related to medical care.

(f) To the extent required by District or medical staff bylaws, policies, rules, or regulations, or as otherwise required by applicable law, participate in "on-call" responsibilities at District facilities. The Board and medical staff shall ensure that a physician shall be on duty or on call at the District at all times.

(g) As requested by the Board, CEO, or officers of the medical staff, participate in committees or activities necessary to enable the District to comply with applicable laws and regulations and provide quality healthcare, including but not limited to those concerning: (1) infection control; (2) quality assurance and performance improvement; (3) medical records; (4) credentialing and peer review of medical staff members, applicants for appointment or reappointment, and other practitioners and staff; and (5) education for medical staff, District staff and other practitioners. The medical staff and committees thereof are and shall be considered constituent parts of the District when performing such functions through the medical staff organization on behalf of the District.

9.8 Medical Staff Officers and Departments. The medical staff shall have a chief of the medical staff and such other officers as designated in the medical staff bylaws. The Board, CEO, and medical staff shall establish medical staff departments as appropriate and necessary for the effective operation of the District facilities.

9.9 Communication with Medical Staff. The chief of the medical staff or his designee shall be invited to report to the Board concerning matters relevant to the medical staff at least quarterly, and more often as the Board deems necessary.

ARTICLE 10 AMENDMENTS TO BYLAWS

10.1 Procedure for Amendment. These bylaws may be amended by a majority vote of the members of the Board present at any Board meeting. Written notice of the proposed amendment shall be given to each Board member at least seven (7) days prior to the vote on the proposed amendment. The notice shall set forth the language, effect and purpose of any proposed amendment.

ARTICLE 11 EFFECT OF ADOPTION OF AMENDED BYLAWS

11.1 Repeal of Contrary Provisions. All previous bylaws and, to the extent they conflict with these bylaws, all previous rules, regulations and policies of the Board, District, District facilities, or medical staff are hereby revoked and repealed.

11.2 No Contractual Relationship. These bylaws do not constitute a contract. These bylaws do not create a contractual relationship nor do they create contractual rights in any party, including but not limited to any Board member or any third party.

11.3 Severability. In the event that any one or more of these bylaws or any part thereof shall be declared invalid, such declaration of invalidity shall not invalidate the remaining valid provisions.

11.4 Adoption and Effective Date. These bylaws shall be in full force and in effect immediately upon the adoption and passage of the same by the Board.

Approved by a majority vote of the Board of Trustees of Syringa Hospital District this 26th day of May, 2015.

Signed,

 15 June 2015

David C. Green, Chairman of the Board of Syringa Hospital District