

# Bylaws of the Governing Board

BYLAWS OF THE MONTGOMERY COUNTY HOSPITAL DISTRICT

WHEREAS, under the provisions of Article IX, Section 9, of the Texas Constitution, the 65<sup>th</sup> Legislature of the State of Texas created the Montgomery County Hospital District (Section 4 Chapter 258, Acts of the 65<sup>th</sup> Legislature of the State of Texas, as amended);

AND WHEREAS, the duly elected Board of Directors of the District, adopted Bylaws governing the procedures and conduct of the Board in the operations of Medical Center Hospital;

AND WHEREAS, the Board has reviewed the Bylaws adopted January, 1982;

AND WHEREAS, it is the judgment of the Board that such Bylaws should be revised and amended;

NOW, THEREFORE, the undersigned duly elected, acting and qualified DIRECTORS adopt the following Bylaws as revised and amended for governing of the BOARD OF DIRECTORS OF MONTGOMERY COUNTY HOSPITAL DISTRICT.

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Bill Leigh, Chairman

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Frances Bourgeois, Vice Chairman

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Eric Yollick, Secretary

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David Witt, Treasurer

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Nicol Huff, Member

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Jack Mitchell, Member

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Adopted/Date

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, Member (Vacant)

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Revised/Amended/Date

ARTICLE 1. NAME AND PURPOSE

Section 1. Name. The organization shall be known as the Montgomery County Hospital District.

Section 2. Purpose. The purpose of the organization shall be to fulfill those purposes under the District's enabling statute.

## ARTICLE II. BOARD OF DIRECTORS

Section 1. Number of Directors. There shall be seven (7) members elected as directors in accordance with Section 4, Chapter 258, Acts of the 65<sup>th</sup> Texas Legislature; as amended.

Section 2. Qualifications. To be elected or appointed to the Board, a person must fulfill the following requirements as set out in the above referenced statute creating the Montgomery County Hospital District.

- a. Must be resident of the District, a freeholder, and a qualified elector at the time of such election or appointment and he shall be more than 21 years of age.
- b. Cannot hold another elected or appointed public office of honor, trust or profit. A person holding another public office of honor, trust or profit who seeks to be appointed or elected a director must vacate the first office.
- c. Each member of the Board shall serve without compensation.
- d. Each member shall qualify by executing the constitutional Oath of Office and shall execute a good and sufficient bond for \$1,000 payable to the District conditioned upon the faithful performance of his duties, and the bonds shall be deposited with the depository of the bank of the District for safekeeping.
- e. Members shall have a commitment to the delivery of quality health care to the community and the fulfillment of the purpose of these bylaws.

Section 3. Authority. Board Members shall have no authority except when functioning as a member of the Board in an official meeting. No individual member of the Board may exercise authority with respect to the operation of a Medical Center Hospital or the Emergency Medical Service or of services Montgomery County Hospital District employees by virtue of their status as Board Members.

- Section 4. Terms. Members shall be elected by the electors of the Hospital District.
- a. Three (3) of the Directors shall be elected at large from the entire district.
  - b. Four (4) of the Directors shall be elected from a different commissioner's precinct in the District and each shall be a resident of the precinct he/she represents.
  - c. Directors shall serve for terms of four (4) years.
- Section 5. Vacancies. All vacancies in the Board shall be filled for the unexpired term by appointment by the remainder of the Board of Directors. In the event the number of Directors shall be reduced to less than four (4) for any reason, the remaining Directors shall immediately call for a special election to fill said vacancies, and upon failure to do so, a district court may, upon application of any voter or taxpayer of the District, issue a mandate requiring that such election be ordered by the remaining Directors.
- Section 6. Voting rights of Members. Each member shall be entitled to one (1) vote on all matters before the membership. There shall be no voting by proxy.

### ARTICLE III. REGULAR AND SPECIAL MEETINGS OF THE BOARD

- Section 1. Regular Meetings. The Board shall hold a regular meeting on the third Tuesday evening of each month.
- Section 2. Special Meetings. Special meetings may be called by the Chairman or any four (4) members of the Board. Written notice of special meetings shall be mailed to each member at least seventy-two (72) hours before the time of such special meeting.
- Section 3. Notice of time and place of meeting shall be posted in accordance with the Texas Open Meetings Law and other applicable statutes.
- Section 4. Place of Meeting. Regular monthly meetings of the Board shall be held at any place which has been designated. In the absence of such designation, regular meetings shall be held at the principal office of the Hospital District. Special meetings may be held either at a place so designated or at the principal office.
- Section 5. Quorum of Regular Meetings. To conduct business of a regular or special meeting, a quorum shall consist of any four (4) members of the Board.
- Section 6. Minutes. Written minutes shall be maintained on all meetings to reflect all proceedings and actions thereof.
- Section 7. Rules of Order. All meetings of the Board of Directors shall be conducted in accordance with the most current edition of ROBERT'S RULES OF ORDER.
- Section 8. Attendance Requirements. Any member who is compelled to be absent from any consecutive regular or special Board meetings shall promptly provide to the presiding officer the reason for such absences.

## ARTICLE IV. OFFICERS

- Section 1. Officers. The officers of the Board of Directors shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer. The offices of Chairman, Secretary and/or Treasurer will not be held by the same person.
- Section 2. Chairman. The Chairman of the Board shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be prescribed in the Bylaws. The Chairman shall be an ex officio member of all committees.
- Section 3. Vice Chairman. The Vice Chairman of the Board shall preside at meetings of the Board in the absence of the Chairman and, when so acting, shall have the power and authority of the Chairman.
- Section 4. Secretary. The Secretary of the Board shall send appropriate notices and prepare agendas for all meetings of the Board. The Secretary shall act as custodian of all records and reports, and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board.
- Section 5. Treasurer. The Treasurer shall be responsible for all funds of the Hospital District and shall ensure that a true and accurate accounting of the financial transactions of the Hospital District is made, that reports of such transactions are presented to the Board, and that all accounts payable are presented to such representative as the Board may designate for authorization of payment.
- Section 6. Election. The officers shall be elected annually by the Board from its own membership at the May Board meeting. All officers shall hold office for a period of one (1) year, or until the member resigns, or is removed, or a successor has been elected and qualified.
- Section 7. Removal and Resignation. Any officer may be removed from office, with cause, by the members of the Board at any regular meeting thereof. Any officer may resign at any time by giving written notice to the Board or to the Chairman. Any such resignation shall take effect at the date of the receipt of such notice or at any time specified therein; and unless otherwise specified therein; and unless otherwise resignation shall be necessary to make it effective.

Section 8. Vacancies. A vacancy in any office because of the death, resignation, removal or any other cause shall be filled in the manner prescribed in the Bylaws and applicable statutes for regular appointment to such office.

## ARTICLE V. COMMITTEES

Section 1. Committees. Committees of the board shall be standing and special. Standing committees shall consist of the Executive Search Committee, the Communications-Radio Committee, the Planning and Development Committee, the EMS Committee, the Personnel and Policy Committee, the Information Systems Committee, the Indigent Care Committee, the Finance Committee, the Budget Committee, and the Community Outreach Committee. A simple majority constitutes a quorum of any committee. Each committee shall maintain minutes of its proceedings, recommendations, and actions. The Chairman of the Board shall make appointments to committees unless otherwise provided in the Bylaws.

## ARTICLE VI. ADMINISTRATION

Section 1. Chief Executive Officer. The Board shall appoint a competent Chief Executive Officer who shall be its direct executive representative in the management of the hospital. The Chief Executive Officer shall be given the necessary authority and responsibility to operate the hospital and all its activities and departments, subject only to such policies as may be adopted, and such orders as may be issued by the Board or by any of its committees to which it has delegated power for such action. He shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The Chief Executive Officer shall be an ex officio member of the Board without vote.

Section 2. Authority and Responsibility. The authority and responsibility of the Chief Executive Officer shall include:

- a. Carrying out all polices established by the Board.
- b. Development, and submission to the Board for approval, of a plan or organization of the personnel and others concerned with the operation of the Hospital District.
- c. Preparation of an annual budget showing the expected receipts and expenditures as required by the Board.
- d. Selection, employment, control and discharge of employees, and development and maintenance of personnel policies and practices for the hospital.
- e. Maintenance of physical properties in a good state of repair and operating condition.
- f. Supervision of all business affairs to ensure that funds are collected and expended to the best possible advantage.
- g. Cooperation with the Medical Staff and with all those concerned with the rendering of professional service to the end that high quality care shall be rendered to the patients.
- h. Presentation to the Board of periodic reports reflecting the periodic reports reflecting the professional service and financial activities of the Hospital District and preparation and submission of such special reports as may be required by the Board.

- i. Attendance at all meetings of the Board and committees thereof.