

COPY

Nueces County Hospital District

BOARD OF MANAGERS

BYLAWS

December 2, 1997



4626 Weber Rd. • P.O. Box 6559 • Corpus Christi, Texas 78466-6559 • (512) 808-3300

NUECES COUNTY HOSPITAL DISTRICT

BOARD OF MANAGERS

BYLAWS

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PREAMBLE

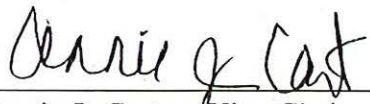
The Nueces County Hospital District (NCHD) is established, governed and operated pursuant to Article 9, Section 4 of the *Texas Constitution* and Chapter 281 of the *Texas Health & Safety Code*, and other applicable laws of the State of Texas. These Bylaws incorporate policies and procedures consistent with the law, and the mission and vision of NCHD.

The NCHD Board of Managers shall take full responsibility for NCHD policy, procedures, and operations, seeking advice from the Nueces County Commissioners' Court, the NCHD Advisory Committees, the Nueces County taxpayers, the community, and other resources as they may deem appropriate, for carrying out their constitutional and statutory duties to manage, control and administer NCHD.

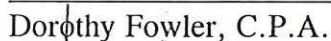
On this the 2nd day of December, 1997, the Board of Managers hereby adopts these Bylaws to provide a framework for the government and operation of the Nueces County Hospital District.



Bill Albarado, D.O.




Annie J. Castro, Vice Chairman



Dorothy Fowler, C.P.A.



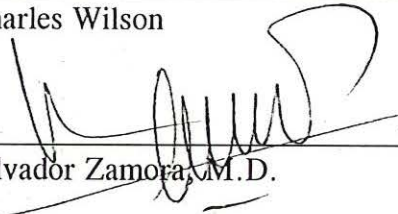
Van Huseman, Chairman



Connie Muñoz



Charles Wilson



Salvador Zamora, M.D.

ARTICLE 1: DEFINITIONS

- A. **"Administrator"** means the individual appointed by the Board of Managers to act on its behalf in the management of the NCHD.
- B. **"Board of Managers"** means the seven member governing body of the NCHD.
- C. **"Calendar year"** means the period from January 1 to December 31.
- D. **"Commissioners Court"** means the elected officials of Nueces County whose responsibilities include appointing the Board of Managers, setting the NCHD tax rate and final approval on the NCHD budget.
- E. **"Ex-officio"** means a member of a committee who has no voting privilege and is not counted in determining if a quorum is present.
- F. **"Fiscal year"** means the period from October 1 to September 30.
- G. **"Member"** means a member of the NCHD Board of Managers.
- H. **"NCHD meetings"** means any and all, including regularly scheduled board and committee meetings and any special or emergency board or committee meetings.
- I. **"Quorum"** means a majority of the respective NCHD Board or committee members.
- J. **"Regularly scheduled board meeting"** means the NCHD board meeting held on the first Tuesday of each month of the calendar year, or as otherwise designated by the Board of Managers.
- K. **"Special committee"** means any committee appointed by the NCHD Chairperson, except the Quality Improvement, Finance and Planning Committees.

ARTICLE 2: OPERATIONS

2.1 Board of Managers

- A. Appointment, Resignation, Removal
 - 1. Seven members of the Board of Managers are appointed by the Nueces County Commissioners Court and serve staggered three-year

terms, with as nearly as possible to one-third of the members' terms expiring each year.

Nueces

2. Resignations must be submitted in writing, tendered to the Nueces County Judge on behalf of the Nueces County Commissioners Court, and the Chairman of the NCHD, and state the effective date of resignation.

3. Removal of member of the Board of Managers:

A member may be removed from office pursuant to the mandates of Article V, Section 24 of the *Texas Constitution*, and Chapter 87, *et seq.*, of the *Texas Local Government Code*, as amended, and other causes defined by law, including but not limited to:

- (a) Bribery and corrupt influence (*Texas Penal Code*, Section 36, *et seq.*);
- (b) Abuse of official capacity (*Texas Penal Code*, Section 39, *et seq.*); or,
- (c) Nepotism (*Texas Government Code*, Chapter 573 *et seq.*)

B. Conflicts of Interest

1. A member shall follow the conflicts of interest law as provided in *Texas Local Government*, Chapter 171, *et seq.*, as amended.

C. Indemnity

Members of the Board of Managers shall be indemnified and held harmless to the full extent permitted by Texas and United States law at NCHD's sole expense, and such indemnification may be extended, at the discretion of the Board of Managers or as required by law, to NCHD employees and agents, from and against all suits, actions, or claims of any character, type or description brought or made for or on account of any injuries or damages, received or sustained by any person or persons or property, arising out of, or occasioned by the acts and/or omissions of the officers and members (and at the discretion of the Board or as required by law, employees and/or agents of NCHD) when performing their public duties as members (and/or employees or agents) of the NCHD Board of Managers and within the course and scope of such duties.

D. Scope of Board and/or Member Authority

1. The Board of Managers and/or individual Board Members have no authority to act on behalf of NCHD, unless said authority is designated by the Board after concurrence by a majority vote of a quorum;
2. The Board of Managers shall:
 - (a) Act as trustee for public health care funds and related public health care services in Nueces County; and
 - (b) Determine the need for and establish all general policies to be implemented in the operation of the NCHD.

E. Public Statements

Because each Board Member is but one-seventh of the Board of Managers, no member is authorized to speak for the Board of Managers; however, policy and statements of official positions of the Board of Managers can be made only after concurrence by a majority vote of a quorum, and shall be issued by the Chairman and, at the direction of the Board, the Administrator. Alternatively, a board member may issue a public statement on behalf of NCHD only after the concurrence by a majority vote of a quorum.

2.2 Officers

A. Election of Officers

1. The Chairman and Vice-Chairman shall be elected by a majority of a quorum for a one-year term at the regularly scheduled September board meeting, and take office at the start of the fiscal year in October.
2. Nominations for officers will be accepted from board members.

B. Scope of Authority as Officer

1. The authority of officers is limited to that provided by law, these Bylaws or by the Board of Managers after concurrence by the majority vote of a quorum;
2. The Chairman shall:

- (a) Preside at all meetings of the Board;
 - (b) Establish a yearly schedule of meetings of the Board following the election of NCHD officers;
 - (c) Set the agenda for meetings taking into consideration agenda items requested by Board members;
 - (d) Appoint, from among the Board members, all Board committees and designate the chairman of each;
 - (e) Perform such other duties and functions as may from time to time be required by the Board.
3. The Vice-Chairman shall in the absence of the Chairman assume all the responsibilities, authority, and limitations of the Chairman, as mandated by these Bylaws.

2.3 Administrator/Administration

- A. The Administrator acts as NCHD Secretary and an ex-officio member of all NCHD committees.

- B. Conflicts of Interest

The Administrator must comply with the Conflict of Interest requirements as provided by *Texas Local Government Code*, Chapter 171, *et seq.*, as amended.

- E. Scope of Authority

The scope of authority of the Administrator/Administration is limited to responsibility for day-to-day operations of NCHD based on policies established by the Board of Managers, and that provided by law, these Bylaws or the Board of Managers after concurrence by the majority vote of a quorum.

2.4 Investment Officer: Duties and Responsibilities

The NCHD Investment Officer(s) shall be designated by the Board of Managers in concurrence with Public Funds Investment Act, and serve as an ex officio member of the Finance Committee.

2.5 Committees: Standing and Special

- A. The NCHD shall have standing committees and, as needed, special committees. Committees, whether standing or special, shall consist of NCHD board members and one Chairman appointed by the NCHD Chairman. The standing committees of the NCHD are the Quality Improvement Committee, the Finance Committee, and the Planning Committee.
- B. Special or ad hoc committees shall be appointed only as needed and after concurrence by the majority vote of a quorum. Special committees will be limited in scope of duties and time assignment by the NCHD Board.
- C. Chairmen and members of standing committees shall be appointed and take office during the first regular meeting of the Board following the election of NCHD officers, and thereafter, new appointments shall be promptly made when vacancies arise.
- D. Committees shall act only as provided by law, these Bylaws or as instructed by the Board with respect to specific matters.
- E. At a committee meeting, a majority of voting committee members shall constitute a quorum.
- F. Each meeting shall have an agenda published by the committee chair, but any committee member may place an item on the agenda. The minutes of each meeting shall be submitted to the Board.
- G. Unless otherwise specified, committees shall meet on an as-needed basis and at the direction of the Committee Chairman or the NCHD Chairman.

2.6 Special Appointments

On an as-needed basis, certified public accounting firms and special legal counsel may be appointed by the NCHD Board. Special legal counsel shall work in conjunction with the Nueces County Attorney's office.

ARTICLE 3: MEETINGS AND RECORDS

3.1 Meetings:

NCHD shall follow the *Texas Open Meetings Act, Texas Government Code, Chapter 551 et seq.*, as amended. *Roberts Rules of Order* shall govern the conduct of all NCHD meetings, except and unless contravened by these Bylaws or Texas state or federal law.

A. Scheduling and Presiding over Meetings

The Chairman shall schedule and preside over all meetings. In the event of the absence of the Chairman, the Vice-Chairman shall preside over the meeting(s). In the event of the absence of the Chairman and Vice-Chairman, the Secretary shall preside over the meeting for the purpose of calling the meeting to order; then the board shall immediately nominate a chairman pro tem to preside during that meeting. Special or emergency meetings may be scheduled by the Chairman, the Vice-Chairman, or any two members of the Board.

B. Agenda

The Chairman and the Administrator will submit the agenda for publication and posting; but any board member may place an item on the agenda. All agenda items must be submitted one week prior to the date of the board meeting, except for emergency meetings. Agenda items for emergency meetings must be submitted prior to posting.

C. Public Comment

Any Nueces County citizen who wishes to discuss or comment on agenda items must so indicate in writing prior to the beginning of the meeting. Such presentation is limited to three minutes and must be appropriate to the agenda topic. The NCHD Board reserves the right to limit the number of such presentations at all meetings.

D. Executive/Closed Session

The NCHD Board may enter into "Executive" or "Closed" Session at any meeting, in accordance with the *Texas Open Meetings Act*.

3.2 Records

A. Minutes and Other Meeting Documents

1. Minutes, and the documents of meetings, shall suitably document events, including but not limited to, conclusions, recommendations, action, and follow-up evaluation. Minutes shall be signed by the presiding officer and attested by the Secretary.

2. The minutes and tape recordings of meetings are public records and shall be kept and made available on request, in accordance with the *Public Information Act*.

ARTICLE 4: MISCELLANEOUS

4.1 Amendment/Alteration/Suspension of Bylaws

If any provision(s) of these Bylaws is now or hereinafter in conflict with any federal or Texas law, said law shall take precedence over these Bylaws. These Bylaws include and incorporate, and are subject to, any and all laws, and amendments, additions or deletions thereto, and as said amendments, additions or deletions arise, of the State of Texas and the United States of America.