

**BY-LAWS OF
PUBLIC HOSPITAL DISTRICT NO. 3
SNOHOMISH COUNTY WASHINGTON**

**ARTICLE 1.0
FORMATION AND PURPOSE**

Public Hospital District No. 3, Snohomish County, Washington, "the District" is a municipal corporation that was created in 1965 to provide hospital and other health care services to the residents of the District and other persons. The activities of the District are to be conducted in conformity with the Constitution and Laws of the State of Washington, including Chapter 70.44 of the Revised Code of Washington. These By-Laws are adopted in furtherance of the lawful purposes of the District, and to facilitate the governing of its hospital and other health care facilities. The District shall utilize Public Hospital District No. 3, Snohomish County, as its assumed name, together with such other assumed names as shall from time to time serve a proper business purpose.

**ARTICLE 2.0
BOARD OF COMMISSIONERS**

Section 2.1 Qualification and Election. No person shall be eligible to be elected to the office of Public Hospital District Commissioner ("Commissioner") unless he/she resides within the boundaries of the District, and is a qualified voter. All Commissioners shall be elected and serve in the manner and for the term prescribed by law.

Section 2.2 Organization and Officers of The Board of Commissioners. The Board of Commissioners ("the Board") shall at its first regular meeting in each calendar year organize by the election from its own members a President and Vice-President. The election of President and Vice-President shall be by a majority vote of the Commissioners. The terms of both officers shall be for one year.

2.2.1 The President shall act as the presiding officer at meetings of the Board and shall execute on behalf of the District all contracts, agreements, and other documents and papers duly authorized by the Board that may require his/her signature.

2.2.2 The Vice-President shall act as the presiding officer at meetings of the Board at which the President cannot be in attendance, and may undertake any other tasks as assigned by the Board.

2.2.3 If a vacancy occurs in either the President or Vice-President's office, an election shall take place at the regular meeting of the Board to fill the unexpired term created by the vacancy. All members of 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.

Section 2.3 Meetings of the Board of Commissioners.

2.3.1 **Regular Meetings.** The Board shall meet once each calendar month on the third Wednesday, at 6:00 P.M. In the event that the regular meeting falls on a holiday, such meeting shall be held on the next business day. Unless the Board selects another location, meetings shall be held at the District's office commonly known as 3405 173rd PL NE, Arlington, Washington.

2.3.2 **Special Meetings.** A special meeting may be called at any time by the President or by a majority of the members of the Board, by delivering personally, electronically, by facsimile or by mail written notice to each member of the Board; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Board, a written request to be notified of such special meeting or of all special meetings. Such notice must be delivered personally, electronically, by facsimile or by mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the

time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meetings of the Board. Such written notice may be dispensed with as to any member who is actually present at the meeting at the time it convenes, or any member who files a written waiver with the Secretary before the meeting convenes.

The notices provided for herein may be dispensed with only in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the immediate likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of injury or damage.

2.3.3 The Order of Business at meetings of the Board shall be as follows:

2.3.3.1 Regular Meetings:

1. Call to Order.
2. Approval of minutes of the last regular meeting and any intervening special meeting.
3. Public Hearings (when required).
4. Reports and Presentations.
5. Consideration of items on agenda or other matters properly before the Board and action thereon.
6. Citizen Comments.

2.3.3.2. Special Meetings:

1. Call to Order.
2. Consideration of matters stated in the notice and action thereon.

2.3.4 Remote Attendance. From time to time, it is not possible for a Commissioner to attend a Board meeting. In limited instances, the Commission would benefit by a Commissioner's participation by means of remote communication. The Commission

recognizes the benefits of fullest practicable attendance and participation by its members. Attendance from remote locations is intended to be an alternative and relatively infrequently used method for participation by Commissioners in the event of a state of emergency, travel on Board business, illness, or where a supermajority vote is required on an agenda item. Remote attendance may occur as follows:

2.3.4.1. The Board may approve a Commissioner's appearance at a Board meeting via remote communication in limited instances, including emergencies that require immediate action or remedy.

2.3.4.2. In the event that more than one Commissioner is absent, reasonable efforts shall be given to provide all absent members an opportunity to appear via remote communication. In no event shall the Board approve a Commissioner's remote attendance unless satisfactory equipment or technology is available. Satisfactory equipment shall mean any telephone, video or other device or technology capable of broadcasting the Commissioner's voice attending clearly and sufficiently enough to be heard by those in attendance at the meeting. The device or technology must allow the Commissioner to pose and answer questions as posed from time to time. Commissioners wishing to attend a meeting remotely shall give at least two (2) business days' notice of intent to attend remotely in order to give staff time to arrange the remote attendance.

2.3.4.3. During any meeting that a Commissioner is attending via remote communication, the presiding officer shall state for the record that a particular Commissioner is attending via remote communication and the reasons for such attendance.

2.3.4.4. Commissioners appearing via remote communication may participate and vote during the meeting as if they were physically present at the meeting.

2.3.4.5. Commissioners appearing via remote communication shall comply with all rules and procedures as if they were physically present at the meeting.

2.3.4.6. In the case of executive sessions, the Commission may permit participation from remote location(s) only when the Commission on a case-by-case basis considers such participation to be necessary and the Commission is confident in the security of such remote communications.

Section 2.4 Action By the Board. As used herein, "action" means the transaction of the official business of the District by the Board, including but not limited to, a collective decision made by a majority of the members of the Board to make a positive or negative decision, or an actual vote by a majority of the members of the Board when sitting as a body or entity, upon a proposal, motion, or resolution. All action taken by the Board shall be by the motion or resolution recorded in a book or books kept for such purposes, which shall be public records.

All meetings at which action is taken by the Board shall be open and public and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in this section or by law. The Board shall never adopt any motion or resolution, except in a meeting open to the public; and then only at a regular meeting, duly convened at the prescribed time and place, or at a special meeting of which notice has been given according to the provision of the foregoing section. Any action taken at meetings failing to comply with the provision of this section shall be null and void.

Section 2.5 Executive Sessions. Nothing contained in this section shall be construed to prevent the Board from holding executive sessions during a regular or special meeting to consider the matters authorized by RCW 42.30.110 as now existing or hereinafter amended. Executive sessions are presently authorized, as follows:

- a) To consider matters affecting national security;
- b) To consider, if in compliance with any security breach disclosure under RCW 42.56.590, and with legal counsel available, information regarding the infrastructure and security of computer and telecommunications networks, security and service recovery plans, security risk assessments and security test results to the extent that they identify specific system vulnerabilities, and other information that if made public may increase the risk to the confidentiality, integrity, or availability of agency security or to information technology infrastructure or assets;
- c) To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;
- d) To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of a decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;
- e) To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increase costs;
- f) To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;
- g) To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW 42.30.140(4), discussions by the Board of salaries, wages and other conditions of employment to be generally

applied within the agency shall occur in a meeting open to the public, and when the Board elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public.

h) To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;

i) To discuss with legal counsel representing the District matters relating to agency enforcement actions, or to discuss with legal counsel representing the District litigation or potential litigation to which the District, the Board or a member acting in an official capacity is, or is likely to become, a party when public knowledge is likely to result in an adverse legal or financial consequence to the District. This subsection does not permit the Board to hold an executive session solely because an attorney representing the agency is present. For purposes of this subsection, "potential litigation" means matters protected by RPC 1.6 or RCW 5.60.060(2)(a) concerning:

1) Litigation that has been specifically threatened to which the District, the Board, or a member acting in an official capacity is, or is likely to become, a party;

2) Litigation that the District reasonably believes may be commenced by or against the District, the Board, or a member acting in an official capacity; or

3) Litigation or legal risk of a proposed action or current practice that the District has identified when public discussion of the litigation or legal risk is likely to result in an adverse legal or financial consequence to the District.

Before convening in executive session, the presiding officer of the Board shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive

session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

Section 2.6 Quorum. A majority of the persons holding the office of Commissioner shall constitute a quorum of the Board for the transaction of the business, and the concurrence of a majority of the persons holding such office at the time shall be necessary and shall be sufficient for the passage of any motion or resolution, but no business shall be transacted, except in usual and ordinary course, unless there are in office at least a majority of the full number of Commissioners authorized by law.

Section 2.7 Public Comments. Board meetings are open to the public and the Board may elect to receive public comment at any regular or special meeting of the Board.

Section 2.8 Powers and Duties of the Board of Commissioners. The Board shall always be regarded as the governing authority to which the Superintendent and all other District employees are responsible for the physical condition of the District's facilities, as well as the services of the District. While the authority of the Board may be delegated to the Superintendent as specified in Section 3.1, or by resolution, any delegation of authority by the Board may be rescinded in its sole direction.

All of the powers authorized in Chapter 70.44 of the Revised Code of Washington may be exercised by the Board in the performance of its duties prescribed therein. Among other things, the Board shall strive to:

2.8.1 Determine the policies of the District in proper relation to community needs.

2.8.2 Provide equipment and facilities consistent with present and future community needs to provide appropriate health care services.

2.8.3 Provide for the sound administration and application of District resources.

2.8.4 Maintain accurate records of District finances and all related activities incident to the faithful discharge of these undertakings; and

2.8.5 Exercise proper care and judgment in the selection of a qualified Superintendent and other personnel of the District. All appointments must be made exclusively on the basis of merit and competence.

2.9 **Conflicts of Interest.** No Commissioner should accept any monetary consideration or gratuity by virtue of his/her association with the District, except as authorized by RCW 70.44.050. Commissioners shall comply with the requirements of RCW Chapter 42.23 (Code of Ethics for Municipal Officers).

ARTICLE 3.0 **OTHER OFFICERS**

Section 3.1 The Superintendent.

3.1.1 **Appointment.** The Board shall select and appoint as Superintendent a competent administrator who shall be its direct representative in the management of the affairs of the District. The Superintendent shall be appointed for an indefinite term, removable at the will of the Board, and shall receive such a salary as the Board shall establish by resolution. The appointment or removal of the Superintendent shall be by resolution of the Board, introduced at a regular meeting and adopted at the same or a subsequent regular meeting by majority vote.

3.1.2 **Powers and Duties.** The Superintendent shall be the chief administrative officer of the District. The Superintendent shall be in direct charge with full authority to act, as representative of the Board, and subject to its policies, he/she shall be responsible for the efficient administration of all affairs of the District. In the performance of his/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:

3.1.2.1 Perfect and submit to the Board for approval a plan of organization for the personnel concerned with the operation of the District which shall be periodically reviewed.

3.1.2.2 Prepare annually a budget showing anticipated receipts and expenditures for the ensuing fiscal year which shall be submitted to the Board to allow timely filing and hearing thereon before adoption as required by law.

3.1.2.3 Select, employ, control, and discharge all employees authorized by budget made performance standards.

3.1.2.4 Assure that all buildings, equipment and other facilities are maintained in good repair.

3.1.2.5 Furnish periodic recommendations to the Board with respect to the acquisition, development, and extension of desirable health care facilities, equipment and services.

3.1.2.6 Supervise all business affairs including the disbursement of funds, recording of financial transactions, collection of accounts, and purchase and issue of supplies.

3.1.2.7 Submit regularly to the Board reports showing the services and activities of the hospital District, along with any special reports that may be requested by the Board.

3.1.2.8 Prepare an agenda for and attend all meetings of the Board at which he/she may participate in the discussion of matters being considered.

3.1.2.9 Act, either personally or through his or her designee, as the Secretary to prepare, or cause to be prepared, minutes of all regular and special meetings of the Board and to sign the same and keep them in a proper form.

3.1.2.10 Execute on behalf of the District all contracts, agreements, and other documents and papers that he/she may be authorized by resolution or motion of the Board to sign.

3.1.2.11 Undertake on his/her own initiative the performance of such other duties, consistent with law and the policies of the Board, as may be in the interests of the District.

Section 3.2 Auditor.

3.2.1 Appointment. The Board shall appoint as auditor a person experienced in accounting and business practices.

3.2.2 Powers and Duties. The auditor will report regarding the performance of his/her duties directly to the Board. He/she shall verify all expenditures of the District, assist with preparing the annual budget and certify agreements with third party payees.

Section 3.3 Treasurer. The County Treasurer of Snohomish County, Washington, shall be the Treasurer of the District. In the alternative, the Board by resolution may designate some other person having experience in financial and fiscal matters as Treasurer, subject to compliance with RCW 70.44.0171. The Treasurer shall receive and disburse all funds of the District in the manner provided by law and as directed by resolution of the Board to the extent of its lawful discretion.

ARTICLE 4.0
ADVISORY COMMITTEES

Section 4.1 Appointment and Organization. Advisory Committees may be appointed by the Board from time to time to advise the Board on matters deemed appropriate by the Board. Said committees may be reimbursed for expenses incurred in an official capacity as determined in the annual budget of the District.

ARTICLE 5.0
RULES AND REGULATIONS

Section 5.1 All Rules and Regulations and policies of the Board adopted prior to this date, and which are in conflict with the provisions of these By-Laws be, and the same hereby, are amended or repealed to the extent that such rules, regulations, or policies or parts thereof are in conflict therewith.

ARTICLE 6.0
AMENDMENT


Section 6.1 These By-Laws may be amended by resolution of the Board introduced at a regular meeting and adopted at the same or a subsequent regular meeting by majority vote.

Section 6.2 The adoption of or an amendment to these By-Laws shall require a majority vote of a quorum of the Board.

Section 6.3 Upon the approval of these By-Laws, the previously existing By-Laws shall be repealed.

Section 6.4 These bylaws may be suspended temporarily by motion of the Board to address emergency or unforeseen situations.

DULY ADOPTED by the Board of Commissioners of Snohomish County Public Hospital District No. 3 at a regular meeting thereof held on the 16th day of February, 2022.



Tim Cavanagh



Tina Davis



John Meno



Jennifer Mullin



Amanda Cochran