



WRANGELL MEDICAL CENTER

BOARD OF DIRECTORS' BYLAWS



The MISSION and VISION Wrangell Medical Center

Our Mission: To enhance the quality of life for all we serve.

Our Vision: Honor our heritage and be the pride of the community

- By being a community driven organization;
- By being an active participant in planning for the future of our community;
- By being the leader in our industry and region in providing high quality care for patients;
- By being ready and responsive to meet health care needs;
- By being the hospital and long term care facility of choice;
- By providing a beautiful, comfortable setting for our patients and our long term care residents;
- By being the employer of choice;
- By being financially healthy; and
- By being a model of excellence in promoting wellness and restoring health.



The VALUES of Wrangell Medical Center

INTEGRITY

We do the right thing, even if it is not the easy choice. We hold ourselves to high standards in the work that we do - this means we have a strong work ethic and do our jobs to the best of our abilities. We are honest, fair, and respectful to our patients, our community and ourselves.

COMPASSION AND CARING

Patients are always the focus and center of everything we do. Regardless of our role in the organization, we go above and beyond to provide services in a manner that lets patients know that we care deeply about them.

TRUST

It is absolutely important to us that that our patients and our community trusts us. We will provide patient care and conduct our business such that they always do.

TRANSPARENCY

We are open and forthright with our community, our partners, and ourselves. Our community and patients have a right to know how we are planning for the future. They deserve to know how we are performing in the present, both financially and on quality measures.

LOYALTY

We are loyal to our patients, because we care about them deeply as our friends, family, and neighbors. We are also loyal to Wrangell Medical Center, and always act as excellent ambassadors of the organization. We treat each other with respect, and work cooperatively as members of a cohesive team.

HONORING OUR HERITAGE

We respect and remember our long history of caring for the diverse people in our community and region. We are committed to honoring this heritage by holding in the highest esteem our elders who came before us. We will focus on planning for our future so our elders can age in place, and maximize the potential that all patients may be served right here in the community.

QUALITY

Above all, we provide safe, high quality health care. We strive for excellence in everything we do, regardless of whether or not it is related directly to patient care. We hold ourselves accountable for this excellence. We embrace growth and change that comes with constantly improving ourselves. We focus on creating strong systems, and do not blame individuals for outcomes related to weak systems.

FISCAL RESPONSIBILITY

We believe in the prudent use of our resources. We deliver high quality services in a manner that is cost-effective while not compromising our services. Good stewardship of our finances benefits our community in the form of improvements and expansion of the services available.

DEFINITIONS.....	-1-
OBJECTIVES	-1-
ARTICLE I	-2-
NAME	-2-
ARTICLE II	-2-
ROLE AND FUNCTION.....	-2-
ARTICLE III	-2-
MEMBERSHIP	
<u>SECTION I Membership</u>	-2-
<u>RESIGNATION OF MEMBERS</u> <u>SECTION II Resignation of a Member</u>	
<u>SECTION III Removal of a Member</u>	
<u>SECTION IV Vacancies</u>	-3-
<u>SECTION V INDEMNIFICATION AND INSURANCE</u>	-3-
ARTICLE IV	-4-
OFFICERS AND THEIR ELECTION.....	-4-
SECTION I Officers	-4-
SECTION II Nomination and Election	-4-
SECTION III Vacancies.....	-4-
ARTICLE V	-4-
DUTIES OF ELECTED OFFICERS	-4-
SECTION I President	-4-
SECTION II Vice-President	-5-
SECTION III Secretary	-5-
SECTION IV Treasurer.....	-5-
ARTICLE VI	-6-
BOARD COMMITTEES.....	-6-
SECTION I Standing, Special or <i>Ad Hoc</i> Committees.....	-6-
SECTION II Finance Committee	-6-
SECTION III Quality Committee.....	-7-
SECTION IV General Committee Provisions	-8-
ARTICLE VII	-8-
<u>ADMINISTRATOR</u> <u>CEO</u>	-8-
SECTION I General Description	-8-
SECTION II Duties	-9-
SECTION III <u>Absence of CEO</u>	-10-

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ARTICLE VIII	-11-
MEDICAL STAFF	-11-
ARTICLE IX	-12-
MEETINGS AND QUORUMS	-12-
SECTION I Quorum	-12-
SECTION II Regular Meetings	-12-
SECTION III Other Meetings	-12-
SECTION IV Authority on Procedure	-12-
ARTICLE X	-13-
AMENDMENTS AND ADDITIONS.....	-13-
ARTICLE XI	-13-
VOLUNTEER ORGANIZATION	-13-
SECTION I	-13-
SECTION II	-14-

DEFINITIONS

“Board of Directors” or “Board”: The governing body of Wrangell Medical Center. Whenever the term “Board” is used in the Bylaws, it means a member of the Board of Directors.

“President”: The individual elected by the Board to serve as the President of the Board of Directors.

“Dentist”: An individual who is licensed to practice dentistry in the State of Alaska.

“Ex-Officio”: Service as a member of a body by virtue of an office or position held, and unless otherwise expressly provided, without voting rights.

“Hospital”: Wrangell Medical Center

“Medical Staff”: The Medical Staff of Wrangell Medical Center who have been granted privileges by the Board to attend patients in the Hospital.

“Physician”: An individual licensed to practice medicine and/or surgery in the state of Alaska.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

WRANGELL MEDICAL CENTER

Wrangell Medical Center is concerned with meeting the health needs in this community and is owned by the City and Borough of Wrangell. As the community medical center, it must serve all people regardless of race, creed, or economic status.

OBJECTIVE

To competently operate the Wrangell Medical Center's hospital and long term care facility while following the mission, vision and values as defined and adopted by the staff and Board.

ARTICLE I

NAME

The name of the board shall be "Wrangell Medical Center Board"

ARTICLE II

ROLE AND FUNCTION

The Board shall operate and maintain Wrangell Medical Center, including custody and management of the building, furnishings and property situated thereon. The Board shall provide for repairs and improvements thereto which are necessary to maintain the facility in good condition.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

The Board shall also have the power to purchase, sell, exchange, operate, maintain and repair all personal property which it deems advisable, in accordance with the City and Borough of Wrangell's Code.-

**ARTICLE III
MEMBERSHIP**

SECTION I *Membership*

The membership of the Wrangell Medical Center Board shall consist of nine (9) members, none of whom shall be engaged in medical or health professions. Each member shall be elected by Borough and City voters with the terms of office staggered so only one fourth of the board shall expire each year.

Board Members shall not receive compensation, but may receive reimbursement for travel and associated out-of-pocket expenses and paid as are other expenses of Wrangell Medical Center.

SECTION II *Resignation of a Member*

A Board Member who wishes to resign from membership on the board shall cause to be delivered to the Board President a written statement to this effect.

The statement shall:

Be received by the CEO in sufficient time to be included in the Board packet prepared for the meeting where the resigning board member wishes to

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

have the resignation considered. Contain a timeframe as to when the resignation should be effective. The CEO shall forward a copy of the resignation letter to the Board President up on receipt. The Board shall take official action on the resignation received by the CEO at the next regular Board meeting.

SECTION III *Removal of a Member*

Should it be deemed necessary to remove a board member due to a violation, he/she, by recommendation to the Wrangell Borough Assembly, will be asked to be removed from his/her seat.

Comment [D21]: Because Board members are elected, the removal of a member must follow Borough procedure, once the recommendation has been made by the Board to the Borough Assembly.

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SECTION #IV *Resignation of Members Vacancies*

A vacancy on the board shall be reported to the Clerk of the City and Borough. A notice requesting letters of interest shall be posted for two weeks. Selection will be made by City and Borough Assembly. The selected person will serve until the next general election.

Comment [D22]: This is in accordance with Borough procedure (no changes are recommended from previous version of bylaws).

SECTION #V *Indemnification and Insurance*

Wrangell Medical Center shall indemnify and hold harmless any Board Member against the reasonable expense, including attorneys' fees, actually and necessarily incurred in connection with the defense of any action, or threatened action, in which such Board Member is made a party, or threatened to be made a party.

Indemnification shall likewise apply in any sums actually paid by way of settlement of any actual or threatened action, or in satisfaction of any judgment rendered against such Board Member. Indemnification, however, shall apply only when such Board Member acted in good faith for a purpose

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

which they reasonably believed to be in the best interests of Wrangell Medical Center. Indemnification should not apply when a judgment or other final adjudication adverse to the Board Member establishes that their acts were committed in bad faith or were the result of active and deliberate dishonesty, or that they personally gained a financial profit or other advantage to which they were legally entitled. Wrangell Medical Center is authorized to purchase insurance for indemnification of its Board Members to the maximum extent permitted by the laws of the State of Alaska.

**ARTICLE IV
OFFICERS AND THEIR ELECTION**

SECTION I *Officers*

The officers shall be President, Vice-President, Treasurer and Secretary.

SECTION II *Nomination and Election*

Nomination and election will be held at the October meeting each year. Nominations shall be made by Board Members with election to follow immediately. A majority vote of all members present shall be necessary to elect. Officers must be selected from among the Board members.

SECTION III *Officer Vacancies*

An officer resigning from their position shall submit a letter to the Board. The vacancy in office shall be filled by election at the next meeting.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

ARTICLE V

DUTIES OF ELECTED OFFICERS

SECTION I *President*

The president shall call and preside at all meetings of the board, and shall interest ~~their selves~~themselves in all affairs of the medical center.

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SECTION II *Vice-President*

The vice-president shall act as president in the absence of the president, and when so acting, have all the powers of the president.

SECTION III *Secretary*

The secretary shall provide for the keeping of minutes of all meetings of the Board, and if specifically requested, any or all Board Committees, and shall assure that such minutes are filed with the records of the Corporation. He or she shall give or cause to be given appropriate notices in accordance with these Bylaws or as required by law; shall act as custodian of all corporate records and reports and of the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Corporation; shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Chairperson or the Board.

SECTION IV *Treasurer*

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation and in general perform all duties incident to the office and such other duties as

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

may be assigned from time to time by the Chairperson or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers.

**ARTICLE VI
BOARD COMMITTEES**

SECTION I *Standing, Special or Ad Hoc Committees*

Except as otherwise provided in these Bylaws, the Chairperson shall appoint the chairperson and members of each standing and special committees. The chairperson may also appoint members of standing and special committees from outside the Board of Trustees with the concurrence of the Board. The standing committees are the Executive Committee, the Finance Committee, Strategic Planning Committee and the Quality Council. Special Committees, such as a Nominating Committee, may be established by the Chairperson, with the concurrence of the Board. Upon completion of the task for which created, a special committee shall stand discharged. There shall be a Medical Liaison Committee which shall not be a standing or special committee, but shall meet on an *ad hoc* basis. Minutes of all meetings of standing, special and *ad hoc* committees shall be made available to the Board.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

SECTION II *Finance Committee*

The Finance Committee consists of not less than three members, the Chairman, Treasurer and one other board member, and is responsible for general oversight of the financial affairs. The Committee will review, advise, and report to the Board of Trustees on the investment and management of the financial resources of the Corporation and shall review the annual budget and capital plans, fund managements procedures, and internal controls relating to the safeguard of financial assets. The Committee shall:

(1) act as financial advisor to the Board in all financial affairs of the Corporation, including the annual operating budget, which will include all anticipated income and expenses; (2) review the proposed scope of the annual audits of the Corporation by independent auditors and identify areas of particular concern to the Board; (3) review the independent auditors' reports on the financial statements at the conclusion of the audit of the Corporation; (4) review the independent auditors' "management letters" to the Corporation and management's responses thereto; (5) review the adequacy of accounting policies and of the Corporation's internal control structures; (6) review relationships between management and the independent auditors; (7) recommend the appointment of independent auditors to the Board of Trustees; and (8) review periodically the Corporation's conflicts of interest policies and oversee compliance therewith. The Committee shall meet at the call of the Committee Chairperson.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

SECTION III *Quality Committee*

The Quality Committee shall ~~be chaired by a member of the Board and shall~~ be comprised of the representatives of the Board, Administration, Medical Staff, Nursing and others, as determined by the Chairperson of the Board.

The ~~Council Board~~ shall oversee the quality improvement activities and priorities of the Hospital, and as part of its duties, shall receive reports from the Quality Committee as well as other appropriate committees and departments. The ~~Council Quality Committee~~ shall meet on a regular basis, ~~as determined by its Chairperson or the Board,~~ and shall report its findings and recommendations to the Board.

SECTION IV *General Committee Provisions*

A Trustee shall chair each of the standing Committees. Meetings may be called by the Chairperson, the Chairperson of the Committee, or a majority of the Committees voting members. Notice of meetings ~~may will~~ be given ~~at any time and in any manner reasonably designed~~ in accordance with the Open Meetings Act requirements, to inform the members of the time and place of the meeting. A majority of members of a Committee shall constitute a quorum for the transaction of business, and a vote of a majority of members present at the time of the vote, ~~is if~~ a quorum is present, shall constitute the act of the Committee. Committees shall keep minutes and report to the Board. Except as provided as to the Executive Committee, Committees shall be empowered only to make recommendations. Committees may hold joint meetings to discuss matters of common interest. In such meetings, a majority of the total members of the Joint Committee shall constitute a quorum.

WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS

ARTICLE VII

~~ADMINISTRATOR~~CEO

The Board shall select and employ one ~~administrator~~CEO, who shall serve at the pleasure of the board.

SECTION I *General Description*

The ~~administrator~~CEO is directed by this board to establish and direct all operations of the facility's activities, both internal and external.

The ~~administrator~~CEO coordinates these activities to ensure compliance with established standards; promotes public relations; and arranges, and obtains transfer and working agreements with other health facilities.

SECTION II *Duties*

Establishes policies pertaining to total patient care, personnel, medical staff, financial status, public relations, maintenance of building and grounds under broad directives from the board. Explains such policies to staff and other concerned parties. Reviews compliance with established policies by personnel and other medical staff. Periodically reviews policies and makes changes as found necessary.

Supervises preparation of policy and procedure manuals, by department heads, for all departments with annual review.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

Reviews compliance of the facility with national, state, and local standards and accreditation agencies.

Selects competent personnel to supervise activities of major departments.

Establishes departmental staffing patterns. Evaluates jobs, prepares job descriptions, establishes job classifications and sets wage and salary schedules with help of department heads. Meets with department heads at regular intervals and receives advice on matters pertaining to department operation and external relationships. Conducts inservice and supervisory training meetings through appointed inservice education employee. Reviews and frequently checks competence of work force. Seeks to maintain high employee morale and to maintain a professional, healthful atmosphere and environment in the facility.

Regularly checks financial status of the facility and maintains an efficient accounting system to meet the needs of the facility. Directs that forecast budgets be prepared and changes in fee schedules be made to insure coverage of cost of operations.

Represents the medical center in dealings with outside agencies, including governmental and third party payors or delegates a representative. Represents the facility at top level meetings, etc., and participates in such. Inspects physical structure and condition of the facility. Directs repairs and new construction programs at the request of the Board, guided by the financial status of the facility.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

Authorizes purchases of major equipment and supplies. Reports to the Governing Board as required.

SECTION III *Absence of Administrator/CEO*

1. In the absence of the administrator/CEO, the director of nursing, CFO, or another person appointed in advance by the administrator/CEO shall assume the duties of administrator/CEO.
2. The duties of the acting administrator/CEO shall be those duties ~~-delegated—~~ to her/him by the administrator/CEO.

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ARTICLE VIII

MEDICAL STAFF

Acting on the advice of the Medical Staff, the board shall appoint a medical staff composed of physicians, surgeons, osteopaths, and dentists, and shall see that they are organized in such a manner as to secure the best possible results.

In the professional care of the patients, the attending physician appointed to the medical staff shall have full authority, subject only to the policies approved by the medical staff and Wrangell Medical Center Board.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

In administrative matters, the medical staff, as an organized body, shall act in an advisory capacity, this function being carried on through the medical center Board.

In circumstances that involve the denial of initial appointment or reappointment to the Medical Staff, the current Medical Staff By-Laws, Article IX shall be followed and shall be binding on all parties as to the procedures for hearings and appeals.

**ARTICLE IX
MEETINGS AND QUORUMS**

SECTION I Quorum

Five members, attending in person, shall constitute a quorum for the transaction of all business of the board.

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SECTION II Regular Meetings

Regular meetings shall be held monthly on the third Wednesday and at such time and location as shall be decided by members after installation of officers.

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When possible, Board members are expected to be physically in attendance at board meetings. When Board members cannot attend physically, they are encouraged to attend meetings electronically. The expectation is that Board members will be present for most meetings.

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

The Board may declare a seat vacant when a Board member has three (3) consecutive unexcused absences or four (4) unexcused absences in a twelve (12) month period.

Comment [D23]: In accordance with state statute 29.20.170

All absences by Board members at regular meetings shall be recorded in the minutes of the meeting.

The President of the Board, with the concurrence of the Board, shall have authority to extend the absences of a Board member from attendance at a meeting for good and sufficient cause.

Board members shall make a reasonable attempt to inform, in advance of the meeting, the CEO or officer of the Board of their inability to attend.

~~Meetings shall be held in the medical center, or other places so designated by the board. Special meetings may be called by the president or by quorum. Board Members shall attend all meetings in person unless permission to attend by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time is granted. Participation by such means shall constitute presence in person at a meeting.~~

SECTION II — Members

~~Five members shall constitute a quorum for the transaction of all business of the board.~~

Comment [D24]: Moved to beginning of article IX and re-named 'Quorum'

SECTION III Other Meetings

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

Other meetings (special, emergency, executive & work sessions, or for the purpose of credentialing/privileging) may be called by the president or by quorum, in accordance with the State of Alaska's Open Meetings Act.

Removal from Board

~~Should it be deemed necessary to remove a board member, he/she, by recommendation to the City and Borough will be asked to be removed from his/her seat.~~

~~If removal of a Board member is deemed necessary and is approved by a majority vote of voting members, the removal recommendation shall be forwarded to the City and Borough of Wrangell for their consideration.~~

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Comment [D25]: Moved to Article III, section IV, 'Membership, Removal from Board' and in accordance with Borough Code.

SECTION IV ~~AUTHORITY ON PROCEDURE~~ *Authority on Procedure*

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Robert's Rules of Order, Revised, and Robert's Parliament Law shall apply on all questions of procedure and parliamentary law not specified in these bylaws.

ARTICLE X

AMENDMENTS AND ADDITIONS

These bylaws may be amended at any regular meeting of the board by a majority vote. The amendment shall have been submitted in writing and read at the previous regular meeting. Copies of the proposed changes shall be mailed to board members at least one week prior to any meeting at which it is to be put to a vote. Additional articles or sections voted by the

**WRANGELL MEDICAL CENTER
BOARD OF DIRECTORS' BYLAWS**

board must be included in these bylaws, providing they have been read at the previous regular meeting.

**ARTICLE XI
VOLUNTEER ORGANIZATION**

SECTION I

The governing board is authorized to designate a volunteer organization (auxiliary) for the Medical Center and to provide for its organization as an integral part of the Medical Center.

SECTION II

The designated organization may perform patient-related services with, or outside of the hospital; conduct fund-raising activities; conduct community service projects; enter into contracts as approved by the medical center administrator; and carry on other activities necessary to accomplish its purposes as approved by the board.

The above bylaws are adopted by Wrangell Medical Center.

Date: ~~August 19, 2010~~ August 21, 2013

~~Lynne Campbell~~ Larry (Woody) Wilson, President
~~Rea~~ Marla Sanger, C.E.O.

~~Noel~~