

**AMENDED AND RESTATED BYLAWS OF  
HIGH DESERT RURAL HEALTH CARE DISTRICT**

WHEREAS, the High Desert Rural Healthcare District (hereinafter the "District") was established by election on November 4, 2014 under the authority granted by Wyoming Statutes § 35-2-701 through 35-2-709, entitled Rural Health Care Districts, and under the Special District Elections Act of 1994, Wyoming Statutes § 22-29-101 through 601.

NOW THEREFORE, these amended and restated bylaws are duly authorized as of the date set forth below.

**ARTICLE I. NAME AND OPERATION OF THE DISTRICT**

The District has been formed according to the statutes of the State of Wyoming and shall be operated at all times according to the laws of the State of Wyoming. The name of the District shall be the "High Desert Rural Health Care District" also known as the "High Desert Rural Healthcare District". All references to the latter name shall be considered references to the "High Desert Rural Health Care District". Notwithstanding any provision of these bylaws to the contrary, any conflict between these bylaws and Wyoming statutes will be governed by said statutes.

**ARTICLE II. OFFICE**

The principal and the registered office of the District shall be located at 303 Tierney, Space #2, Wamsutter, Wyoming, unless changed by the Trustees as the affairs of the District may require.

**ARTICLE III. PURPOSE**

The primary purpose of the District is to provide financial support for operating and maintaining the Wamsutter Community Health Center in Wamsutter, providing health service support for Bairoil and financial support for the Emergency Medical Services/Ambulance Service, based in Wamsutter, Wyoming. From time to time, the District may provide, upon majority vote of the five qualified Trustees, financial support to other healthcare or health promotion related services and/or equipment for the residents, businesses and industries in the region, subject to availability of funds and the budgetary process.

**ARTICLE IV. TRUSTEES- POWERS, ELECTION, MEETINGS, QUORUM**

Section 1. General Powers. The affairs of the District shall be managed by its Board of Trustees. Pursuant to 35-2-703, as amended from time to time, the District through its governing board may:

- (i) Hold property and be a party to contracts;
- (ii) Sue and be sued;
- (iii) Acquire real and personal property and equipment for rural health care purposes by



- gift, devise, bequest or purchase;
- (iv) Enter into contracts for the acquisition by purchase or lease of real and personal property and equipment;
  - (v) Convey, lease and otherwise dispose of its property for rural health care purposes;
  - (vi) Establish sinking funds;
  - (vii) Issue bonds for the purchase of real property and improvements and equipment;
  - (viii) Make necessary rules and regulations for the proper operation of the district and shall file them with the county clerk;
  - (ix) Engage in activities authorized under W.S. 18-8-301 subject to specified requirements and conditions;
  - (x) Employ or otherwise contract with physicians and other health care providers to provide health care services in the district and any other persons necessary or desirable to effect the purposes of the district. As used in this paragraph "health care provider" means a person or facility licensed certified or otherwise authorized by the law of this state to provide health care in the ordinary course of business or practice of a profession.
  - (xi) Employ legal counsel and other professionals or consultants to assist them in carrying out the duties prescribed herein and by statute.

Section 2. Procedure for Trustee Election, Term. The District shall be managed and controlled by a board of five (5) Trustees who shall serve without compensation. Members of the initial board shall be elected at the formation election to serve until the first regular subsequent trustee/director election and until their successors are elected and qualified. The charter Trustees shall be elected to staggered terms so that three (3) members are elected for two (2) year terms, and two (2) for four (4) year terms. Thereafter, all trustees shall be elected for terms of four (4) years. Elections shall be conducted pursuant to W.S. 22-29-101 through 601, as amended from time to time. Trustees may serve more than one term of office. There shall be at all times non-voting, *ex officio* members of the Board including: (i) the contracted or employed medical provider(s) and (ii) a representative from the oil, gas and other minerals industry (the "Industry") in the District with a representative of BP America Inc. being the initial Industry representative, to serve for a year. Subsequent Industry representatives will be designated by the outgoing Industry representative from a pool of the corporate Industry in the District. If the outgoing Industry representative is unable or unwilling to designate a successor Industry *ex officio*, then a successor may be designated by a majority vote of the Trustees. A corporate representative may serve multiple terms.

Section 3. Qualification, Oath, Bond of Trustees. Any qualified elector or landowner living within the District boundaries may qualify as a candidate for and hold office as a Trustee. All Trustees, whether elected or appointed, shall within ten (10) days of election/appointment, take the oath of office as provided by W.S. 22-29-28. Each Trustee, prior to entering upon the duties of office, shall also execute and file with the Sweetwater County Clerk of his/her bond, with one (1) or more sureties, to be approved by the County Clerk, running to the state of Wyoming in the penal sum of five thousand dollars (\$5,000.00), conditioned for the faithful performance by the trustee of his/her official duties and the faithful accounting by him/her for all funds and property of the district that shall come into his/her possession or control during his/her term of office. The premium, if any, on any such bond shall be paid out of the funds of the district. Suit may be brought on a bond by any person, firm or corporation that has sustained loss or damage because



of a breach of that bond.

Section 4. Vacancy on the Board. A vacancy on the Board due to death, incapacity or resignation or for any reason, or by any event outlined in W.S. 22-29-20, shall be filled by appointment by a majority vote of the remaining Trustees of a replacement Trustee to serve on the Board until the expiration of the departing Trustee's term, preserving the staggered terms provided for in W.S.22-29-112. . However, if a vacancy exists in a majority of the offices of Trustee, or if a majority of the Trustees cannot agree on an appointment, then notice of the vacancy shall be given to the Sweetwater Board of County Commissioners by a remaining Trustee. The Board of County Commissioners shall fill any vacancies within thirty (30) days of being notified. If the Board of County Commissioners finds that a vacancy exists in a majority of offices of Trustee or that a majority of the Trustees cannot agree on an appointment, the Board of County Commission may fill the vacancy by acting on its own motion without notice

Section 5. Regular meetings. Regular meetings of the Board of Trustees shall be held throughout the year on a monthly basis, with the exact dates and times to be prescribed by the Board of Trustees in accordance with law. If any such date shall fall on a legal holiday, the meeting scheduled for that date shall be held at a date determined by the Board at a regular meeting prior to the legal holiday. The meetings shall be held at the principal office of the District, or at such other location in the State of Wyoming as ordered by the Board. Attendance by Trustees in person is preferable. However, Trustees may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with one another or through any technology allowable under law, but only to the extent allowed by consensus of the Board. Such participation in the meeting shall constitute presence in person at the meeting for quorum purposes. Trustees will be expected to attend all regular monthly meetings.

Section 6. Special meetings. Special meetings may be called by the President by giving notice of the meeting to each Trustee and to each newspaper of general circulation, radio or television station requesting the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at a special meeting. Any special meeting shall be held at the principal office of the District or at such place as shall otherwise be set out in the notice.

Section 7. Emergency Action of Trustees. The Board may hold an emergency meeting on matters of serious immediate concern to take temporary action without notice although reasonable effort shall be made to offer public notice. All action taken at an emergency meeting is of a temporary nature and in order to become permanent shall be reconsidered and acted upon at an open public meeting within forty-eight (48) hours.

Section 8. Notice of Meeting to Trustee. Attendance of a Trustee at any meeting shall constitute a waiver of notice of said meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the Trustee alleges the meeting is not lawfully called or convened.

Section 9. Quorum. The presence in person or via teleconference or other similar electronic



means of a majority of Trustees shall constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn. Whenever a quorum is present, a majority vote shall, except when a larger vote is required by law or by these bylaws, decide any question brought before such meeting.

Section 10. Conflicts of Interest. Trustees shall not accept gifts, favors or benefits that might tend in any way to influence them in performance of their duties as Trustee. No Trustee shall be directly interested financially in any contract, work done or property purchased by the District unless he/she has made full public disclosure and the Board has unanimously approved his/her financial interest.

It is the duty of each Trustee to disclose and avoid any actual or potential conflicts of interest and to comply with all applicable requirements of Wyoming law relating to conflicts of interest.

Section 1. Compensation. In accordance with W.S. 35-2-704, Trustees shall not receive compensation for their service as Trustee. With prior approval of the Board, Trustee(s) may be reimbursed for reasonable expenses incurred by Trustee(s) in carrying out the business of the District. Nothing herein contained shall be construed to preclude any Trustee from serving the District in any other capacity and receiving compensation therefor.

## ARTICLE V. OFFICERS

Section 1. The Officers. The officers of the Board of Trustees shall be a President, Secretary, and Treasurer and such other officers as may be elected in accordance with the provision of this article. The Board of Trustees may elect or appoint such other officers as it shall deem desirable. Such officers will have the authority and duties prescribed from time to time by the Board of Trustees.

Section 2. Election and Term of Office. The initial officers of the District shall be elected at the charter meeting of the Board after the formation election and as Trustees are qualified; then annually thereafter at a regular designated meeting of the Board no later than the regular November Board Meeting of each year. New offices may be created and filled in any meeting of the Board. Each officer shall hold office for a term of one year or until his successor has been duly elected and qualified. An officer may hold office for more than one term.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by a majority vote of the remaining Trustees whenever in its judgment the best interests of the district would be served thereby.

Section 4. Vacancies. A vacancy of any officer because of death, resignation, removal, or otherwise, shall be filled by a majority vote of the Trustees.

Section 5. President. The President shall be the principal executive officer of the District and shall generally supervise and control all of the day-to-day business and affairs of the District. He or she shall preside at all the meetings of the Board. He/she is to co-sign all checks with the Treasurer, and co-sign contracts with the Secretary, or other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be



expressly delegated by the Board or these Bylaws or statute, to some other officer of the District, and he/she shall generally perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings and executive sessions of the Board in one or more books provided for that purpose; co-sign contracts with the President; co-sign checks in the absence of the President or of the Treasurer, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be the custodian of the District records, perform such correspondence as required by W.S. 16-12-104 and as directed by the Board; keep a register of the post office address of each Trustee; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the District and co-sign all checks with the President. The Treasurer shall keep full and accurate accounts of the receipts and disbursements in books belonging to the District and shall deposit all moneys and other valuable effects in the name and to the credit of the District in such depositories as may be designated by the Board of Trustees. The Treasurer shall have and disburse the funds of the District as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees, at the regular meeting of the Board of Trustees, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the District. In the absence of the President, the Treasurer shall preside at regular meetings. If required by the Board, the Treasurer shall give additional bond, said bond being paid for by the District, in such amount as the Board may prescribe.

#### **ARTICLE VI. ADMINISTRATION OF FINANCES**

The Board of Trustees shall administer the finances of the District in accordance with W.S. 16-4-101 through 16-4-124. The fiscal year of the District shall be July 1 through June 30. The annual Budget submitted to the Sweetwater Board of County Commissioners each year must be approved by a majority vote of the Trustees.

#### **ARTICLE VII. DEPOSITS AND GIFTS**

Section 1. Deposits. All funds of the District received from fees, contracts, grants, donations or any other source shall be immediately deposited to the credit of the District in such qualified banks, trust companies, or other depositories the Board of Trustees may select.

Section 2. Gifts. The Board of Trustees may accept, on behalf of the District, any contributions, gifts, or bequests for the good of the District. Such contributions, gifts or bequests shall be sequestered and designated for such use as may be specified by the contributor. In the absence of such use of such contributions, gifts or bequests shall be at the direction of the Board.

#### **ARTICLE VIII. BOOKS, RECORDS AND AUDITS**



Section 1. Books and Records. The Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all Board of Trustees having any of the authority of the Board of Trustees as provided in W.S. 16-12-104. All books and records of the District may be inspected by any Trustee or the Trustee's attorney for any proper purpose. All such records and books shall be kept at the District's principal office. All non-confidential books and records of the District will be open to the public in accordance with the Wyoming Municipal Fiscal Procedures Act codified at W.S. 16-4-101 *et seq.*

Section 2. Audits. The Board shall cause to be made an annual audit of the financial affairs and transactions of all funds and activities of the District. The audit shall be conducted by an independent firm of certified public accountants. A special audit may be ordered by two-thirds of the Board of Trustees, but any special audit shall not operate in a manner so as to financially burden the District.

#### ARTICLE IX. INDEMNIFICATION

The District shall indemnify any Trustee, officer, or employee, or former Trustee, officer or employee of the District, against expenses actually and necessarily incurred by that person in connection with the expense or settlement of any action, suit or proceeding in which he is made party by reason of being or having been such Trustee, officer, or employee, except in relation to matters as to which that person shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of duty, and except that the District shall have the power to reimburse for the reasonable costs of settlement only if it shall be found by the Board of Trustees that it was in the interest of the District that such settlement be made and that such Trustee, officer or employee was not guilty or otherwise liable for negligence or legal misconduct of any kind.

#### ARTICLE X. AMENDMENT TO BYLAWS

These bylaws may be altered, amended or repealed or new bylaw adopted by a majority vote of the Board of Trustees at any regular or special meeting if (i) five qualified Trustees are in office and (ii) at least five days written notice is given of intention to alter, amend or repeal, or to adopt new bylaws at such meeting.

#### ARTICLE XI. DISSOLUTION

In the event the District is legally dissolved pursuant to Wyoming law, for any reason whatsoever, the assets of the District shall be distributed as required by said law.

These Amended and Restated Bylaws have been reviewed, approved and adopted by the Board of Trustees of the High Desert Rural Healthcare District on this 18th day of January, 2017.

  
Bobbie L. Amos    Sheri Lyon    Craig Staker    Emma D. Waldner