

Memorandum of Agreement

Having been appointed to the **GRIFFIN-SPALDING COUNTY HOSPITAL AUTHORITY** ("Hospital Authority"), and given the nature of that responsibility to the community, the following policy was adopted by the Hospital Authority at its _____, 2012 meeting regarding attendance of board members.

Given the responsibility to the community that Members of the Hospital Authority possess, the Hospital Authority will consider a Member to have resigned his or her office if the Member misses three consecutive meetings or misses three meetings in a six month time period and the Hospital Authority will contact either the Spalding County or the City of Griffin Commission to ask for a new appointee to fill the unexpired term of office, as provided by law. The Hospital Authority will consider not accepting an automatic resignation if extenuating medical reasons are the cause of a Member's failure to meet the attendance requirements.

Having been appointed as a member of the Hospital Authority, I agree to adhere to the policy that was adopted by the Hospital Authority on _____ regarding attendance.

I understand that my involvement as a board member of the Hospital Authority requires that I miss no more than three consecutive meetings or three meetings in a six-month time-period. Should I miss more than the maximum allowed meetings, the Hospital Authority will consider me to have resigned and the Hospital Authority shall contact the Spalding County or City of Griffin Board of Commissioners and request a new appointee to fill my unexpired term of office.

Board Member of **GRIFFIN-SPALDING COUNTY HOSPITAL AUTHORITY**

Date: _____

BYLAWS
OF
GRIFFIN-SPALDING COUNTY HOSPITAL AUTHORITY
A Public Body Corporate Doing Business As
GRIFFIN-SPALDING COUNTY HEALTH CARE COMMISSION
(Revised February 25, 2008)

PREAMBLE

The Griffin-Spalding County Hospital Authority (hereinafter called "Authority") is a nonprofit corporation created pursuant to the Hospital Authority Act of the State of Georgia. It is established to 1) monitor compliance by Tenet HealthSystem Medical, Inc. (formerly known as American Medical International, Inc.) at Tenet HealthSystem Spalding, Inc. (formerly known as AMISUB (McIntosh Trail Regional Medical Center), Inc.) of their obligations under the agreement entered into and effective as of October 1, 1996; 2) support, at its discretion, any plan or project related to providing health or medical service to residents of Spalding County, Georgia; and 3) pursue, at its discretion, any other purpose permitted by the laws of the State of Georgia.

ARTICLE I

Composition

Section 1. Membership. The Authority shall consist of eight (8) members selected in accordance with the ordinance of the City of Griffin and the Resolution of the County of Spalding, both dated January 8, 1945, which activated the Authority as a body corporate under the laws of Georgia. No person shall be a Member who is disqualified by reason of applicable federal or state law, or public policy of the State of Georgia.

Section 2. Term. The regular term of office for each member shall be four years. A member shall serve after the expiration of such term until a successor has been appointed.

Section 3. Vacancies. In the event of a vacancy, the remaining members shall continue to act until the vacancy is filled by the Board of Commissioners of the City of Griffin or the Board of Commissioners, of Spalding County, Georgia, as provided by law.

Section 4. Indemnification. (a) The Authority shall have the power to indemnify any member, officer or employee against all expenses (including without limitation attorneys' fees, judgements, fines and amounts paid in settlement) actually and reasonably incurred in connection with any claim, action, suit or proceeding providing such individual acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Authority and had no reasonable cause to believe his or her conduct unlawful. Such indemnification shall be authorized in each specific case upon a determination of individual qualification by the Authority. Such determination shall be made by a majority vote of a quorum composed of those members who were not parties to the claim, action, suit or proceeding in question or, failing such quorum, by independent legal counsel in a written opinion. This indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to any person who has ceased to be a member, officer or employee of the Authority. Once authorized, indemnification shall inure to the benefit of heirs, executors, and administrators of such person. Where other provision grants broader rights of indemnification than these bylaws, said other provision shall control.

(b) The Authority shall also have the power to purchase and maintain insurance on behalf of any person who is or was a member, officer, or employee of the Authority against any liability asserted, against him or her arising out of his or her status whether or not the Authority would have the power to indemnify him or her against such liability.

Section 5. Conflict of Interest. No member shall vote on any matter in which he or she has a conflict of interest with the Authority. If any matter should come before the Authority or any of its committees which could give rise to a potential conflict of interest, the affected member shall make known the potential conflict and withdraw from the discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to vote, the affected member shall abstain.

Section 6. Trade Name. The Authority shall be authorized to do business under the trade name **Griffin Spalding Health Care Commission**.

ARTICLE II

Meetings

Section 1. Regular Meetings. The Authority shall hold a regular monthly meeting on the fourth Monday of each month at such time as may be established by resolution of the Authority, at any suitable location as determined by the Chairman. All matters pertaining to the affairs of the Authority shall be given attention and appropriate action taken. In the event there is no matter requiring immediate attention or action by the Authority, the members may cancel or change the date of any regular meeting provided the Authority shall meet at least once during every calendar quarter. Individual members may inquire into Authority activities at any time, and may report their findings to the Authority.

_____ **Section 2. Special Meetings.** Special Meetings of the Authority may be called by the Chairman, or at the written request of four (4) members addressed to the Chairman stating the purpose of the meeting. Notice of the business to be transacted shall be set forth in the call of the meeting and no other business shall be transacted unless all members are present and give their unanimous consent. Notice of special meetings shall be given in the same manner as prescribed for notice of regular meetings.

_____ **Section 3. Notice of Meetings.** The Chairman or Secretary shall provide two days written notice of regular meetings held at the scheduled time and place. The Chairman or Secretary shall notify all members of any special called meeting by mail, facsimile (with a confirmation of receipt by the receiving facsimile machine), or orally. Oral notification may be given by telephone. Certification by the Chairman or Secretary that he or she orally notified a member as required hereunder shall be proof of such notification. Notice of special meetings shall be given at least twenty-four hours in advance of the meeting. When emergency circumstances occur, and are so declared by the Authority (by so noting in the minutes of such meeting), the Authority may hold an emergency special meeting with less than twenty-four hours notice, by giving such notice as is reasonable under the circumstances.

Each member shall advise the Secretary/Treasurer of his or her correct address, telephone number, and/or facsimile number to which notices should be delivered. Notices shall advise each member of the time and place of the meeting and shall be timely delivered to the member's address, facsimile number, or telephone number of record.

_____ **Section 4. Quorum.** Five (5) or more members shall constitute a quorum for the transaction of business, and the act of the majority of the quorum shall constitute the action of the Authority unless a greater majority is required by applicable laws of the State of Georgia or by other sections of these Bylaws.

_____ **Section 5. Minutes.** The Secretary/Treasurer shall keep minutes of the proceedings of each Authority meeting, presenting them for approval at the next regular Authority meeting.

ARTICLE III

Officers

Section 1. Officers. Officers of the Authority shall be the Chairman, Vice-Chairman, Secretary and Treasurer. The Chairman, Vice-Chairman and Treasurer shall be members of the Authority. The Secretary may, but need not be a member. The Authority may create other officers and prescribe appropriate duties.

_____ **Section 2. Election and Term.** All officers shall be elected by the members at the first regular meeting of each calendar year and shall serve until the first regular meeting of the following year. A vacancy in an office shall be filled for the unexpired term by vote of the membership.

Section 3. Chairman. The Chairman shall preside at all meetings, appoint all Committees subject to approval of the Authority, and shall be an Ex-Officio member of each Committee. He or she shall direct the affairs of the Authority, perform other duties as directed by the Authority, and shall execute all contracts, documents and written instruments in the name of the Authority.

Section 4. Vice-Chairman. The Vice-Chairman shall act as Chairman in the absence of the Chairman and when so acting shall have all the power and authority of the Chairman.

Section 5. Secretary. The Secretary shall attend all Authority meetings, record all votes, and prepare and record the minutes of all proceedings. He or she shall perform like duties, as requested, for any Committees created by these Bylaws, shall give notice of all Authority meetings, and shall affix the corporate seal and attest to any instrument or document executed by the Authority.

Section 6. Treasurer. (a) The Treasurer shall be responsible for all Authority funds and investments and shall keep (or cause to be kept) full and accurate accounts of receipts and disbursements of the Authority and shall deposit all monies and other valuables in the name and to the credit of the Authority into depositories designated by the Authority.

(b) The Treasurer shall disburse the funds of the Authority as ordered by the Authority, and prepare (or cause to be prepared) financial statements each month or at such other intervals as the Authority shall direct.

(c) If required by the Authority, the Treasurer shall give the Authority a bond (in such form, in such sum, and with such surety or sureties as may be satisfactory to the Authority) for the faithful performance of the duties of his or her office and for the restoration to the Authority, in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Authority.

(d) The Treasurer shall perform such other duties and have such other Authority and powers as the Authority may from time to time prescribe.

(e) All checks issued by the Authority shall be signed by two of the following officers: the Chairman, Vice Chairman, or Treasurer.

Section 7. Vacancies in Office. In the event of a vacancy in the office of Chairman, the Vice-Chairman shall assume the duties of the Chairman for the remainder of the unexpired term, and the Treasurer shall assume the duties of the Vice Chairman. In the event of another vacancy in the office of Chairman or Vice-Chairman during such term, the Chairman of the Long Term Grants Committee and then the Chairman of the Annual Grants Committee shall assume the offices of Vice-Chairman and Chairman, as required by the circumstances. Any committee chairman who is required to assume the office of Chairman or Vice-Chairman for the remainder of an unexpired term shall continue to serve as such committee chairman during that period.

_____ **Section 8. Delegation of Powers.** The Authority may delegate any of its powers or duties to any member or officer.

ARTICLE IV

Committees

_____ **Section 1. Standing Committees.** The following shall be standing committees of the Authority:

- Finance and Investments
- Non-sectarian Grants
- Sectarian Grants
- Personnel
- Executive

_____ **Section 2. Appointment of Committee Members and Creation of Ad Hoc Committees.** Members of all standing committees shall be appointed at the meeting at which the Chairman is elected or the first meeting following such meeting . The Chairman of the Authority shall name all standing committee members, subject to approval by the Authority Members. The Chairman, with the approval of the Members, may establish additional committees as he or she deems appropriate.

_____ **Section 3. Finance and Investments Committee.** The Finance and Investments Committee shall be composed of the Treasurer and three other members appointed as provided in Section 2 of this article. The Treasurer shall be the Chairman of the Committee. This Committee shall be responsible for making recommendations concerning the management and investment of all Authority funds and shall supervise the financial affairs of the Authority. In this regard the committee shall examine all financial reports, review financial records including accounting systems and procedures, and shall report its findings and recommendations to the Authority at least annually. This committee shall also arrange for an independent audit of Authority funds at the conclusion of each fiscal year.

_____ **Section 4. Non-sectarian Grants Committee.** This Committee shall be composed of four members appointed as provided in Section 2 of this article. This Committee shall be responsible for reviewing grant requests for grants to non-sectarian organizations and recommend to the full Authority whether such grant requests should be approved or declined. This Committee shall oversee the research, planning, and evaluation activities required to make decisions relative to grants to non-sectarian organizations.

_____ **Section 5. Sectarian Grants Committee.** This Committee shall be composed of four members appointed as provided in Section 2 of this article. The Chairman of the Authority shall appoint the Chairman of the Committee. This Committee shall consider all requests for grants extending to sectarian organizations and shall make recommendations to the full Authority with regard to awarding or declining such grant requests. This Committee shall oversee the research,

planning, and evaluation activities required to make decisions relative to grants to sectarian organizations.

Section 6. Personnel Committee. This Committee shall be composed of four members appointed as provided in Section 2 of this article. The Chairman of the Authority shall appoint the Chairman of the Committee. This Committee shall recommend personnel policies and procedures to the full Authority, including the establishment or revision of general salary and benefit guidelines for Authority employees. This Committee shall perform such duties as directed by the full Authority with regard to locating appropriate employees for the Authority.

Section 7. Executive Committee. The Executive Committee shall be composed of the Chairman, Vice-Chairman, and one other member of the Authority appointed by the Chairman. Two voting members of the Executive Committee shall constitute a quorum for the transaction of committee business. The Executive Committee shall only transact Authority business requiring immediate and emergency action during the interim between regular meetings.

Section 8. Citizens Advisory Board. The Citizens Advisory Board shall consist of at least two non-Authority members appointed by the Chairman of the Authority who shall request recommendations from the following constituencies of the Authority:

Spalding County Health Department
the Faith Community
the Business Community
Spalding Regional Hospital
Griffin-Spalding County School System
Non-Profit Organization Community
Department of Family and Children's Services
Griffin Technical Institute
City and County Law Enforcement
the Community at large

Members the Citizens Advisory Board will participate with the Non-Sectarian Grants Committee and the Sectarian Grants Committee in considering grant requests.

Section 9. Emergency Grants. An "Emergency Grant" shall be one requested by an applicant to deal with a situation or occurrence of a serious nature, developing suddenly and unexpectedly during a normal grant cycle, demanding immediate action that cannot wait until the next normal annual grant cycle. Recommendations for making Emergency Grants shall originate in the Non-Sectarian Grants Committee or Sectarian Grants Committee, as appropriate. The committee considering an Emergency Grant request may, but need not, seek input from the Citizens Advisory Board in considering such request.

ARTICLE V

Provisions of General Application

Section 1. Administration. The Authority may employ an Executive Director to manage its day-to-day affairs who shall be responsible to the members for the proper performance of his or her duties.

This Executive Director shall maintain the Authority's financial and business records and make routine decisions regarding these matters, initiate appropriate actions for proper conclusion, and advise Authority members of their general nature and disposition. For non-routine matters including policy decisions and expenditures above specified amounts, he or she shall prepare relevant background information for the Authority's proper consideration and then carry out the Authority's directives

Specific responsibilities of the Executive Director shall include but shall not be limited to:

1. Establishing administrative practices for the receipt, consideration and disposition of general Authority business including the maintenance of all reports and records;
2. Receiving information and initiate actions on routine Authority matters;
3. Raising and providing background information regarding any issue which, in his or her judgment, properly requires consideration of and/or action by the Authority;
4. Providing all members with relevant materials for all matters requiring Authority consideration and disposition;
5. Attending regularly all Authority meetings including closed session and committee meetings;
6. Carrying out and assuring timely completion of Authority directives regarding policy and/or non-routine matters;
7. Coordinating the Authority's directives with any specialized counselors including but not limited to financial, legal, medical, etc.; and
8. Maintaining or supervising the accounting and bookkeeping functions of the Authority under the supervision of the Treasurer.

Section 2. Fiscal Year. The fiscal year of the Authority shall begin on January 1 of each year and shall extend through December 31.

Section 3. Notice to Members. Whenever notice is required to be given to any member, it shall not be construed to mean personal service, but may be given in writing by mail or by any

other suitable conveyance.

Section 4. Construction. These Bylaws are established pursuant to authority of the Hospital Authorities Law of Georgia, as amended, and also to an activating ordinance of the City of Griffin, Georgia, and a Resolution of the County of Spalding, both dated January 8, 1945, and jointly adopted. These Bylaws are construed to be in harmony with said ordinance and resolution and nothing contained in these Bylaws shall be construed to be restrictive of any powers now or hereafter granted by law to the Authority.

Section 5. Partial Invalidity. The invalidity of any portion hereof, or the whole in any circumstance, shall not invalidate any other portion or the whole in any other circumstance.

Section 6. Amendments. These Bylaws may be amended at any meeting of the Authority by majority vote of the full membership, provided that the notice of such meeting shall fully describe the proposed amendment(s).

As amended February 25, 2008, to revise Article IV, by deleting former Section 7, renumbering the sections in Article IV, amending Section 8 (formerly Section 10), and adding Section 9.

GRIFFIN-SPALDING COUNTY
HOSPITAL AUTHORITY

By: _____
Bonnie Pfrogner, Chairman

ATTEST: _____
Yvonne M. Langford, Secretary

[Authority Seal]