

HOSPITAL AUTHORITY OF VALDOSTA AND LOWNDES COUNTY, GEORGIA

BYLAWS

APPROVED: MAY 20, 1991
AMENDED: SEPTEMBER 21, 1992
AMENDED: SEPTEMBER 19, 1994
AMENDED: NOVEMBER 21, 1994
AMENDED: MARCH 20, 1995
AMENDED: FEBRUARY 17, 1997
AMENDED: JANUARY 26, 1998
AMENDED: FEBRUARY 19, 2001
AMENDED: MAY 16, 2001
AMENDED: SEPTEMBER 17, 2001 (Articles I-V)
AMENDED: JANUARY 29, 2005 (Article VI)
AMENDED: JUNE 20, 2007 (Article IV, Sections 3 & 7)
AMENDED: JULY 20, 2011 (Article VI, Sections 1, 11 & 12)
AMENDED: JULY 29, 2011 (Article VI, Sections 11 & 12)
AMENDED: AUGUST 17, 2011 (Article VI, Section 12)
AMENDED: AUGUST 31, 2011 (Article VI, Section 1 & Section 12 amended with n., o., & p. added)
AMENDED: FEBRUARY 20, 2013 (Article VI, Section 1 & Section 12) (*Effective March 1, 2013*)
AMENDED: AUGUST 21, 2013 (Article VI, Section 1)
AMENDED: OCTOBER 21, 2020 (Article IV, Section 9)
AMENDED: APRIL 21, 2021

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BYLAWS
HOSPITAL AUTHORITY OF VALDOSTA AND
LOWNDES COUNTY, GEORGIA

Article I

Governing Body

Section 1. Purpose

The Hospital Authority of Valdosta and Lowndes County, Georgia was created in accordance with the provisions of the Hospital Authority Law, Number 336, (Georgia Law, March 1941), to assume the responsibility of serving the health needs of the citizens of the City of Valdosta, Lowndes County, the State of Georgia, and other surrounding areas.

The Hospital Authority of Valdosta and Lowndes County, Georgia shall govern the operations of South Georgia Medical Center, hereafter sometimes referred to as the “Medical Center”, and the additional hospital projects owned and operated by the Hospital Authority of Valdosta and Lowndes County, Georgia (collectively with the “Medical Center” referred to herein as Hospitals”) for the following general purposes:

- a. To provide person-centered quality care to each sick or injured patient.
- b. To promote healthful living and preventive medicine for the public.
- c. To provide optimum care at a reasonable price.
- d. To achieve and maintain, through recruitment and training, an excellent staff of competent and caring persons.
- e. To encourage a creative partnership within the hospital community with mutual respect for the role of the Public, Administration, Medical Staff, Nursing Staff, and each individual employee involved in the provision of health care services.
- f. To improve healthcare in Lowndes County and the surrounding areas. The Hospitals shall accept any patient without regard to race, creed, color, or national origin.

Section 2. Members

The Governing Body of the Hospital Authority of Valdosta and Lowndes County, Georgia shall consist of a Board of Trustees which shall be composed of eight (8) Hospital Authority members selected in accordance with the resolution of the Mayor and Council of the city of Valdosta, Georgia, and concurred on by the Lowndes County, State of Georgia, Board of Commissioners of Roads and Revenues dated December 24, 1947; and, the joint resolution adopted whereby the aforesaid resolution was amended on the 3rd day of October, 1972; and the order of the Superior Court of Lowndes County, Georgia of September 16, 1992. Four members shall be appointed by the Mayor and Council of the City of Valdosta, four members by the Lowndes County Board of Commissioners. Residency requirements for Hospital Authority members shall be governed by Georgia Law. Hospital Authority members shall be recognized community leaders and shall be representative of the citizenry.

Section 3. Conflict of Interest and Disclosures

- a. Definitions. For purposes of this Section 3, the following definitions shall apply:
 - (1) "Family" means spouse, child or sibling.
 - (2) "Financial Interest" means the direct or indirect ownership of any assets or stock of any business.
 - (3) "Substantial Interest" means the direct or indirect ownership of more than twenty-five percent (25%) of the assets or stock of any business.
 - (4) "Transacts business" or "Transact any business" or "Transaction" means any sale or lease of any personal property, real property, or services on behalf of oneself or on behalf of any third party as an agent, broker, dealer or representative.
- b. Required Disclosures. Upon his/her selection as a Trustee and at least annually thereafter, each Trustee shall disclose the following interests and relationships:

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- (1) Any Financial Interest held by the Trustee or the Trustee's Family, or held by an entity in which the Trustee or the Trustee's Family owns a Financial Interest, in any health care provider, any managed care provider or network, or any entity which sells products or services to the Authority.
- (2) Any position held by the Trustee or the Trustee's Family as an officer, director, or employee of a hospital, hospital holding company, other health care provide, or managed care network; and
- (3) Any contract which exists between the Trustee or the Trustee's Family, or any entity in which the Trustee or Trustee's Family owns a Financial Interest, and the Authority, including but not limited to supply contracts, service contracts and leases.

c. Conflict of Interest

- (1) Except as otherwise provided in this Section 3, no Trustee or the President and Chief Executive Officer of Authority shall for such person or for any entity in which such person or such person's Family has a Substantial Interest, Transact any business with the Authority.
- (2) The prohibition of Section 3 c. (1) above shall not apply to:
 - (a) Any relationship whereunder a person licensed under Title 43 of the *Official Code of Georgia Annotated* provides any services to the Authority or its medical facilities.
 - (b) Any officer or employee of a trust company or bank which has been selected to be the depository of the funds of the Authority; or

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- (c) Any Transaction by a Trustee or a Trustee's Family where the amount of all Transactions between the parties is One Thousand Dollars (\$1,000.00) or less in any one year.

d. Approval of Transactions

- (1) Transactions described in Section 3 b. (1) - (3) above in which a Trustee has a Financial Interest or relationship which does not constitute a Substantial Interest may be approved if, at the time of such approval:
 - (a) The material facts of the Transaction and the Trustee's Financial Interest are disclosed or known to the Authority;
 - (b) The interested Trustee is absent from any portion of a meeting which discusses or votes upon said Transaction; and
 - (c) The Trustees approving the Transaction in good faith reasonably believe that the Transaction is fair to the Authority.
- (2) Notwithstanding Section 3 c. (1), a Transaction in which any Trustee has a Substantial Interest may be approved if:
 - (a) The Transaction was submitted to a competitive process for requests for proposals, which includes but is not limited to consideration of all submitted proposals for price, quality, and appropriateness; and
 - (b) Notice of the Transaction was published in the official county organ not less than two weeks prior to the approval of the Authority;
 - (c) Opportunity for public comment concerning the proposed Transaction was provided at a meeting of the Authority;

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- (d) At the time of approval, the Trustees approving the Transaction in good faith reasonably believe that the Transaction is fair and is in the best interest of the Authority; and
 - (e) The interested Trustee is absent from any portion of a meeting which discusses or votes upon said Transaction.
- (3) For purposes of this Section 3, a Transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Trustees present and voting who have no Financial Interest in the Transaction. A majority, but not less than two, of all the non-interested Trustees present and voting constitutes a quorum for purposes of action that complies with the Section 3.
- e. Sanctions. For any actions taken by any Trustee which constitute a knowing violation of the requirements of this Section 3, such Trustee so knowingly violating these requirements shall be subject to a reprimand upon the vote of at least five (5) of the remaining seven (7) Trustees, or referral to the appointing authority for removal proceedings in accordance with Section 7 of these Bylaws.

Section 4. Indemnification

In the event a judgment is entered against any Trustee for acts arising out of, or instant to a Trustee's role as a Trustee, the Authority shall indemnify and hold the Trustee harmless from such judgment and from all legal costs in defending the suit resulting in the judgment. However, this indemnification provision shall not apply to a judgment arising out of gross negligence or intentional misconduct.

Section 5. Performance

The Authority, in an attempt to assure the effectiveness of its performance and upon the recommendation of accrediting agency applicable to the Hospitals, conducts an annual self-appraisal. The results of the appraisal are utilized to identify areas for constructive change; to ensure that Trustee responsibilities are met; and to serve as a basis for strategic planning.

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In addition, the Authority provides that an annual external audit of Hospital's financial performances is conducted. The audit firm selected by the Finance Committee shall be requested to provide a written report of business activities of the Authority and administration, with accompanying recommendations for any changes in policies and procedures.

Section 6. Oath

Each Trustee, upon appointment to the Authority, shall take, in the presence of an officer authorized to administer the same, the following oath:

I, _____, citizen of _____
_____ County, Georgia, do
solemnly swear that I will, to the best of my
ability, without favor or affection to any
person and without any unauthorized
financial gain or compensation to myself,
faithfully and fairly discharge all of the duties
and responsibilities that devolve upon me as a
Trustee of the Hospital Authority of Valdosta
and Lowndes County, Georgia, during the
term of my service as such Trustee.

Section 7. Removal of Trustee

Each Trustee shall be subject to removal for failure to perform the duties of his/her office or for unbecoming conduct, but only by the governing body of the entity which appointed said member. The question of removal of a Trustee may be referred to the appointing body only upon the affirmative vote of six (6) members of the Board of Trustees,

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excluding the member whose actions are under consideration. Upon referral to the appointing body for consideration of a Trustee's failure to perform the duties of the office or for a review of a Trustee's unbecoming conduct, the appointing body shall have the authority, after appropriate notice and hearing, to reprimand the Trustee, to temporarily suspend the Trustee or to permanently remove the Trustee and declare that a vacancy exists in that Trustee's position. Any vacancy shall be filled in accordance with Section 10, below. If the appointing body finds no grounds for sanctions, the Trustee shall be returned as a member of the Board of Trustees of the Authority. Any consideration of a Trustee's failure to perform the duties of the office or for unbecoming conduct may only be initiated by another member of the Board of Trustees of the Hospital Authority.

Section 8. Powers

Except as otherwise provided in the Bylaws, the Board of Trustees shall have all of the powers and authority conferred upon members generally under the Hospital Authorities Law, O.C.G.A. Section 31-7-70, et seq., as adopted and enacted by the General Assembly of the State of Georgia at the 1941 Session; and as subsequently amended; including the sole power to adopt, amend, or repeal the Bylaws, and approve any merger, consolidation, liquidation, or sale or mortgage of substantially all of the assets.

Section 9. Terms of Members

The regular term of office of the members of the Hospital Authority of Valdosta and Lowndes County, Georgia shall be for a period of five (5) years as set forth in accordance with the resolution creating said Authority on December 24, 1947.

Section 10. Vacancies

Any vacancies occurring on the Hospital Authority of Valdosta and Lowndes County shall be filled in strict compliance with the following procedure:

- a. When a vacancy occurs as result of resignation, death or disability, at its next regular meeting following the vacancy occurring, the Hospital Authority shall notify the appropriate governing authority of the vacancy, and simultaneously therewith submit three (3) names from which the governing authority, at its next regular meeting, will select one (1) to fill said vacancy and duly notify the appointee and the Hospital Authority.

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- b. When a vacancy is about to occur as the result of the expiration of a member's term, at its regular meeting at least thirty (30) days prior to the occurrence of said vacancy, the Hospital Authority shall notify the appropriate governing authority of the vacancy, and simultaneously therewith submit three (3) names from which the governing authority at its next regular meeting shall select one (1) of the three (3) to fill said vacancy and duly notify the appointee and the Hospital Authority.
- c. Whenever a vacancy occurs under subparagraph a. above or is about to occur under subparagraph b. above, the Chairman of the Authority shall appoint a special committee consisting of not less than three (3) members of the Board of Trustees to provide a list of at least three (3) names to the full Authority for submission to the appropriate governing authority. No member whose term is expiring pursuant to subparagraph b. above shall be eligible to serve on this special committee. When the vacancy is about to occur under subparagraph b. above, the Chairman shall appoint the special committee at least ninety (90) days prior to the expiration of the term.

Section 11. Orientation for New Trustees

The President and Chief Executive Officer of the Authority will take each new Trustee for an in-depth tour throughout the entire campus. The President and Chief Executive Officer of the Authority will provide each new Trustee with a copy of the Authority Bylaws and the Medical Staff Bylaws.

After the new Trustee has read the Bylaws, the President and Chief Executive Officer of the Authority will meet with the Trustee, along with other members of the management team as the President and Chief Executive Officer deems necessary, to review the legal responsibilities of the Authority, the relationship among the Authority, the Medical Staff and the administration. This review will include those responsibilities delegated by the Authority to the medical staff, such as credentialing, Peer Review, Performance Improvement, and those responsibilities delegated to administration as outlined in these Bylaws.

The President and Chief Executive Officer of the Authority will provide each new Trustee with a copy of the Performance Improvement/Patient Safety Plan and explain the responsibilities of the Authority as it relates to the performance, improvement and risk management of Hospitals.

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The President and Chief Executive Officer of the Authority will outline existing committees of the Authority and explain the responsibilities and functions of each.

The President and Chief Executive Officer of the Authority will supply the Minutes of the Authority meetings and all Authority committee meetings for the past twelve (12) months.

Any specific questions or concerns expressed by each Trustee will be addressed by the President and Chief Executive Officer.

Section 12. Compensation

The Trustees shall receive no compensation for their services, either as Trustees or as employees of the Authority, but may be reimbursed for their actual expenses incurred in the performance of their duties or, in the alternative, the Trustees may elect to be reimbursed for such expenses on a per diem basis in an amount not to exceed One Hundred Dollars (\$100.00) per meeting and the total amount not to exceed \$500.00 annually.

Section 13. Performance Improvement

The Authority shall establish, maintain, support and exercise oversight of ongoing Performance Improvement that includes planning, implementation and evaluation mechanisms to assess, preserve and improve the overall quality and efficiency of patient care and patient safety in the Hospitals.

The Authority delegates to the Administration and holds it accountable for providing the administrative assistance reasonably necessary to support and facilitate the implementation and ongoing operation of Performance Improvement as it concerns non-- medical, professional personnel, technical staffs, and patient care units, and for analyzing information and prioritizing actions involving technical, administrative and support services in hospital policy. It also requires the administration to keep it apprised of risk management, patient safety and competency of the staff and to provide recommendations for the safe environment and functioning of the hospital environment.

The Authority delegates to the Medical Staff, and holds it accountable for conducting specific activities that contribute to the preservation and improvement of the quality and efficiency of patient care provided at Hospitals. These activities include: the systematic evaluation of practitioner performance against the explicit, predetermined

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criteria; the ongoing monitoring of the organizational and patient care functions as identified in the Hospitals' Performance Improvement/Patient Safety Plan; the review of utilization of Hospitals' resources to provide for their proper and timely allocation to patients' needs; the definition of clinical privileges which may be appropriately granted within Hospitals and within each department (or service), delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability in judgment, and participation in assigning patient care responsibilities to other health care professionals consistent with individual qualifications and demonstrated ability; and the management of clinical affairs, including enforcement of clinical policies, consultation requirements, initiation of disciplinary actions, proctoring requirements and for the exercise of newly acquired clinical privileges and like clinically- oriented activities; and such other measures as the Authority may, after considering the advice of the Medical Staff, and other professional services, and the Hospitals administration, deem necessary for the preservation and improvement of the quality and efficiency of patient care and patient safety.

A report of the Performance Improvement activities shall be reviewed at least on a quarterly basis.

ARTICLE II

Meetings

Section 1. Regular Meetings

The Hospital Authority shall hold regular meetings at South Georgia Medical Center or an alternate location on the third Wednesday of each month. Another date during the month may be substituted for the regular meeting by a vote of the majority of membership of the Authority. A work session may be held one hour prior to the regularly scheduled meeting.

Section 2. Special Meetings

Special meetings of the Authority may be called by the Chairman of the Authority or shall be called at the written request of four (4) Trustees. A Special Meeting may be provided the written or electronic notice shall be given at least 24 hours in advance of the meeting to the legal organ in which notices of sheriff's sales are published in Lowndes County where regular meetings are held or at the option of the Hospital Authority to a newspaper having a general circulation in such county at least equal to that of the legal organ; provided, however, that, in the event the legal organ is published less often than four times weekly, sufficient notice shall

be the posting of a written notice for at least 24 hours at the place of regular meetings and, upon written request from any local broadcast or print media outlet whose place of business and physical facilities are located in the county, notice by telephone, facsimile, or e-mail to that requesting media outlet at least 24 hours in advance of the Special called meeting. Upon written request from any local broadcast or print media outlet, a copy of the meeting's agenda shall be provided by facsimile, e-mail, or mail through a self-addressed, stamped envelope provided by the requestor.

Section 3. Emergency Meetings

When special circumstances occur and are so declared by the Hospital Authority, that the Hospital Authority may hold a meeting with less than 24 hours' notice upon giving such notice of the meeting and subjects expected to be considered at the meeting as is reasonable under the circumstances, including notice to the county legal organ or a newspaper having a general circulation in the county at least equal to that of the legal organ, in which event the reason for holding the meeting within 24 hours and the nature of the notice shall be recorded in the minutes. Such reasonable notice shall also include, upon written request within the previous calendar year from any local broadcast or print media outlet whose place of business and physical facilities are located in the county, notice by telephone, facsimile, or e-mail to that requesting media outlet.

Section 4. Attendance

All members of the Hospital Authority are expected to attend at least two-thirds (2/3) of all regular meetings of the Authority, unless excused by the Chairman and/or the Executive Committee. Members of the Board of Trustees, or Trustee members of any committee designated by the Board, shall participate in any meeting of the Board of Trustees or committee by attending in person unless one of the following exceptions applies:

- (1) under circumstances necessitated by emergency conditions involving public safety or the preservation of property or public services, the Hospital Authority may conduct meetings by teleconference so long as the notice required by these Bylaws is provided and means are afforded for the public to have simultaneous access to the teleconference meeting; or
- (2) So long as a quorum is present in person, a Member of the Board of Trustees may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction so long as the notice and other requirements of this Article are satisfied. Absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member's physical presence, no member shall participate by teleconference pursuant to this subsection more than twice in one calendar year.

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Section 5. Quorum

A quorum at any meeting shall be five (5) Trustees. If there are only five (5) Trustees present and constituting the quorum, any action taken shall require the vote of a majority of those five (5) Trustees in order to constitute the action of the Authority, unless a greater number of Trustees is required by applicable laws of the State of Georgia, or by these Bylaws, or by specific action of the full Board of Trustees.

Section 6. Agenda

An agenda shall be prepared for each meeting and available under the Open Meeting Act requirements as applicable.

ARTICLE III

OFFICERS

Section 1. Officers

The officers of the Authority shall be a Chairman, Vice-Chairman, Treasurer, and other officers as the Authority may authorize, all of whom shall be elected at the meeting of the Authority in September of each year, from the membership of the Authority. The elected officers shall take office at the regular meeting in October, and shall serve for a period of one year, or until their successors have been duly elected and qualified. The President and Chief Executive Officer of Authority shall serve as non-voting Secretary for the Authority.

Section 2. Vacancies and Removals

Vacancies during the year shall be filled by election at the next regular meeting of the Authority. An officer may be removed from office by affirmative vote of five (5) Trustees at the next regular meeting, following the meeting at which an intent to call for such a vote is stated by a member of the Authority.

Section 3. Duties of Officers

- A. Chairman - The duties of the Chairman shall be:
- (1) The Chairman of the Board of Trustees of the Hospital Authority shall preside at all meetings of the Hospital Authority.
 - (2) Subject to the approval of the Authority, the Chairman shall appoint the Chairman and members of committees created by these Bylaws; and further, shall appoint the Chairman and members of committees created by the Authority pursuant to these Bylaws.
 - (3) The Chairman shall perform such other duties as the Hospital Authority shall direct.
 - (4) The Chairman shall be a voting member of the Finance Committee and the Executive Committee and an ex officio member of all other committees. Except for the Finance Committee and the Executive Committee, when acting as an ex officio member of a committee, the Chairman shall have no power to vote.
 - (5) The Chairman shall have the right to vote on any question being considered by the Board of Trustees of the Hospital Authority.
 - (6) The Chairman shall exercise general supervision and direction over all of the affairs of the Authority. The Chairman shall see that all orders and resolutions of the Authority are carried into effect. The Chairman shall be empowered, subject to the authority and direction of the Board of Trustees of the Hospital Authority, to execute all contracts, documents and written instruments of every kind and character in the name of the Authority. Likewise, the Chairman shall have the non-delegable duty, subject to the authority and direction of the Board of Trustees of the Hospital Authority, to execute any and all documents relating to the acquisition or sale of real estate, agreements relating to the borrowing of money, promissory notes, instruments creating a security interest in real property and all bond documents. The Chairman may, with the approval of a majority of the Board of Trustees of the Hospital Authority, delegate to the President and Chief Executive Officer of Authority, or to other personnel or managing agents of the Authority, the power to execute documents and written instruments in the name of the Authority, unless specifically reserved to the Chairman in the Bylaws.

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- B. Vice-Chairman – The Vice-Chairman shall act as Chairman in the absence of the Chairman, and when so doing, shall have all of the power and authority of the Chairman.
- C. Secretary - The duties of the Secretary shall be as follows:
- (1) To issue or cause to be issued notices of regular and special meetings of the Authority.
 - (2) To attend all meetings of the Authority and record all votes and prepare or cause to be prepared the minutes of all proceedings of the Authority in a book or books to be kept for that purpose;
 - (3) To perform like duties, when expressly required, for any committees created by these Bylaws or created by the Hospital Authority pursuant to these Bylaws;
 - (4) To have custody of the Corporate Seal and shall affix same to any instrument requiring it and when so affixed, said seal shall be attested by his signature;
 - (5) To act as Custodian of all records and reports;
 - (6) To attest all deeds, leases, and conveyances executed by the Authority, affix the Seal of Authority thereto, and safely and systematically keep or cause to be kept all books, papers, records and documents belonging to the Authority or in any way pertaining to the business thereof; and
 - (7) To coordinate annual assessment of Hospital Authority performance in a manner prescribed by the Authority.
 - (8) To perform such other duties as the Hospital Authority shall direct.
- D. Treasurer - The duties of the Treasurer shall be as follows:
- (1) To be a member of the Finance Committee; and to serve as Chairman of the Finance Committee;
 - (2) Along with the Finance Committee, to see that an Accounting System is maintained in such a manner as to give a true and accurate accounting of financial transactions of the Medical Center;
 - (3) To have custody of all funds of the Medical Center;
 - (4) To receive reports of financial transactions from Administration and present them promptly to the Finance Committee and to the Hospital Authority of Valdosta and Lowndes County, Georgia; and
 - (5) To perform such other duties as the Hospital Authority shall direct.

ARTICLE IV

Committees

Section 1. Special and Standing Committees

The committees of the Authority shall be standing or special. Standing Committees shall be the Executive Committee, Finance Committee, Strategic Planning and Facilities Committee, a Joint Conference Committee, the Quality Improvement and Patient Safety Committee, the Personnel Committee, Compliance Committee and such other Standing Committees as the Authority may authorize. Only Trustee members of committees may vote. No committee shall have more than four (4) Trustee members with the exception of the Strategic Planning and Facilities Committee.

Special Committees and their Chairmen may be appointed by the Chairman, with the concurrence of the Authority, for such specific purpose or purposes as circumstances warrant. Said committees may be composed of members of the community. Such Special Committees shall limit their activities to the accomplishment of the specific purpose for which created and appointed and shall have no power to act except such as specifically conferred by the action of the Authority. Upon completion of the specific purpose for which appointed, such Special Committees shall stand discharged.

Section 2. Executive Committee

If activated by resolution adopted by a majority of the full Board of Trustees, there shall be an Executive Committee composed of the Chairman as Chairman, the Vice-Chairman, the Treasurer and one other member to be elected by the Hospital Authority at its annual meeting in September. The Executive Committee shall have the power to transact all regular business of the Medical Center during the interim between the meetings of the Authority provided any action taken shall not conflict with the policies and expressed wishes of the Authority; and it shall refer all matters of major importance to the Authority at its next regular meeting.

Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the committee and the act of the majority of members present at any meeting at which there is a quorum shall constitute the action of the committee.

Section 3. Finance Committee

The Finance Committee shall consist of the Chairman of the Authority, the Treasurer as Chairman of the Committee, and two (2) other members of the Authority appointed by the Chairman of the Authority. It shall be responsible for management of all funds of the Hospitals. It shall provide that all endowment and trust funds be deposited with a responsible trust company, or a comparable agency for investment, for receiving prompt reports of such investments and for seeing that income, after deductions of legitimate expense is paid into the proper fund of the Hospitals and both principal and income are used in accordance with the terms of the trust. It shall review all capital purchase requests over \$500,000, and make recommendations to the Authority. It shall see that a budget is prepared and submitted to the Authority at its last meeting before the end of the fiscal year. It shall designate a certified public accountant or a firm of certified public accountants to conduct an annual audit of the financial affairs, books and records of the Authority at the end of each fiscal year for the preceding year. It shall receive and review the annual audit. It shall be the further duty of the Finance Committee to examine the monthly Finance Reports and to require an explanation from the Administration for any significant deviation from the budget. The Finance Committee shall exercise oversight of physician recruitment, including making recommendations on all physician recruitment contracts to the Hospital Authority.

Section 4. Strategic Planning and Facilities Committee

The Strategic Planning and Facilities Committee shall consist of not less than six (6) members of the Authority, appointed by the Chairman of the Authority. Membership on this committee will also include the Secretary Treasurer of the Medical Executive Committee and the immediate Past Chief of Staff of the Medical Executive Committee of the Medical Staff. The President and Chief Executive Officer, or his designee, and when appropriate, other individuals competent to provide expertise on relevant issues, will serve as advisors to the committee. This committee shall have the general oversight of the strategic planning and physical plant of Hospitals as to additions, alterations, repairs and maintenance. The committee shall also be responsible for recommending to the Authority qualified architectural, engineering and general contractor services, when appropriate. The committee will consider proposed acquisitions of real property when requested by the Authority. It shall be responsible for reviewing and making recommendations to the Authority on all matters concerning new and revised programs and services of the Hospitals. All new programs anticipated by the hospital would be reviewed by this committee with recommendations concerning appropriate action being made to other committees of the Authority or to the Authority. The committee will develop a long range plan for the Hospitals and monitor progress toward the accomplishment of such plan.

Section 5. Joint Conference Committee

The Joint Conference Committee is a discussion committee of the Authority and the Medical Staff without intrinsic authority to take action. It shall be composed of four (4) members of the Board of Trustees of the Authority to be appointed by the Chairman and four (4) members of the Executive Committee of the Medical Staff. The President and Chief Executive Officer shall be an advisory member of this committee. This committee shall meet at least annually, and otherwise shall meet upon the joint call of the Chairman of the Board of Trustees and the Chief of Staff. A quorum shall be no less than five (5) members of the Joint Conference Committee, and no business may be transacted by less than the affirmative vote of five (5) members of this committee.

This committee's function shall be:

- a. To keep the Authority, the Medical Staff, and the Administration cognizant of pertinent actions taken or contemplated by one or the other;
- b. To recommend plans for growth of the Medical Center, or change in the Medical Center's organization, or services it offers; and
- c. To consider issues which arise in the operation and affairs of the Medical Center affecting all parties.

Section 6. Quality Improvement and Patient Safety Committee

The Quality Improvement and Patient Safety Committee shall consist of not less than three (3) members of the Authority, appointed by the Chairman of the Authority. Medical Staff membership on this committee shall be the Chairmen of the Department of Medicine and Department of Surgery. It shall meet at the call of the Chairman to discuss any matters relating to the professional staff or services of the hospital. This committee will monitor the Performance Improvement, Patient Safety, Quality Assurance and Risk Management activities of the hospital and be responsible for keeping the Authority informed of these activities. The committee will review and recommend for approval a Performance Improvement/Patient Safety Plan and a Quality Assurance Plan for the hospital which delineates responsibility for performance improvement, patient safety and quality assurance activities in each level of the organization. This committee reviews the reports that measure patient satisfaction with Hospitals' services. This committee will also periodically review the format for professional contracts between Hospitals and members of the Medical Staff, and make recommendations concerning these contracts to other committees of the Authority or the entire Authority. This committee will also recommend the parameters for physician recruitment to the Hospital Authority and will initiate and recommend physician recruitment policies to the Authority. The President and Chief Executive Officer or his designees will serve as Administration advisors to this committee.

Section 7. Personnel Committee

This committee shall consist of not less than three (3) members of the Authority, appointed by the Chairman of the Authority. It shall meet upon the call of the Chairman to discuss and develop recommendations concerning the personnel policies of the Hospitals. It will review and make recommendations to the Authority. The President and Chief Executive Officer, or his designee, and when appropriate, other individuals competent to provide expertise on relevant issues, will serve as the Administration advisors to this committee.

Section 8. Compliance Committee

The Board Compliance Committee shall be comprised of no less than three (3) members of the Board of Trustees, appointed by the Chairman of the Authority. The Compliance Committee shall provide the oversight and support for the organization's effective compliance program. The compliance program shall be designed to pro-actively engage in activities to prevent and detect illegal or improper activities and implement remedial actions, as needed. The Compliance Committee shall meet on a regular basis to review the effective compliance program elements, the federal and state regulatory guidance and the implementation and reporting related to the compliance program activities. The Compliance Committee shall also provide oversight of the audit, compliance and legal functions related to the organization's compliance with the applicable laws and regulations. The Compliance Officer of the organization shall report directly to the Compliance Committee of the Board.

ARTICLE V

Administration

Section 1. Selection and Duties of the President and Chief Executive Officer

a. President and Chief Executive Officer - The Authority shall select and employ a competent, experienced President and Chief Executive Officer for the Authority to be known as the President and Chief Executive Officer. The President and Chief Executive Officer shall be the Authority's direct executive representative in the management of the Hospitals. The President and Chief Executive Officer shall be given the necessary authority and shall be held responsible for recommending the strategic direction and managing the day-to-day administration of the Hospitals in all of its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Authority or by any of its committees to which it has delegated power for such action. The President and Chief Executive Officer shall act as the "duly authorized representative" of the Authority in all matters in which the Authority has not formally designated some other person for the specific purpose.

b. Specific Authority and Duties of the President and Chief Executive Officer:

The authorities and duties of the President and Chief Executive Officer shall include:

(1) Provide strategic direction recommendations for the Authority including proposals relating to Mission, Vision, Ethical Behavior and Values of the organization.

(2) Analyze industry trends and recommend appropriate responses for the Authority.

(3) To be actively engaged in community activities that promote the health and wellness of the community.

(4) To interact with other providers of care in the region to assure cooperative and coordinated programs of health care services and delivery.

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- (5) To perfect and submit to the Authority for approval, a plan of organization of the personnel and others concerned with the operations of the Hospitals, organizational and departmental policy manuals, which plan and policies create clear lines of responsibility and accountability within departments and between departments and administration; and guide the functions of patient care, organizational development and governance. Such plan and policies will be reviewed on a periodic basis, and revisions will be submitted to the Authority for approval as appropriate.
- (6) To prepare an annual budget showing the expected receipts and expenditures as required by the Finance Committee.
- (7) To select, employ, control and discharge all employees.
- (8) To see that all physical properties are kept in good state of repair and operating condition, conferring with the Strategic Planning and Facilities Committee on major matters.
- (9) To supervise all business affairs such as records of financial transactions, collection of accounts, purchases and issuance of supplies, and to insure that all funds are collected and expended to the best advantage. To purchase major items of capital equipment within prescribed limits of the Authority.
- (10) To cooperate with the Medical Staff and to seek like cooperation on the part of all those concerned with the rendering of professional services to the end that the best possible care may be rendered to all patients.
- (11) To submit regularly to the Authority, or its authorized committee, periodical reports showing the financial activities of the Hospitals and to prepare and submit such special reports as may be required by the Authority.
- (12) To attend all meetings of the Authority and its committees.

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- (13) To perform any other duty that may be necessary to the best interest of the Hospitals.
- (14) To establish channels of communications between the Authority or any of its committees and the Medical Staff and between the Hospitals and the community; and
- (15) Establish processes through which individuals who are not subject to the credentialing process, but are providing patient care services will be evaluated.
- (16) To submit regularly to the Authority, or its authorized committee, periodical reports showing the quality assurance and improvement activities of the Hospitals, and to prepare and submit such special reports as may be required by the Authority.
- (17) To review and properly respond to reports and recommendations from planning, regulating and inspecting agencies.
- (18) To attend all meetings of the Authority and Medical Staff and the committee meetings of each, or have a representative of administration attend the meetings.
- (19) To function as Hospital Administrator, unless the function of Hospital Administrator is delegated by the President and Chief Executive Officer to someone else, with the approval of a majority of the Board of Trustees.
- (20) To perform such other duties as may be delegated to him/her from time to time by the Board of Trustees.

Section 2. Selection and Duties of the Chief Financial Officer

The President and Chief Executive Officer is authorized to designate and appoint an employee of the Authority as Chief Financial Officer, subject to the approval of the designation and appointment by a majority of the Board of Trustees. Approval of the Authority is not required for termination of the designation and appointment. The Chief Financial Officer shall have such duties, authority and responsibilities as are specified in a management policy and procedure to be developed by the President and Chief Executive Officer and adopted by the Hospital Authority.

Section 3. Selection and Duties of the Chief Operations Officer

The President and Chief Executive Officer is authorized to designate and appoint an employee of the Authority as Chief Operations Officer, subject to the approval of the designation and appointment by a majority of the Board of Trustees. Approval of the Authority is not required for termination of the designation and appointment. The Chief Operations Officer shall have such duties, authority and responsibilities as are specified in a management policy and procedure to be developed by the President and Chief Executive Officer and adopted by the Hospital Authority.

Section 4. Selection and Duties of Chief Planning Officer

The President and Chief Executive Officer is authorized to designate and appoint an employee of the Authority as Chief Planning Officer, subject to the approval of the designation and appointment by a majority of the Board of Trustees. Approval of the Authority is not required for termination of the designation and appointment. The Chief Planning Officer shall have such duties, authority and responsibilities as are specified in a job description and policy and procedure to be developed by the President and Chief Executive Officer and adopted by the Hospital Authority.

Section 5. Selection and Duties of Chief Medical Officer

The President and Chief Executive Officer is authorized to designate and appoint an employee of the Authority Chief Medical Officer, subject to the approval of the designation and appointment by a majority of the Board of Trustees and the Medical Executive Committee. Approval of the Authority is not required for termination of the designation and appointment. The Chief Medical Officer shall have such duties, authority and responsibilities as are specified in a job description and the policies and procedures to be developed by the President and Chief Executive Officer in coordination with Medical Staff Medical Executive Committee and adopted by the Hospital Authority.

ARTICLE VI

The Medical and Dental Staff

Section 1. Membership

The Authority shall appoint a Medical Staff for each Hospital's Medical Staff (the "Medical Staff") composed of Physicians (including any Medical Doctor and Doctor of Osteopathy), Oral Maxillofacial Surgeons and Dentists and shall grant Clinical Privileges and Clinical Functions to Physicians, Oral Maxillofacial Surgeons, Dentists, Limited License Professionals, and Allied Health Professionals in the manner set forth in the Medical Staff Bylaws as adopted by the Authority from time to time ("Medical Staff Bylaws") and the Limited License Professionals and Allied Health Professionals Manual, as adopted by the Hospital Authority from time to time (the "LLP/AHP Manual").

Section 2. Applications

All applications for appointment and reappointment to the Medical Staff and/or seeking the grant of Clinical Privileges or Clinical Functions shall be submitted in writing in a form approved by the Administrator. Applicants are required to submit any information deemed adequate or necessary by the Authority for a proper evaluation of his or her current competence, character, ethics, and current ability to exercise the Clinical Privileges or perform the Clinical Functions requested. Said written applications shall be addressed to the Administrator and transmitted for appropriate recommendations of the Medical Staff.

Section 3. Requirement of Professional Liability Insurance

To be eligible to apply for appointment and reappointment to the Medical Staff (other than the Honorary Staff) and/or to be eligible to seek Clinical Privileges and/or Clinical Functions, an applicant is required to have and maintain a minimum of \$1,000,000 (per claim) liability insurance with a company that is either approved by the Authority or meets the criteria established by Authority policy from time to time. It is the responsibility of each applicant to see that the Authority is kept informed of the status of such insurance policy and notify the Authority immediately of any changes therein.

Section 4. Appointment to Medical Staff and Clinical Privileges

All appointments to the Medical Staff and all Clinical Privileges or Clinical Functions granted by the Authority shall be in accordance with the Medical Staff Bylaws. Appointment to the Medical Staff shall confer only such prerogatives as may be granted by the Authority.

Section 5. Medical Staff Bylaws

In order to ensure that all Practitioners who provide a medical level of care and/or conduct surgical procedures in the Hospital are individually evaluated by the Medical Staff and those Practitioners possess current qualifications and demonstrated competencies for the Clinical Privileges granted, there shall be Bylaws, Rules and Regulations and Policies for the Medical Staff, establishing the organizational framework within which to:

- (a) initiate, maintain and enforce rules and regulations for self-governance of the Medical Staff and accountability to the Authority;
- (b) provide oversight of care, treatment and services provided by individuals exercising Clinical Privilege or Clinical Functions in the Hospitals;
- (c) provide a uniform quality of patient care treatment and services for those patients admitted to or treated in or by any of the facilities, departments or services of the Authority, consistent with resources locally available;
- (d) provide means for orderly and non-disruptive discussion and solutions of issues concerning the provision of professional services in the Hospitals, including without limitation, Staff Membership, Clinical Privileges and Clinical Functions decisions, cost containment decisions, utilization review decisions, clinical aspects of Authority employee performance and the quality and efficiency of patient care delivered in the Hospitals; and
- (e) foster a high level of professional performance and ethical conduct of the Medical Staff members and affiliates through appropriate delineation of the Clinical Privileges and/or Clinical Functions exercised in the Hospitals and through an ongoing evaluation and review of each Practitioner's performance in the Hospitals.

Proposed Bylaws, Rules and Regulations, and Policies may be recommended by the Medical Staff but only those adopted by the Authority shall become effective. The Medical Staff shall review its Bylaws, Rules and Regulations and Policies at least on an annual basis.

Section 6. Recommendations by the Medical Staff

The Medical Staff shall make recommendations to the Authority concerning Medical Staff status, Clinical Privileges and/or Clinical Functions, disciplinary action, corrective action and all matters relating to professional competency and professional conduct of Staff Members and individuals exercising Clinical Privileges and/or Clinical Functions in the Hospitals, responsibility for which may have been delegated to the Medical Staff through the Medical Staff Bylaws by the Authority.

Section 7. Authority and Power

The authority for appointment of members to the Medical Staff and authority and control over Clinical Privileges and Clinical Functions is vested solely in the Authority, including the power to terminate appointments and suspend the exercise of Clinical Privileges and/or Clinical Functions either temporarily or permanently in compliance with the provisions of Article XI and XII of the Medical Staff Bylaws.

Section 8. Hearing and Appeal Rights

Practitioner is entitled to exercise hearing and appeal rights pursuant to the provisions of Articles XI and XII of the Medical Staff Bylaws.

Section 9. Quality Review

The Medical Staff is accountable to the Authority for the quality of care provided to patients at the Hospital and the Medical Staff is responsible for overseeing the quality of care provided by all individual Practitioners who provide a medical level of care or who conduct surgical procedures at the Hospital. The Medical Staff must periodically (not less than every twenty-four (24) months) conduct appraisals of individual Practitioners for continued or revised Clinical Privileges or Clinical Functions as provided in the Medical Staff Bylaws to assure that every Practitioner who provides a medical level of care and/or who conducts surgical procedures in the Hospital is competent to perform all granted Clinical Privileges or Clinical Functions.

To ensure the achievement and maintenance of quality professional and ethical practices within the Hospitals, the Medical Staff on a regular basis, shall conduct retrospective analysis of clinical practice through medical review and peer review and report the results to the Authority on a quarterly basis.

Section 10. Defined Terms

Terms not defined in this Article VI shall have the meaning as set forth in the Certain Definitions section of the Medical Staff Bylaws.

ARTICLE VII

Auxiliary Groups and Volunteers

Section 1. Auxiliary Groups

Organized, non-medical, voluntary, and/or auxiliary groups may be granted permission to function within the Hospitals. These auxiliary groups shall have a set of Bylaws which shall delineate the purpose, functions, and methods of function of the organization; and said Bylaws, and all subsequent amendments thereto, shall be approved by the Hospital Authority.

The Hospital Authority shall make such reasonable rules and regulations for control of auxiliary organizations' policies within the Hospitals as the Authority deems to be in the best interest of patient care.

Section 2. Volunteers

Individual volunteers may be allowed to function in the Center only as accompanied by a hospital representative or as defined by the Hospital Administration, who shall oversee the supervision of any individual volunteer. The Hospital Authority shall make such reasonable rules and regulations for control of individual volunteers within the Hospitals as the Authority deems to be in the best interest of patient care.

ARTICLE VIII

Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) and 170 (c) of the Internal Revenue Code of 1954, or corresponding sections to any prior, or future, Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purpose.

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ARTICLE IX

Review and Revision of Bylaws

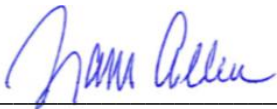
The Hospital Authority Bylaws will be reviewed on a periodic basis as directed by the Chairman of the Hospital Authority. The results of this review will be presented at a properly convened board meeting along with any amendments that are proposed for consideration by the entire board at that time.

These Bylaws may be amended by unanimous vote at any regularly convened meeting of the Authority, except that upon request of any one member, the vote to amend the Bylaws may be delayed until a meeting following publication, in writing, to all members giving a full statement of the proposed amendment. When such prior notice has been given the Bylaws may be amended by affirmative vote of a majority of the members present.


These Bylaws adopted this 21st day of April 2021.

APPROVED:

Hospital Authority of
Valdosta and Lowndes County, Georgia



Sam Allen
Chairman



Ronald E. Dean
Secretary