

BY-LAWS OF  
THE EFFINGHAM COUNTY HOSPITAL AUTHORITY  
SPRINGFIELD, GEORGIA

PREAMBLE

Recognizing that the Effingham County Hospital Authority has the legal and moral duty and responsibility to ensure that Effingham Health System renders quality care to all patients and residents, in a cost efficient manner, while recognizing the limitations of available resources, the Trustees of the Effingham County Hospital Authority hereby organize themselves in conformity with the By-Laws, Rules and Regulations as hereinafter stated.

The Effingham County Hospital Authority is primarily responsible for the provision of hospital and long-term care, as well as related health care services for the people of Effingham County. The Hospital Authority leases its assets to Effingham Hospital, Inc., a nonprofit tax-exempt entity organized to provide healthcare services to the residents of Effingham Hospital. Effingham Hospital, Inc. does business as Effingham Health System (“Health System”).

The Effingham County Hospital Authority recognizes and embraces its duty to guide the healthcare services by maintaining the public’s trust, providing good stewardship of the community’s resources, and ensuring quality patient care. Effingham County Hospital Authority is committed to providing and supporting healthcare excellence. Our commitment is reflected by our willingness to provide patient care and services and not be influenced by race, color, religion, national origin, disability, financial status, age or sex.

ARTICLE I  
DEFINITIONS

The following definitions shall apply to terms used in these By-Laws: “Board” means the Effingham County Hospital Authority Board of Trustees;

1. “President and Chief Executive Officer” means the Administrator of the Health System or her designee;
2. “Chief Financial Officer” means the CFO of the Health System;
3. “Hospital” means Effingham Hospital;
4. “Trustee” - Members of the Hospital Authority.
5. “Health System” means Effingham Hospital, Effingham Care & Rehabilitation Center, Effingham Orthopedic Services, Effingham Family Medicine, Effingham Women’s Health, and all satellite facilities operated by the Effingham Hospital, Inc.
6. Whenever a personal pronoun is used, it shall be interpreted to refer to persons of either gender.

ARTICLE II  
MEMBERSHIP

1. Composition. The Effingham County Hospital Authority shall be composed of a Board of Trustees of eight (8) Trustees consisting of citizens and residents of the County of Effingham. Each of the five (5) voting districts of the County of Effingham and each of the three (3) incorporated municipalities within the County of Effingham shall provide one (1) representative. Each representative shall reside in the district or municipality that applies to the specific Trustee position that they represent.

2. Trustees.

(a) Term of Office. The term of office of the(a) Trustees of the Effingham County Hospital Authority shall be for a period of four (4) years, or until the Trustee's successor is appointed and qualified. Regular terms of office shall expire in February of the year in which their term expires.

(b) Resignation. Resignation of a Trustee shall be submitted in writing to the Chairman of the Authority, not less than forty-five (45) days prior to the effective date thereof.

(c) Relocation. A Trustee who moves from their appointed district or municipality, shall give written notice to the Chairman of the Authority, not less than forty-five (45) days prior to the effective date thereof.

(d) Disciplinary Action/Removal

(i) Grounds for disciplinary action and/or removal of Authority Trustees or Officers shall include without limitation:

(ii) - Failure to perform duties;

(iii) - Conduct which tends to cause harm to the Health System;

(iv) - Failure to attend 75% of Meetings;

(v) - Violation of these bylaws regarding Conflict of Interest

(e) Procedure

Any Authority Trustee may present a motion calling for a hearing on whether another Trustee should be subject to discipline and/or removal. Upon passage of such motion by a majority of Trustees, a hearing shall be held not less than ten (10) days nor more than thirty (30) days from the date of said motion. Written notice of the motion, the specific grounds and the hearing date shall be provided to the Trustee via Hand Delivery or Certified Mail.

In the event the accused Trustee voluntarily resigns prior to the scheduled hearing date, the matter shall be closed.

At the hearing, any Authority Trustee may present evidence. The accused Trustee shall be given an opportunity to present evidence and cross-examine witnesses. All procedural and evidentiary issues shall be decided by the Chairman with the advice and counsel of the Authority attorney.

At the conclusion of the evidence the Authority Trustees present shall deliberate and vote publicly on whether disciplinary action is warranted and if so, the nature and extent of the action to be taken. Disciplinary action may include, but is not limited to, a private reprimand, a public reprimand, removal from Committee participation, removal from office and/or removal from the Authority.

3. Vacancies. Vacancies on the Effingham County Hospital Authority shall be filled in the following manner: whenever a vacancy occurs on the Hospital Authority (for any reason), the Hospital Authority shall, at its next regular meeting notify either the Effingham County Board of Commissioners or the Mayor of the incorporated municipality of the vacated seat, as applicable. The names of three (3) persons shall be submitted to the Effingham County Hospital Authority by the body having jurisdiction of the vacated seat, and the Hospital Authority shall appoint one of these persons to fill the unexpired term of a Trustee.

The board at its next regular meeting shall select one of the three (3) persons named in such list. The Effingham County Hospital Authority encourages the body having jurisdiction of the vacated seat to submit names of individuals representative of all races, gender, and ethnic background, and in accordance with Georgia law to give consideration as to whether a licensed Doctor of Medicine or Registered Nurse currently serves on such Authority. Nominations of persons to fill new terms of regular appointments shall be submitted to the Effingham County Hospital Authority by February 1st of each year.

4. Selection Process. The Trustees shall interview and select a person named on the nominated candidate listing. If a Trustee is not available to participate in the interview of all three candidates, the Trustee shall be recused from participation in the selection and voting on the slate of nominated candidates for a position. The majority vote of the Trustees present and who conducted the interviews of all three candidates shall control the selection and approval of a Trustee member.

### ARTICLE III INDEMNIFICATION

#### 1. General

Under the circumstances prescribed in Sections 2 and 3 of this Article, the Authority shall indemnify and hold harmless any Trustee of this Authority who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Trustee or officer of the Authority, or any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in, or not opposed to, the best interest of the authority, and, with respect to any criminal action or proceeding by

judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believes to be in, or not opposed to, the best interest of the Authority, and with respect to any criminal action or proceeding, had reasonable cause to believe that the r conduct was lawful.

2. Conditions to Indemnification

To the extent that a director, Trustee, or officer of the Authority has been successful on the merits, or otherwise, in defense of any action, suit or proceedings referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

3. Determination by Authority

Any indemnification under Sections 1 and 2 of this Article shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the director, Trustee, or officer is proper in the circumstances because it has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (1) by the Hospital Authority Trustees by a majority vote of a quorum consisting of Trustees who are not parties to such action, suit or proceeding, or (2) if a quorum cannot be obtained under paragraph (1) of this subsection, or majority vote of a committee duly designated by the Authority Board (in which designation Trustees who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (3) by special legal counsel: (a) selected by the Authority Trustees or its committee in the manner prescribed in paragraph (1) or (2) of this subsection; or (b) if a quorum of the Authority Trustees cannot be obtained under paragraph (1) of the subsection and a committee cannot be designated under paragraph (2) of this subsection selected by majority vote of the full Board, in which selection Trustees who are parties may participate.

4. Advance Payment

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized by the Authority in the specific case upon receipt of an undertaking by or on behalf of the director, Trustee, or officer to repay such amount unless it shall ultimately be determined that the Trustee is entitled to be indemnified by the Authority as authorized in this Article.

5. Nonexclusive Remedy

The indemnification provided by this Article shall not be deemed exclusive of any other rights, in respects of indemnification or otherwise, to which those seeking indemnification may be entitled under any bylaws or resolution approved by the affirmative vote of the majority of the Authority Trustees entitled to vote therein taken at a meeting of the notice of which specified that such bylaw or resolution would be placed before the Trustees, both as to action by a director, Trustee, or officer in its official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a director, Trustee, or officer and shall insure to the benefit of the heirs, executors and administrators of such person. All rights and methods of indemnification shall be in accordance with Georgia Law.

6. Insurance

The Authority may purchase and maintain insurance on behalf of any person who is or was a Trustee, director, or officer of the Authority against any liability asserted against him and incurred by him in any such capacity, or arising out of its status as such, whether or not the Authority would have the power to indemnify him against such liability under the provision of this Article.

ARTICLE IV  
ETHICAL DUTIES

1. Conflicts of Interest

(a) Each newly elected Authority Trustee, prior to taking its position, and all current Authority Trustees shall annually submit in writing to the Chairman and the President and Chief Executive Officer a list of all businesses or other organizations of which it is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with a 5% or greater interest in all outstanding voting shares, employee or agent, with which the Authority has or might reasonably in the future enter into, a relationship or a transaction in which the Authority Trustee would have conflicting interests, or which may compete with this Authority. Each written statement will be resubmitted with any necessary changes each year. The Chairman shall become familiar with the statements of all Authority Trustees in order to guide its conduct should a conflict arise. The Vice Chairman shall be familiar with the statement filed by the Chairman.

(b) At such time as any matter comes before the Authority in such a way as to give rise to a conflict of interest, the affected Authority Trustee shall make known the potential conflict, whether disclosed by its written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Authority Trustee shall not vote on it. In the event that he fails to withdraw voluntarily, the Chairman is empowered and shall require that the affected Authority Trustee remove himself from the room during both the discussion and vote on the matter. In the event that conflict of interest affects the Chairman, the Vice Chairman is empowered and shall require that the Chairman remove himself in the same manner, and for the duration of discussion and action on the matter the Vice Chairman shall preside.

(c) If the matter is the item of business for which a special meeting of the Authority was called, the affected Authority Trustee shall not be counted to establish a quorum, nor shall the Trustee participate in the deliberations or vote on it.

(d) Nothing contained in this section shall preclude any Authority Trustee from receiving compensation from the Authority for services actually rendered or for expenses incurred for serving the Authority.

2. Standards of Conduct

(a) Each Trustee of the Authority shall annually review and submit a written statement acknowledging the commitment to be bound to the Standards of Conduct as expressed

in the Corporate Compliance Plan. The Standards of Conduct are intended to provide uniform guidelines that all employees, volunteers, medical staff, governing body and vendors should understand, know and follow in carrying out their responsibilities.

3. Disciplinary Action

(a) Grounds

Violation of these bylaws by a Trustee regarding Conflict of Interest or Standards of Conduct shall result in disciplinary action. Disciplinary action may include, but is not limited to, a private reprimand, a public reprimand, removal from Committee participation, removal from the office and/or removal from the Authority.

(b) Procedure

Any Authority Trustee may present a motion calling for a hearing on whether another Trustee should be subject to discipline and/or removal. Upon passage of such motion by a majority of Trustees, a hearing shall be held not less than ten (10) days nor more than thirty (30) days from the date of said motion. Written notice of the motion, the specific grounds and the hearing date shall be provided to the Trustee via Hand Delivery of Certified Mail.

In the event the accused Trustee voluntarily resigns prior to the scheduled hearing date, the matter shall be closed.

At the hearing, any Authority Trustee may present evidence. The accused Trustee shall be given an opportunity to present evidence and cross examine witnesses. All procedural and evidentiary issues shall be decided by the Chairman with the advice and counsel of the Authority's attorney.

At the conclusion of the evidence the Authority Trustees present shall deliberate and vote publicly on whether disciplinary action is warranted and if so, the nature and extent of the action to be taken. Disciplinary action may include, but is not limited to, a private reprimand, a public reprimand, removal from Committee participation, removal from office and/or removal from the Authority.

ARTICLE V  
ORIENTATION PROGRAM FOR HOSPITAL AUTHORITY MEMBERS

It is the desire of the Effingham County Hospital Authority that each newly appointed Trustee be familiar with the physical plant and its operation. The operation shall include all operations of Effingham Hospital related to, but not limited to, the financial service, planning, community and related needs. To better understand the complexities of providing health care service for short and long term care to the citizens of Effingham County, a formalized orientation program has been established. Documentation of the orientation and continuing education will be on file for each Trustee. Each new Trustee will be required to inspect and familiarize himself with the buildings and adjacent grounds owned by the Authority. Each Trustee shall receive a copy of the Effingham County Hospital Authority Bylaws and the Medical Staff Bylaws and Rules and Regulations, as well as information/educational booklets pertinent to new Trustee orientation.

ARTICLE VI  
TRUSTEE CERTIFICATION

It is the desire of the Authority that each Trustee shall achieve and maintain Certification as a Trustee through the Certification Program or in accordance with the state laws regarding Board education or certifications.

ARTICLE VII  
OFFICERS

The officers shall be a Chairman, Vice-Chairman, and Secretary. All officers shall be elected from among the membership of the Effingham County Hospital Authority. These officers shall be elected at the regular meeting in February of each year, shall take office at the regular meeting in March following the February election, and shall hold office until the regular meeting in March of the following year or until its successor shall have been elected, irrespective of whether or not he was elected at the regular meeting in February and has served a full year.

In the event of a vacancy of office associated by death, resignation, removal or the expiration date of a Trustee's term of appointment to the Effingham County Hospital Authority, an election shall be held to fill such vacancy within sixty (60) days.

1. Chairman

The duties of the Chairman shall be:

(a) The Chairman shall, except as otherwise provided, call and preside at all meetings of the Effingham County Hospital Authority.

(b) The Chairman shall be an ex-officio member of all committees of the Authority.

(c) The Chairman shall perform all such other duties as the Board of Trustees may direct.

The Chairman shall have the right to vote on any question: when the vote would change the result by breaking a tied vote. The Chairman, when acting as an ex-officio member of a committee, shall have no power to vote.

(d) The Chairman shall have the general and active management of the Authority's business, and 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 Board of Trustees are carried into effect; shall have the authority to execute all contracts, documents, and written instruments of every kind and character in the name of the Authority; which power, in its discretion the Chairman may delegate. The Chairman shall appoint the chairman and members of committees created by the Board of Trustees pursuant to these By-laws.

2. 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.

3. Secretary

The duties of the Secretary shall be to:

(a) Attend all meetings of the Board of Trustees and record all votes. The Secretary shall prepare the minutes of all proceedings of the Board, and shall perform like duties when required for any committees created by these By-Laws or by the Board of Trustees pursuant to these By-Laws. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and of the Executive Committee in accordance with these By-laws, and shall have the custody of the corporate seal and shall affix the same to any instrument requiring it and when so affixed said seal shall be attested by signature. The Secretary is empowered to sign all documents or instruments for the Authority upon direction of the Chairman (or Acting Chairman) of the Authority.

(b) Unless otherwise provided by the Board, he shall have the custody of the funds of the Authority and its securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority, shall deposit all monies and other valuable effects in the name and to the credit of the Authority in such depositories as may be designated by the Board of Trustees, and the Secretary shall be a member of the Finance Committee. The Secretary shall perform such other duties as may from time to time be assigned by the Board of Trustees, or the Chairman.

4. Delegation of Authority

The Board of Trustees, for any reason sufficient to them, may delegate the powers, or duties or any portion thereof, of any officer to any other officer, the Administrator, or to any Trustee.

ARTICLE VIII  
MEETINGS

1. Regular And Special Meetings

(a) The Effingham County Hospital Authority shall hold a regular meeting at the Hospital or other predesignated place each month on a day decided upon by the Board. The date should be normally fixed and should permit completion of all reports that may come before the Board.

(b) Special meetings may be called by the Chairman or Vice-Chair or shall be called at the request of three Trustees of the Hospital Authority. Said request shall be in writing, except in urgent situations, and addressed to the Chairman, Vice-Chairman or Secretary with the purpose of the meeting plainly stated. A minimum of 24 hours notice is required.

In the case of a special meeting, the notice calling the meeting shall contain a statement of the business to be transacted and at such meeting no business other than that stated in the notice shall be transacted. If the nature of the meeting is an emergency, telephonic notification shall be

sufficient, and the 24 hour notification period waived.

(c) Notice of Meetings.

(i) Trustees: Sufficient notice of any meeting shall be either the mailing of a notice or telephonic communication to each Trustee not less than 24 hours before the date set for the meeting. Exceptions to this notice may be made by consent of the Trustees evidenced by a majority agreeing to attend the meeting.

(ii) Public: Written public notice shall be posted on the door of the regular meeting place not less than 24 hours prior to the meeting. The notification shall set forth the time and place of the meeting. Notice is also given to the legal organ in the county, at least 24 hours in advance of the meeting. When special circumstances occur, a meeting may be held 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 and posting notice at the location of the meeting.

2. Quorum

A quorum at any Authority meeting shall be at least a majority of the Trustees currently elected and serving on the Hospital Authority. For matters that are considered Significant Decisions, the Trustees required to be present to take action are described below in Section 6.

3. Attendance

Requirements to effectively carry out the responsibilities of the Hospital Authority necessitates attendance at regular and special meetings of the Authority.

(a) A Trustee who has failed to attend a minimum of 75% of the regular meetings of the Hospital Authority in a fiscal year shall be removed from the Authority, and the Effingham County Board of Commissioners shall be notified in writing of this action. The governmental body having jurisdiction of the vacated seat shall be notified as required by these By-Laws, so that names of suitable candidates may be submitted for selection for the unexpired term of office.

(b) The Chairman, or in its absence the Vice-Chairman, may grant permission to a Trustee to absent himself from an Authority meeting; however, may not extend this absence greater than the 75% attendance limit of the regular meetings only as stated in the foregoing paragraph of these By-Laws.

(c) Should just cause warrant and/or necessitate continued or prolonged absence, beyond the 75% factor, but the Authority determines that removal of this Trustee would severely decrease the effectiveness of the Authority, a motion must be made, seconded and voted upon by all Trustees present for continuance on the Authority by the Trustee in question.

4. Open Meetings Requirements

All regular and special meetings of the Authority shall conform to the requirements as stipulated in the Official Code of Georgia Annotated, Section 50-14-1 Et. Seq. In the event the Georgia statutes, rules, regulations or case law require Authority to comply with the Georgia Open Meetings Act (OCGA 50-14-1 et seq.), the Board of Trustees and any Committee meeting that includes the gathering of a quorum of the members of the Board of Trustees or any members of a committee, created by the Board of Trustees, at which any public matter, official business, or policy of the Authority is to be discussed or presented or at which official action is to be taken or, in the case of a committee meeting, recommendations on any public matter, official business, or policy to the Board of Trustees are to be formulated, presented, or discussed shall comply with the notice and additional requirements set forth in the Georgia Open Meetings Act laws.

5. Minutes

Adequate written minutes shall be kept of all meetings, regular and called, recording the acts and proceedings at the meetings of the authority. The minutes of the preceding meetings of the Authority shall be approved at the next regular meeting as mailed and/or read.

6. Voting

(a) Each Trustee of the Authority, except the Chairman, shall be entitled to one (1) vote. However, the Chairman shall have the right to vote on any question: when its vote would change the result by breaking a tied vote.

(b) Except where otherwise expressly provided, a majority vote of those Authority Trustees present shall be required to approve any motion, resolution, and/or other matter then pending.

(c) A Super-majority approval of at least seventy-five percent (75%) of the Trustees present at the meeting and must include the Chairman of the Board of Directors or if the Chairman is absent from the jurisdiction or unable to attend for reasons beyond their control, the Vice-Chairman, shall be required for the following Significant Decision:

(i) the decision to hire or terminate an Officer of the Authority;

(d) An approval of at least seventy-five percent (75%) of the Trustees present at the meeting shall be required for the following Significant Decisions:

(i) the decision to sell or lease substantially all of the assets of the Authority

(ii) the decision to terminate or renew the lease agreement with Effingham Hospital, Inc.

(iii) the decision to incur indebtedness in excess of Five Hundred Thousand and no/100 Dollars (\$500,000.00) or more during a calendar year; or ;

(iv) the decision to purchase any additional healthcare facility in excess of Five Hundred Thousand and no/100 Dollars (\$500,000.00).

(e) The Authority signature authority policy, incorporated herein by reference and amended from time to time, shall control the granting of authority to individuals authorized to sign and execute contracts on behalf of the Authority and any contracts signed or executed by an unauthorized individual shall be void without effect.

(f) Voting shall be by show of hands or voice at the discretion of the Chairman. Upon motion by any Trustee, or at the discretion of the Chairman, a “roll call” vote may be called for and duly recorded in the minutes.

(i) Selection of new trustees shall utilize a pre-printed written ballot. Completed ballots shall be maintained and incorporated within the minutes as recorded.

(ii) Confirmation of newly selected trustee(s) shall be by show of hands or voice at the discretion of the Chairman. Upon motion by any Trustee, or at the discretion of the Chairman, a “roll call” vote may be called for and duly recorded in the minutes.

#### 7. Media Relations

All information released to representatives of the media or other similar parties shall be coordinated through the Chairman and/or President and Chief Executive Officer of the Effingham Hospital. The Chairman or its designee shall serve as the official spokesperson of the Authority. Any Trustee, who releases information to the media without prior authorization from the Chairman, is acting outside the scope of its authority as a Trustee and may be subject to personal liability for such release. The Trustee shall also be subject to Disciplinary Action by the Authority up to and including removal from the Board. (See Article II).

### ARTICLE IX PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Effingham County Hospital Authority shall select and employ a competent, experienced President and Chief Executive Officer, who shall be its direct executive representative in the management of the Health System. Every effort shall be made to employ a President and Chief Executive Officer who possesses a Georgia Nursing Home Administrator’s License. In the event the President and Chief Executive Officer does not possess a Georgia Nursing Home Administrator’s License, the President and Chief Executive Officer shall either obtain said license in a time frame established by the Authority, or shall, whether through direct employment or contract, employ a licensed Nursing Home Administrator, in order to ensure compliance with the Georgia Nursing Home Licensure Regulations. The President and Chief Executive Officer shall be given the necessary authority and shall be held responsible for the administration of the Health System in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Effingham County Hospital Authority or by any of its committees to which the Authority has delegated power for such action. The President and Chief Executive Officer shall act as the “duly authorized representative” of the governing board in all

matters in which the governing board has not formally designated some other person for that specific purpose.

1. Authority And Duties Of The President And Chief Executive Officer

The Authority and duties of the President and Chief Executive Officer shall be:

(a) To develop and submit for approval to the Hospital Authority, an organizational chart for the organization, identifying personnel concerned with the operation of the Health System, not less than annually.

(b) To select, employ, set salaries, control and discharge all employees of the Health System.

(c) To see that the buildings and grounds are kept in a good state of repair, conferring with the Authority on major matters, but carrying out routine repairs and maintenance without such consultation.

(d) To supervise all business affairs, such as the records of financial transactions, collection of accounts, and purchase and issue of supplies; and to be certain that all funds are collected and expended to the best possible advantage.

(e) To cooperate with the Medical Staff to provide access and delivery of quality, cost effective healthcare.

(f) To submit periodic reports to the Hospital Authority or its authorized committees demonstrating the professional services and financial activities of the Health System and to prepare and submit any special reports that may be required by the Authority.

(g) To notify Trustees of and to attend all meetings of the Effingham County Hospital Authority.

(h) To issue such orders or directions as may be necessary from time to time to preserve and safeguard the health and welfare of patients/residents and personnel of the Health System.

(i) The President and Chief Executive Officer or her designee shall be the accredited spokesperson for the Hospital and Care Center. It shall be their responsibility to respond to media or other public requests for information, including press releases, statements, patient condition reports, as well as statistics or information regarding any aspect of Hospital and/or Care Center operations.

(j) To insure that a Surety Bond in the amount of Fifty Thousand (\$50,000.00) dollars shall be in force covering all employees delegated to access the Resident Patient Fund

(k) The President and Chief Executive Officer shall sign, electronically or otherwise, all checks dealing with the Operating Fund, which amounts are verified for correctness by the Chief Financial Officer. To perform any other duty that may be necessary in the best interest

of the Health System, including such other duties as may from time to time be delegated by the Authority.

(l) To serve as the liaison officer and channel of communications for official communications between the Effingham County Hospital Authority or any of its committees and the Medical Staff when it is of such a nature that it is necessary or advisable for the President and Chief Executive Officer to transmit the communications.

(m) To grant temporary privileges to Medical Staff applicants in accordance with the provisions of the Medical Staff by-laws.

2. Performance Monitoring

The President and Chief Executive Officer's performance shall be monitored by the Chairman of the Hospital Authority.

3. Chief Financial Officer:

The Effingham County Hospital Authority shall select and employ a competent, experienced Chief Financial Officer, who shall be its direct executive representative responsible for the financial affairs in the management of the Health System and Hospital Authority.

4. Duties and Authority: Chief Financial Officer. The Chief Financial Officer shall be charged with the management of all financial affairs of the Health System, shall have the power to recommend action concerning the Health System affairs to the Board, and shall perform such other duties and have such other powers as may from time to time be delegated to them by the Board.

5. Performance Monitoring

The Chief Financial Officer's performance shall be monitored by the President and Chief Executive Officer of the Health System and Hospital Authority.

ARTICLE X

ARTICLE XI  
AUXILIARIES

The Effingham County Hospital Authority shall permit the formation of auxiliary organizations (ministerial, volunteers, and others) that are nonprofits which it believes will benefit those served by the hospital or employed by the Hospital Authority.

1. All such groups must devise and submit a set of By-Laws, Rules and Regulations setting forth their proposed functions and responsibilities and their organizational structure to the Hospital Authority, through the President and Chief Executive Officer of the hospital for the consideration, recommendations and approval of the Hospital Authority.

2. Auxiliary groups must comply with all rules and requirements of the hospital.
3. Auxiliary groups are responsible to the Hospital Authority through the President and Chief Executive Officer. They may appoint a representative of their group to meet with the Hospital Authority at its regular meetings, if they so desire, in an ex-officio, non-voting capacity.
4. Disciplinary matters concerning the members of auxiliaries shall be set forth in their By-Laws, Rules and Regulations. Disciplinary problems and matters not properly or adequately handled by these groups may be referred to the President and Chief Executive Officer for counsel, advise and action and/or if necessary or desirable to a joint appointed committee composed of members of the Hospital Authority, the auxiliary and the President and Chief Executive Officer. Procedures for handling disciplinary problems shall be included in the By-Laws, Rules and Regulations of the auxiliary.
5. Qualifications for membership in auxiliaries shall be set forth in the bylaws of said organization.
6. All fund raising projects or efforts of auxiliaries shall be subject to the approval of the President and Chief Executive Officer of the hospital. They may be referred to the Hospital Authority if desired or necessary.
7. All auxiliaries shall provide an appointed joint committee in its bylaws which will be composed of members of the auxiliary, Hospital Authority, and the President and Chief Executive Officer of the Hospital. This committee may confer on all matters concerning the auxiliary specifically referred to it and on other matters referred to it by either group represented on the committee.
8. Auxiliaries are expected to govern and control its membership within the framework provided by approved By-Laws, Rules and Regulations.
9. No person shall be denied membership in any auxiliary of this hospital because of race, sex, color, or religion.

## ARTICLE XII FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of July of each calendar year.

## ARTICLE XIII BOOKS AND RECORDS

The books, accounts and records of the Authority shall be maintained in accordance with standard and recognized accounting principles, under the advice of a Certified Public Accountant, or other qualified person(s), in order to comply with the laws of the State of Georgia.

## ARTICLE XIV CERTIFICATES

Neither the members of this Authority nor any person executing Revenue Anticipation Certificates on behalf of the Authority shall be personally liable thereon by reason of the issuance thereof. The certificates and other obligations of the Authority shall not be, and shall so state on the face thereof, a debt of the city, the county, the State of Georgia, nor any political subdivision thereof, nor any combination of subdivisions acting jointly as hereunder provided. Revenue Anticipation Certificates of any Authority are declared to be issued for an essential public and governmental purpose and, together with interest thereon and income there from, shall be exempt from all taxes.

## ARTICLE XV QUALITY PERFORMANCE IMPROVEMENT

The Effingham County Hospital Authority recognizes its responsibility to promote good patient care and the Authority has for many years delegated the responsibility for the quality of medical care to the Health System Medical Staff. There now is significant evolution in quality improvement in health care organizations to the performance of the organization's systems and process in patient's needs and expectations.

The Authority:

1. Reaffirms its delegation of responsibility for medical care quality to the Health System Medical Staff.
2. Directs the President and Chief Executive Officer to cooperate with the Medical Staff informing a Quality Performance and Improvement Committee, not necessarily limited to Medical Staff members, to formulate a quality performance and improvement plan applicable to all departments, services, committees and individuals whose work directly or indirectly affects the quality of care given to patients, the purpose of which shall be to assure that all individuals responsible for assessment, treatment, or care of patients are competent in the ability to obtain and interpret information in terms of the patient's needs, a knowledge of growth and development, and an understanding of the range of treatment needed and that all patients with the same health problem receive the same level of care in the hospital in all areas for which the Authority is responsible.
3. Directs the President and Chief Executive Officer to submit the quality performance and improvement plan to the Board.
4. Directs the Health System Medical Staff and staffs of the Health System departments to implement and report on activities and mechanisms for monitoring, evaluating and improving patient care.
5. Requires regular reporting from the Health System Medical Staff and Health System President and Chief Executive Officer concerning important problems identified in the provision of patient care, including the provision of clinical services rendered, and the current status of any identified problems.

6. Directs the President and Chief Executive Officer to provide for resources and support systems for an effective quality performance and improvement program and risk management functions related to patient care safety.

ARTICLE XVI  
AUTHORITY EVALUATION

The Authority shall evaluate and document its own performance annually.

ARTICLE XVII  
AMENDMENTS OF BY-LAWS

These Bylaws may be reviewed, amended, altered, repealed or added to at any regular meeting of the Hospital Authority or at any special meeting called for that purpose, by affirmative vote of a majority of the Hospital Authority, provided that the proposed amendment(s) have been presented to members of the Authority at least 14 days prior to the meeting at which they are to be adopted. These bylaws shall be reviewed at least every three (3) years and amended as necessary.

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Chairman

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Secretary

Reviewed, Revised and Adopted October 22, 2024  
Date