

**AMENDED AND RESTATED
BYLAWS
OF
MARICOPA COUNTY SPECIAL HEALTH CARE DISTRICT
BOARD OF DIRECTORS**

ARTICLE I
DISTRICT NAME

The Maricopa County Special Health Care District (District) shall be governed by a five member Board of Directors, which shall also serve and be known as the District Board of Directors (Board).

ARTICLE II
AUTHORITY TO OPERATE

The District shall operate at all times in accordance with applicable federal and state laws and regulatory authority, including A.R.S. § 48-5501, et. seq. as amended from time to time. It shall function in a manner that is consistent with the Mission, Vision, and Values of the District.

ARTICLE III
DEFINITIONS

ALLIED HEALTH PROFESSIONAL: (AHP) means a health care practitioner other than a Medical Staff member who is authorized by law and the District to provide patient care services.

BOARD: Refers to the Board of Directors of the Maricopa County Special Health Care District.

CHAIR: Refers to the Chairperson of the Board.

CHIEF EXECUTIVE OFFICER: Refers to the President & Chief Executive Officer (CEO) of Maricopa Integrated Health System (MIHS). The terms "President" and "CEO" may be used interchangeably and are synonymous.

CHIEF OF STAFF: A member of the Medical Staff who is elected by the Medical Staff and confirmed by the Board, to fulfill the duties of Chief of Staff as set forth in applicable Medical Staff documents.

DIRECTOR: Refers to a duly elected member of the District Board.

DISTRICT: Refers to the Maricopa County Special Health Care District.

HOSPITAL: Synonymous with the Maricopa Medical Center or Medical Center.

MARICOPA INTEGRATED HEALTH SYSTEM: Refers to the hospital and all of its affiliated inpatient, ancillary, and outpatient health services, health plans, facilities, resources, staff, departments and programs.

MEDICAL STAFF: Refers to the physicians, dentists, oral surgeons, and podiatrists who have been appointed to the Medical Staff by the Board.

MEDICAL STAFF DOCUMENTS: Refers collectively to the Medical Staff Bylaws, Medical Staff Rules and Regulations, Medical Staff Credentialing Policy, Allied Health Professional Policy, Peer Review Policy, Focused Professional Practice Evaluation (FPPE) Policy, Medical Staff Professionalism Policy, Quality Data Policy, Medical Staff Organization Manual and Medical Staff policies and procedures, as amended from time to time, and subject to Board approval.

ARTICLE IV OFFICE

The official office of the District and its Board is at Maricopa Medical Center, 2601 East Roosevelt Street, Phoenix, Arizona, 85008.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers and Duties

The policy making powers of the District shall be vested in the Board of Directors who shall act as the governing body of the District and have charge, control and governance of the property, personnel, affairs and funds of the entities owned or operated by the District, and who shall have the power and authority to do and perform all acts and functions not inconsistent with the statutes governing the District, any other provisions of these Bylaws, or applicable law.

The Board of Directors shall review reports and recommendations from the Medical Executive Committee regarding initial appointment, reappointment, and renewal or modification of clinical privileges for the District's Medical and Allied Health Staff members and make decisions thereon, at its next regularly scheduled meeting, consistent with applicable law, accreditation authorities, and the Medical Staff documents.

In furtherance of its duty under this paragraph, the Board may accept, reject or modify the recommendation of the Medical Executive Committee or refer the matter back to the Medical Executive Committee for further consideration, consistent with the provisions of the Medical Staff documents.

The Board shall exercise all of its rights, powers, oversight and perform all of its duties including oversight corporately (that is, as a body) or by delegation approved by the Board or by delegation expressly set forth in these Bylaws. Therefore, except as expressly provided by these Bylaws or applicable law, or as specifically delegated by the Board in open meeting, no individual Board member shall exercise any rights or power of oversight of the District administration or power of oversight of the Board or perform any duties of the Board.

An individual Board Member shall have the right to request information or documents or both, concerning the business of the District, from the Chair or Chief Executive Officer. When a Board member makes a request for information or documents or both, concerning the business of the District, from the Chair or Chief Executive Officer, the Chair or Chief Executive Officer shall communicate such request to all other Board Members so that they may join in the request if so desired. The information or documents responsive to such request shall be provided to the requesting Board Member and all such documents or information shall be provided to every other Board Member who makes a request for them. When acting in his or her official capacity, no Board Member shall make a request for information or documents, concerning the business of the District, except as provided in this policy.

Section 2. Other Powers, Duties and Responsibilities

A. Finance, Audit and Compliance

- i. In accordance with Board of Directors Financial Policies, the Board shall:
 - a. Monitor the integrity of the financial statements of the District.
 - b. Monitor the independence and performance of the District's internal and external auditors and Compliance Program.
 - c. Monitor the preparation of capital plans, budgets, and any related documents that reflect the District's financial position.
 - d. Review with management and approve, the parameters for establishing the formal budgets for each fiscal year, such budgets to include at the very least, detailed income and expense budgets, capital expenditure budget, cash flow budget, personnel budget and position control; special projects; cost analyses; and tax requirements.

- e. Obtain a report of and monitor the performance of investments on at least a quarterly basis.
- f. Work with management, and approve the capital structure and long-range capital financing needs of the District.
- g. For each fiscal year, review with management and approve all plans related to funds necessary for care for uninsured and underinsured. This shall include a review of all policies relative to eligibility for programs, arrangements with sponsoring agencies, other sources of funds, and all policies related to adjustments from gross income.
- ii. Establish, with management, key financial ratios and operating indicators to discern trends and potential implications.
- iii. Review and approve proposed changes in rate structures, rates for patient services or contractual agreements and/or changes in expenses, which affect the financial goals and objectives of the District.
- iv. Obtain a report, at least annually, from the District's Treasurer, which contains all information relative to the District's Treasurer's activities and transactions for and on behalf of the District, its Board, officers, and employees.
- v. Monitor and approve the costs of all construction projects and construction contracts for new or on existing facilities.
- vi. Obtain a report and monitor insurance and non-clinical risk management programs at least annually.
- vii. The Chief Compliance Officer and Internal Auditor shall develop annual work plans and report their findings at least quarterly. If the Internal Auditor or Chief Compliance Officer has a question, which relates directly to the CEO, they are authorized to go directly to the Board of Directors through the Chairman of the Board.
- viii. Review on a quarterly basis, the activities, quality and effectiveness of the Internal Audit and Compliance Program, to ensure that management appropriately addresses all compliance recommendations and that ethical guidelines are followed.
- ix. Monitor the District's compliance with all Board of Directors policy statements.

B. Quality

- i. Provide oversight and review of quality practices within the District.
- ii. Engage in continuous efforts to ensure the provision of safe, quality health care services and reduce morbidity and mortality through the review of professional practices, training and experience, case review or conduct of licensed health care providers and encourage proper utilization of health care services and facilities.
- iii. Review relevant quality assurance, peer review, and clinical risk information from Medical Staff, clinical departments and committees.
- iv. All activities shall be conducted consistent with federal and state law, including applicable provisions regarding immunity, confidentiality and privilege, such as, A.R.S. § 36-441 et. seq., 36-445 et. seq., 36-2401 et. seq., and 36-2917 et. seq.

C. Strategic Planning

- i. Review and approve the District's strategic plan.
- ii. Provides oversight of development and evaluation of plans for information technology, facilities plans, programmatic plans, marketing strategy and internal/external communication plans.
- iii. Review the District's mission and vision statements and approve any necessary changes.
- iv. Provide oversight of the process for evaluating the effectiveness of the District in meeting its mission and addressing the identified community health care needs.
- v. Review and approval proposals for additions to, removal of, or other arrangements with entities for the benefit of the District, either controlled or affiliated.
- vi. Concurrent with the Board of Directors Financial Policies, the Board shall
 - a. Annually review the proposed operating and financial goals and objectives in relation to the strategic plan.
 - b. Ensure the strategic plan is in concert with the organization's capital plan.

- c. Provide oversight of community needs analysis conducted in relation to the strategic plan.

Section 3. Annual Report

Pursuant to A.R.S. § 48-251, the Board of Directors shall submit an annual report to the Clerk of the Board of Supervisors of Maricopa County and to the Maricopa County Treasurer. The District is required to have the annual report audited in accordance with A.R.S. § 48-253.

Section 4. Number, Election

The Board of Directors shall consist of five (5) members, one from each of the five Maricopa County supervisorial districts, all of who shall have been qualified consistent with A.R.S. § 48-5501 et. seq, as amended from time to time.

Section 5. Eligibility

In addition to the provisions of A.R.S. § 48-5501 et. seq, as amended from time to time, to be eligible to serve on the Board of Directors, a person must be qualified to represent the supervisorial district in which they reside. Directors shall not be an elected or appointed state or county official, an employee of the District or a director, officer or employee of another health care institution.

Section 6. Terms

The term of office for a Director is established in A.R.S. 48-5503 and is four years.

Section 7. Vacancies

Vacancies occurring other than by expiration of term shall be filled by a majority vote of the remaining members of the Board of Directors in accordance with applicable law and pursuant to Board Resolution.

Section 8. Compensation

Members of the Board of Directors shall serve without compensation; however, each member is allowed:

- A. Necessary travel and incidental expenses actually incurred in performing official business in accordance with the Board of Directors Board Member Compensation for Meetings and Travel Policy.
- B. Per diem when away from the District on official business of the District. The per diem amount shall be determined in accordance with A.R.S. § 38-621 through A.R.S. § 38-627 as amended from time to time.

- C. Per diem, when attending meetings of the Board of Directors, may not exceed the amount prescribed by A.R.S. § 32-1604 as amended from time to time.

Section 9. Removal From Office

Board Members may be removed from office for any basis that is provided for or permitted under Arizona law, including but not limited to A.R.S. § 12-2041, 38-291 or 38-341 as amended from time to time.

ARTICLE VI OFFICERS

Section 1. Officers

The Board shall elect a Chair and a Vice Chair from its members. In addition, the Board may appoint a Clerk, who shall not be a member of the Board and who is to be paid a salary fixed as determined by the Board. The Board may also appoint such other officers as the Board may authorize and which are permitted by law.

Section 2. Election

Within thirty days after every general election, the Board shall meet and organize by electing a Chair and Vice Chair. Such officers shall serve until November 30 following their election as officers. Thereafter, at the first regular meeting of the Board in November of each non-general election year, the Board shall elect its officers, all of whom shall serve a term of one year, beginning December 1.

Section 3. Duties of Chair

There shall be a Chair of the Board who shall, in general, oversee and direct all of the business and affairs of the Board. Meetings of the Board are convened by the Chair, and the Chair shall preside at all meetings.

The Chair may sign, with the Clerk or any other proper officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other documents or instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by Board policies, or by these Bylaws, or by statute, to some other officer or agent of the District; and, in general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time-to-time.

Section 4. Duties of Vice Chair

In the absence of the Chair, or in the event of the Chair's refusal or inability to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers and be subject to all the limits of the Chair. The Vice Chair shall perform such other duties as, from time-to-time, may be assigned to her/him by the Chair or the Board.

Section 5. Clerk of the Board

The Clerk of the Board shall keep and certify minutes of the Board; prepare such reports or documents as may be requested by the Board; give all notices in accordance with these Bylaws or as required by law; review and make recommendations for revisions in the Bylaws of the Board of Directors and other controlling documents; serving as the coordinator for the development, review or revise Board policies; coordinate Board orientation/continuing education and development; review and make recommendation to the Board on the functioning of the Board Office and its budget; and, be custodian of the Board's records.

The Clerk shall sign such instruments as may require her/his signature and, in general, attest the signature or certify the incumbency or signature of any other officer of the District and shall perform all duties incident to the office of the Clerk of the Board as may be assigned by the Board from time-to-time. The Clerk of the Board shall have custody of the seal of the organization and shall affix the same attested to by the Clerk's signature, to all official documents requiring the document to be under the seal of the Board.

Section 6. Deputy Clerk of the Board

The Deputy Clerk of the Board shall, in the absence or disability of the Clerk of the Board, perform the duties and exercise the power of that office and shall, in general, perform such other duties as shall be assigned to him/her by the Clerk.

ARTICLE VII MEETINGS OF THE BOARD

Section 1. Annual Meeting

The regular meeting of the Board in January shall be known as the Annual Meeting.

Section 2. Regular Meeting

The Board shall hold regular meetings.

Section 3. Special Meetings

Special Meetings of the Board may be held in a manner that is consistent with the Arizona Open Meeting Law, A.R.S. § 38-431 et. seq. as amended from time to time.

Section 4. Emergency Meetings

Emergency Meetings of the Board may be held in a manner that is consistent with the Arizona Open Meeting Law, A.R.S. § 38-431 et. seq. as amended from time to time.

Section 5. Place of Meetings

All meetings of the Board shall be at the Maricopa Medical Center campus, unless otherwise specified, with proper notice to the Board, and the public.

Section 6. Quorum/Voting

A majority of the Board (three Board members) shall constitute a quorum for the transaction of business at any meeting of the Board. A concurrence of a majority of the Directors present and voting in person, or by telephone, is necessary for official action. There shall be no vote by proxy. If at any meeting a quorum is not present, the meeting cannot be called to order or may not continue and will be rescheduled until such date and hour as a quorum may be had.

Section 7. Order of Business

The order of business at any meetings of the Board shall be in accordance with the agenda for such meeting. The Clerk of the Board prepares and reviews with the Chair and the CEO, the agenda of all meetings of the Board.

The following shall have the right to place an item on the agenda of any scheduled meeting of the Board: the Chair, the CEO, or any Board member. The Chair shall have the right to reject an item placed on the agenda.

If the Chair rejects an item placed on the agenda, two Board members acting together shall have the right to override the Chair's rejection and place the item on the agenda as requested despite the Chair's rejection. The action by the two Board members shall relate solely to identifying the subject matter of the item to be placed on the agenda with no discussion, consideration or deliberation of the matter.

Section 8. Minutes of Meetings

The Clerk of the Board shall keep the minutes of the Board, including discussions and actions taken by the Board. Official minutes and supporting documentation shall be maintained by the Clerk.

Section 9. Open Meetings

The Board shall comply with all applicable provisions of A.R.S. § 38-431 et seq., as amended from time to time, Arizona Open Meeting Law.

Section 10. Executive Session

The Board may call an Executive Session to discuss such matters as permitted under the applicable provisions of Arizona law, including but not limited to the Arizona Open Meeting Law A.R.S. § 38-431 et. seq. as amended from time to time.

ARTICLE VIII SPECIAL OR ADVISORY COMMITTEES

Section 1. Special or Advisory Committees

By a majority vote of the Board of Directors at any meeting, open to the public, where a quorum is present, the Board may appoint special or advisory committees for such purposes as the Board directs. Such special or advisory committees shall limit their activities to the purposes for which they are impaneled and be limited in time to the task for which they are appointed. Special or advisory committees shall have only those powers as specifically conferred in writing upon them by the Board of Directors and shall report to the Board of Directors. The continuation of any special or advisory committee shall be reviewed annually if it has not been disbanded because of completion of its work.

Section 2. Special or Advisory Committee Membership

Unless otherwise expressly provided herein, members of a special or advisory committee shall be appointed by the Board of Directors. The chair and vice chair of a special or advisory committee, may be members of the Board of Directors. When the chair of the special or advisory committee is not a member of the Board of Directors, the Board may appoint the chair of the special or advisory committee.

The Board of Directors may involve citizens of Maricopa County as members to serve on a special committee. Such citizens shall serve without compensation. In addition, the Board may take reasonable steps to involve citizens at large, from the community, who can contribute their expertise or value for the benefit of the District. Other members of a special or advisory committee, unless otherwise expressly provided herein, need not be members of the Board of Directors. In the event the chair of a special or advisory committee shall be absent from a scheduled meeting, the vice chair shall act as chair for that meeting.

Section 3. Term of Office

Members of a special or advisory committee shall serve for the term of the committee or at the will of the Board of Directors.

Section 4. Expenditures

Any expenditure of District funds by a special or advisory committee shall require prior approval of the Board of Directors either through designation in the annual operating budget or specific request. A special committee may make recommendations but shall not make policy and shall not be authorized to commit expenditure of funds without prior approval of the Board of Directors through these Bylaws, Board policy or the budgeting process.

Section 5. Preservation of Confidential Information

Board adopted policies, federal and state laws and regulations regarding the protection of confidential, privileged or proprietary information shall apply to any and all special or advisory committees and their members, both during committee service and thereafter.

Section 6. Minutes and Report

A special or advisory committee shall record and maintain minutes of its meetings and shall report its activities to the Board of Directors as directed by the Board. A special or advisory committee shall also report to the Board of Directors on any matters requested by the Board. Official minutes, and all supporting documents related thereto, of a special or advisory committee shall be maintained by the Clerk of the Board.

Section 7. Quorum

Unless expressly provided otherwise by committee charter, the majority of the voting members of a special or advisory committee shall constitute a quorum and in every case the affirmative vote of a majority of the voting members of the committee present at each meeting in which there is a quorum shall be necessary for the passage of any resolution or the taking of any action. Any action taken must be filed with the minutes of the special or advisory committee presented to the Board of Directors.

Section 8. Attendance and Removal

Unless expressly provided otherwise by committee charter, failure to attend three-fourths (3/4) of the special or advisory committee meetings during the rolling year, or two consecutive meetings, may result in removal of a committee member by a vote of the majority Board of Directors.

ARTICLE IX FISCAL YEAR

The fiscal year of the District shall commence on the first (1) day of July of each year and end on the thirtieth (30) day of June following.

ARTICLE X BOARD AND DISTRICT POLICIES

The Board may adopt policies consistent with these Bylaws for the operation of the Board, and may direct staff to carry out any policies set forth by the Board.

ARTICLE XI CHIEF EXECUTIVE OFFICER (CEO) OF MIHS

Section 1.

The Board of Directors shall appoint and remove a CEO who shall be the District's direct executive representative in the management of any District entities. In the event of a vacancy in the office of CEO for any reason, the District's Chief Operating Officer shall act as temporary CEO, performing the duties and exercising the rights of the CEO, until the Board of Directors appoints another CEO to fill the vacancy or designates another individual to act as temporary CEO pending the appointment of a permanent CEO to fill the vacancy.

Section 2.

The CEO shall be solely responsible to the Board of Directors for the proper performance of the duties of the Office of CEO and shall hold office at the will of said Board, subject to any written contract.

Section 3.

The CEO is responsible for the enforcement of all MIHS bylaws, rules and regulations, policies, and other controlling documents for the proper conduct and operation of the District and MIHS which have been promulgated or approved by the Board of Directors, and until such have been promulgated, the CEO shall have the authority to make and enforce all necessary rules, regulations, and policies for the proper conduct and operation of the District and MIHS. In all cases of dispute in authority or uncertainty as to the meaning of MIHS bylaws, policies, or rules and regulations, the decision of the CEO shall be accepted until a ruling shall have been rendered by the Board of Directors.

Section 4.

Subject to these Bylaws, Board of Director's policies and other controlling documents and directives, the CEO shall:

- A. Have the necessary authority to manage and direct all the business and affairs of the District and any District entity.
- B. Act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated another other person to act.
- C. With the prior written approval by the Board, sign, along with any other officer of the District who has been authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, expressly reserved to the Board of Directors, or shall be required by law to be otherwise signed or executed.
- D. Act for and on behalf of the Board of Directors with reference to Medical Staff appointments, reappointments, and privileges when the Board of Directors is unable to do so due to a lack of a quorum, and submit such actions to the Board of Directors at its next scheduled meeting for appropriate action, including ratification.
- E. In the event of a declared national or state disaster, grant disaster privileges to qualified health care professionals in a manner that is consistent with Medical Staff Bylaws.
- F. Consistent with the Medical Staff documents, such as the Credentials Policy, terminate temporary clinical privileges of any health care professional.
- G. Upon recommendation from the Medical Executive Committee, and approval of the Board, appoint Department Chairs. Upon recommendation from the Medical Staff's Special Review Committee, may remove a Department Chair.
- H. Serve as the official channel of communications and liaison between the Board of Directors and the Medical Staff.
- I. Have the authority to appoint special advisory groups to provide input, advice and guidance to the CEO on any matter identified, by the CEO or the Board of Directors. If and where applicable, the CEO shall consult with the Chief of Staff and the Chief Medical Officer relative to such appointments.
- J. Establish a plan of organization of personnel and others concerned with the operation of the District and shall directly, or through delegation, select, employ, control and discharge all personnel authorized by the budget and position

control, subject to applicable rules of the merit system, except as otherwise provided herein. Notwithstanding the foregoing, the CEO shall select and recommend to the Board's final approval to employ or discharge any District Chief Officer.

- K. Designate a District Chief Officer to act on behalf of the CEO during periods of her/his planned absence from the District or in emergent situations.
- L. Attend all meetings of the Board of Directors.
- M. Represent the District at local, state and national agencies and organizations, and meetings in the community.
- N. Perform all applicable duties prescribed by the District enabling legislation, federal and state laws and regulations, and standards of accrediting bodies.
- O. Conserve the physical and financial assets of the District.
- P. Perform all duties incident to the Office of the CEO and such other duties as may be prescribed by the Board of Directors from time-to-time.
- Q. Avoid any actions or activities that violate any laws, regulations, Board Bylaws or policies, MIHS policies, or other controlling documents, or which places the organization in a vulnerable position or at significant financial risk.

ARTICLE XII

MEDICAL STAFF AND ALLIED HEALTH PROFESSIONAL STAFF

Section 1. Organization, Appointments, Hearings

- A. The Board shall organize the physicians, dentists, oral surgeons, and podiatrists granted practice privileges in the District's facilities into a Medical Staff under the Medical Staff Documents approved by the Board, which shall not be in conflict with these Bylaws or other controlling documents of the District.

The Board shall consider recommendations of the Medical Staff and Allied Health Professional Staff and appoint to the Medical Staff and Allied Health Professional Staff, in numbers not exceeding the needs of the District as determined by the Board. Each member of the Medical Staff and Allied Health Professional Staff shall have appropriate authority and responsibility for the care of her/his patients, subject to such limitations as are contained in applicable state and federal licensing laws and regulations, these Bylaws and in the Medical Staff Documents and subject, further, to any limitations attached to such member's appointment and privileges.

- B. No physician, dentist, oral surgeon, podiatrist or other professional and clinical practitioner shall be permitted to practice in a District facility or to admit, treat, consult or attend any patient in a District facility who is not a member of the Medical Staff, or Allied Health Professional Staff, as applicable, unless otherwise specifically permitted by these Bylaws or by provisions of the Medical Staff Documents.
- C. All applications for appointment to the Medical Staff and Allied Health Professional Staff shall be in writing on Board approved forms and shall be presented to the Office of Medical Staff Services. They shall contain full information, including but not limited to the applicant's education, licensure, practice, previous experience, past and current health status, professional liability history, privileges desired, any unfavorable history with regard to licensure and hospital privileges, and proof of professional liability insurance in accordance with Medical Staff Documents requirements. It shall also signify the applicant's agreement to abide by these Bylaws, the policies of the Board, and the Medical Staff Documents. Appointments to the Medical Staff and Allied Health Professional Staff by the Board shall confer on the appointee only such privileges as granted in accordance with the action of the Board and as provided by these Bylaws and the Medical Staff Documents.
- D. Unless expressly permitted otherwise by these Bylaws, all appointments to the Medical Staff and Allied Health Professional Staff shall be made by the Board and shall be for a period as specified in the Medical Staff Documents for the applicable staff category, and not to exceed two (2) years.
- E. The Board reserves the right to cancel an appointment previously made or to refuse to renew an appointment to the Medical Staff in a manner consistent with the Medical Staff Documents. When an appointment is not to be made or renewed, or when privileges have been or are proposed to be reduced, suspended, or terminated, the Medical Staff member shall be afforded the opportunity of a hearing in accordance with the Medical Staff Documents.
- F. With reference to Medical Staff and Allied Health Professional Staff appointments and credentialing, the CEO shall have the authority to act for and on behalf of the Board with reference to Medical Staff appointments, reappointments, and privileges when the Board is unable to do so due to a lack of a quorum, and submit such actions to the Board at its next regular scheduled meeting for ratification.
- G. When a physician, dentist, oral surgeon, podiatrist or other professional and clinical practitioner employed or contracted by the District is required to maintain membership in the Medical Staff, or Allied Health Professional Staff as a condition of employment or engagement by the District, termination of such practitioner's privileges shall be effective on such date as such practitioner ceases to perform the duties for which engaged by the District.

- H. While the Board has the final decision regarding the appointment, reappointment or termination of appointment, or the granting or curtailment of clinical privileges to the Medical Staff and Allied Health Professional Staff, when the Board does not concur with a Medical Staff recommendation relative to Medical Staff appointment, reappointment or termination of appointment, or the granting or curtailment of clinical privileges, the Board will comply with the due process and fair hearing provisions in the Medical Staff Documents, relating thereto.
- I. Neither the Board nor the Medical Staff may unilaterally amend the Medical Staff Documents. The Medical Staff Documents shall be reviewed by the Medical Staff no less than every two (2) years and any changes proposed acted upon by the Board within sixty (60) days of submission.

Section 2. Clinical Practitioners Employed By or Under Contract With MIHS

- A. The Board shall have the authority to authorize its CEO, to enter into contracts or employment relationships with clinical practitioners for the performance of health care provider and professional services including certain physician-administrative services.
- B. If a question concerning clinical competence arises that may affect the clinical practitioner's staff appointment or clinical privileges during the term of the contract or employment, that question shall be processed in the same manner as would pertain to any Medical Staff and Allied Health Professional Staff appointee holding clinical privileges. If a modification of privileges or appointment resulting from such action is sufficient to prevent the clinical practitioner from performing her/his duties, the contract shall automatically terminate.
- C. Clinical privileges or staff appointment granted to clinical practitioners employed by or under contract with the District shall be valid only during the term of the contract or employment. In the event that the contract or employment expires or is terminated, the clinical privileges and appointment shall automatically expire at the time the contract or employment expires or terminates. This expiration of clinical privileges and appointment or the termination or expiration of the contract or employment, shall not entitle the clinical practitioner to any hearing or appeal, unless there is a specific provision to the contrary in the contract or employment agreement. In the event that only a portion of the clinical practitioner's clinical privileges are covered by the contract or employment, only that portion shall be affected by the expiration or termination of the contract or employment.
- D. Specific contractual or employment terms shall in all cases be controlling in the event of an actual or apparent conflict with the provisions of the Bylaws.

Section 3. Medical Care And Its Evaluation

The Medical Staff shall be responsible to the Board for the quality of medical care in the District.

- A. The Medical Staff shall conduct continuing review and appraisal of the quality and safety of professional care in the District, devise and implement corrective actions, and shall report such activities to the Board.
- B. The Medical Staff shall conform its practices, as individual members of the Medical Staff, to meet the standards of regulatory and accrediting agencies, federal and state laws and regulations.
- C. The Medical Staff shall make recommendations to the Board, concerning: (1) Appointments and alterations of staff status; (2) granting of clinical privileges; (3) disciplinary actions; (4) such matters as may be referred to it by the Board or CEO or (5) where authorized pursuant to these Bylaws or Medical Staff Documents.
- D. The Medical Staff may make recommendations to the Board regarding any matter not referenced in Section 3.

Section 4. Conflict Resolution

Resolution of conflict and the adjudication of any disciplinary matter relating to the Medical Staff, Allied Health Professional Staff, or any member thereof, shall be conducted consistent with District, Medical Staff Documents.

Section 5. Representation At Meetings Of Board Of Directors

The Chief of Staff shall be invited to attend the meetings of the Board to report on the activities of the Medical Staff and Allied Health Professional Staff.

ARTICLE XIII BOARD STAFF

Section 1. Legal Counsel

- A. The Chief Legal Officer and General Counsel ("General Counsel") is employed by the Maricopa County Special Health Care District and serves at the pleasure of the Board. The General Counsel shall serve as the chief legal advisor to the Board, the Chief Executive Officer, Senior Leaders, and all District Departments.
- B. The General Counsel's client for purposes of any particular communication or representation is the District as an entity. General Counsel owes professional

responsibilities to the District as a whole, including the Governing Board as a body.

- C. In providing legal services, the General Counsel is expected to conform to professional standards of the legal profession including, without limitation, standards of integrity, competence, diligence, and communication, as promulgated by the Arizona Supreme Court in the Rules of Professional Conduct.
- D. The General Counsel is primarily responsible for providing professional legal services to the Board, the District's officers and employees who are acting in her/his official capacity in performance of her/his duties. Whenever the General Counsel is providing legal services to the District, including the CEO and the Board, professional standards require that her/his legal advice and services be based upon independent professional judgment that is not subject to the client's direction and control.
- E. The General Counsel reports to the Board. The CEO may assign the General Counsel supervision of District Risk Management, insurance, training, etc. If so assigned, the General Counsel will take reasonable care to clarify when she/he are exercising such administrative responsibility. When the General Counsel is performing such administrative duties, they will be subject to direct and exclusive supervision of the CEO.
- F. To meet the expectations stated above, the General Counsel shall have direct access to the Board and the authority to use independent professional judgment in providing professional services as an attorney, notwithstanding the CEO's otherwise exclusive role in connecting governance and management.
- G. Except for legal counsel engaged by the Board, or pursuant to Amended and Restated Maricopa County Special Health Care District Risk Management Insurance and Self-Insurance Plan ("Self-Insurance Plan"), all legal counsel for the District will be engaged exclusively by the General Counsel, and no expenditure may be made or indebtedness incurred for legal services except with the consent and approval of the General Counsel.
- H. The removal of the General Counsel shall be by a super majority of eighty percent (80%) of the voting members of the Board and the consent of the CEO.

Section 2. Clerk of the Board

- A. The Board of Directors may retain Board staff, as it deems necessary for the proper guidance of the District. Only the Board may select, employ, evaluate and discharge the Clerk of the Board.

ARTICLE XIV
NON-DISCRIMINATION CLAUSE

No discrimination shall be exercised by the Board or by any person subject to its jurisdiction against or in favor of any person because of race, gender, color, national origin, religion, disability, sexual orientation, gender identity, marital status, or age in the admission, treatment, or participation in any of its health care programs, educational programs, services and activities, any employment matters, or any person doing business with the District, pursuant to federal, state or local laws, including without limitation A.R.S. § 48-5541.01.

ARTICLE XV
CONFLICTS OF INTEREST

Each member of the Board or members of any Board special committee or Board advisory committee, shall comply with all federal and state conflict of interest laws, including but not limited to the provisions of A.R.S. § 38-501 et. seq. and the MIHS Code of Conduct and Ethics. In addition, any such person who has such a conflict of interest shall make such conflict known to the Clerk of the Board, and it shall be recorded in the meeting minutes, and in the conflict of interest disclosure file maintained by the Clerk of the Board. Such person shall refrain from voting upon or participating in any such matter. If, at any time, a Director, or Board committee member develops a potential conflict of interest, such potential conflict shall be disclosed to the Clerk of the Board.

ARTICLE XVI
PATIENTS' RIGHTS, ORGANIZATIONAL ETHICS AND COMPLIANCE

The Board of Directors shall adopt and maintain policies on Patients' Rights and Organizational Ethics for the District in recognition of its responsibilities to its patients (and the patient's health care decision-maker), staff, physicians, and the community it serves.

In addition, the Board shall respect patient confidentiality, including confidentiality of participants in approved research projects, privacy, security (including patient's rights to access to protective services) and pastoral counseling. The Board of Directors shall also adopt and maintain a policy on Compliance to guide District business practices in a lawful and ethical manner.

It is also the responsibility of the Board of Directors and District officers, executive management, medical staff, house staff, students, subcontractors, volunteers and employees to provide services and conduct their activities in a manner consistent with the District mission statement and policies, its policy regarding Patient Rights and Organizational Ethics, its compliance program and standards of conduct.

ARTICLE XVII INDEMNIFICATION

Section 1. Indemnification

Each person who was or is a party or is threatened to be made a party to or is involved in any action, claim, suit or proceeding, whether civil, administrative or investigative, whether formal or informal, whether brought by, on behalf of, or against the District, by reason that the person is or was a Director, officer, employee, volunteer or agent of the District, or is or was serving at the request of the District as a Director, officer, employee, volunteer, or agent where the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee, volunteer, or agent while serving as a director, officer, employee, volunteer, or agent, shall be indemnified, defended, and held harmless by the District to the fullest extent authorized by and consistent with the provisions of the Amended and Restated Maricopa County Special Health Care District Risk Management Insurance and Self-Insurance Plan and as permitted under Arizona law.

Section 2. District Insurance and Self-Insurance Plan

The District shall maintain the Amended and Restated Maricopa County Special Health Care District Risk Management Insurance and Self-Insurance Plan, which may include the purchase of commercial insurance, at its expense and in reasonably sufficient amounts to protect itself and any person who is or was serving as a Director, officer, employee, volunteer, or agent of the District or is or was serving at the request of the District as a Director, officer, employee, volunteer, or agent against any liability asserted against and incurred by that person in such District capacity, or arising out of his/her status as such, and who was acting in furtherance of District business.

Section 3. Savings Clause

If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the District shall nevertheless indemnify, defend and hold harmless each Director, officer, employee, volunteer, or agent of the District, as to cost, charges, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, administrative or investigative to the full extent permitted by any applicable portion of the Amended and Restated Maricopa County Special Health Care District Risk Management Insurance and Self-Insurance Plan and these Bylaws that shall not have been invalidated and to the full extent permitted by applicable law.

ARTICLE XVIII SEAL

The Board of Directors may adopt a suitable seal.

ARTICLE XIX MISCELLANEOUS

Section 1. Institutional Review Board

There shall be an Institutional Review Board appointed by the CEO in compliance with applicable state and federal regulations and Board policy.

Section 2. Patients' Right and Grievance

The District and its Board shall maintain an effective grievance process and conflict resolution process whose operations shall be delegated to the CEO or the CEO delegate.

Section 3. EMTALA: Medical Screening Examination

Pursuant to 42 U.S.C. § 1395dd, as amended, the following medical personnel are authorized to perform medical screening examinations: physicians, nurse practitioners, physicians assistants, certified nurse midwives and registered nurses from the Department of Obstetrics and Gynecology.

Section 4. Contracts

Only the Board or the CEO or others expressly authorized and delegated such authority by the Board may enter into any contractual arrangement or execute any instrument in the name of and on behalf of the District.

Section 5. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the District, shall be signed by the Board or those individuals authorized by the Board and in such manner as expressly permitted by the Board.

Section 6. Gifts

Subject to conflict of interest requirements of Article XV, the Board may accept on behalf of the District any contribution, gift, donation, bequest, or devise for and consistent with the mission of the District or which is consistent with the general or specific purposes of the District.

Section 7. Loans

No loan, guaranty, or other form of security or indebtedness, shall ever be made to, or provided by, the District for the benefit of any of its individual or collective Directors, officers, employees, volunteers or agents. If Members of the Board vote or assent to

such actions, those Members assenting to or participating in such action shall be held, jointly and severally, and personally liable to the District for the amount of such action and all costs and expenses related thereto.

Section 8. Annual Report

The CEO shall cause an annual report to be submitted to the Board of Directors.

Section 9. Notice

A. Effective Date

Any notice required or permitted to be given pursuant to the provisions of the enabling legislation, these Bylaws, other controlling documents, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or by electronic means or facsimile, or, if sent by mail, on the date deposited with the United States Postal Service.

B. Waiver of Notice

Whenever any notice is required as stated in Section 9.A. above, a waiver thereof in writing signed by the persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

C. Service of Process: Notice

The provisions of this Section 9 do not apply to any notice or provision of service of process related to any legal proceeding, which notice must be made consistent with applicable state or federal law.

ARTICLE XX RULES OF ORDER

All meetings of the Board of Directors and its committees shall be conducted in a manner reasonably consistent with the most recent edition of Robert's Rules of Order. Questions regarding the application of Robert's Rules shall be decided by a vote of the majority of the Board.

ARTICLE XXI AMENDMENTS

These Bylaws may be amended by an affirmative vote of a super majority of eighty percent (80%) of the voting members of the Board. A full statement of a proposed amendment shall be submitted to the Board at least two weeks prior to the meeting at

which the proposed amendment is scheduled to be voted upon. Amendments to the proposed amendment may be made at the meeting at which the proposed amendment is scheduled to be voted upon. The Bylaws shall be reviewed triennially and amendments to the Bylaws may be proposed by any member of the Board or District staff.

ARTICLE XXII
DISSOLUTION

Dissolution of this District shall be in accordance with and subject to the provisions of the laws of the State of Arizona.

Approved by the Board of Directors on September 24, 2025.

By: _____ Date _____
Virginia L. Korte, Chair, Board of Directors

By: _____ Date _____
Melanie Talbot, Clerk of the Board