

**BYLAWS OF
HOSPITAL AUTHORITY of ST. MARYS**

Authority

The Hospital Authority of the City of St. Marys, Georgia, (hereinafter referred to as the Authority) is a public body corporate and politic and shall have such powers as may be prescribed by Ordinance of the Mayor and Council for the City of St. Marys and the general laws and enactments of the State of Georgia. The legal authority for the Authority is set forth in Official Code of Georgia Annotated Title 31, Chapter 7, Article 4.

ARTICLE I

NAME

The name of this Authority shall be the Hospital Authority of St. Marys.

ARTICLE II

PURPOSE

The purpose of the Authority, as determined by the consent order dated August 22, 2013, is to authorize the expenditure of funds generated by the sale of the convalescent center by the Hospital Authority for operation and maintenance of the senior citizens center. The Authority is expected to manage the funds in a fiscally sound manner which preserves and potentially grows the capital.

ARTICLE III

DIRECTORS

Section 1. Members. The Authority shall consist of a Board of nine (9) members appointed directly by majority vote of the City Council of the City of St. Marys, GA. The four year terms will be staggered to promote continuity.

Section 2. Tenure. The members of the Authority shall hold office until their respective successors are appointed or until they resign, whichever occurs first. Each Director appointed to the Authority to fill a vacancy shall serve the balance of the replaced Director's term of office.

Section 3. Titles. The titles "Member" and "Director" may be used interchangeably, and have the same meaning.

Section 4. Reimbursement to Directors. Authority members serve without compensation. Expenditures on behalf of the Authority may be reimbursed with prior approval or the expenditures are subsequently ratified by the Board.

ARTICLE IV

OFFICERS

Section 1. Officers. The Authority shall elect from its members a Chair, Vice Chair, Secretary and Treasurer. The Secretary and Treasurer may be combined.

Section 2. Qualifications. The Chair, Vice Chair, and Secretary-Treasurer must be members of the Authority.

Section 3. Election. The officers shall be elected by the Authority at the annual meeting of the Authority for a term of one year commencing at the date of the annual meeting. Each such officer shall serve during the calendar year for which such officer is elected or until the officer's successor to the office is elected and qualified. There is no limit on the number of terms that a Director may serve as an officer, as long as the term of office does not extend beyond the Director's term on the Authority Board.

Section 4. Vacancies. An officer vacancy shall be filled for the unexpired term by the Authority.

Section 5. Removal of Officers. Any officer, elected or appointed by the Authority or appointed with or subject to its approval may resign or whenever in the Authority's judgment the best interest of the Authority would be served thereby, may be removed from office by the Authority.

ARTICLE V

DUTIES OF OFFICERS

Section 1. Chair. The Chair of the Authority shall be the Chief Presiding Officer of the Authority and shall have the general powers of supervision and management of the Authority business affairs and shall perform, or cause to be performed the duties incident to each supervision and management. In that capacity, the Chair shall have the following powers and duties:

- 1.1 To give notice of and preside, when present, at all meetings of the Authority;
- 1.2 To see that all orders, resolutions and other actions of the Authority are carried into effect;
- 1.3 To appoint the Chair and members of all committees and serve as an "ex officio" member of all committees;
- 1.4 To sign and execute in the name of the Authority all written instructions of every kind and character which the Authority or the law has authorized the Chair to execute and, if no other officer is designated by the Authority or by law, to sign and execute such documents in the name of the Authority which are authorized by the Authority by law;
- 1.5 To perform all duties incident to the office of Chair and such other duties as may be prescribed by these bylaws or by the Authority from time to time.

Section 2. Vice-Chair. In the event of the unavailability of the Chair or at the Chair's request or when specifically authorized by the Authority, the Vice-Chair shall have the powers and perform such duties as are specifically assigned by the Authority or the Chair. In the

absence of the Chair, the Vice-Chair shall call meetings of the directors and shall act as Chair of such meetings.

Section 3. Secretary.

3.1 The secretary shall have the general responsibility to record the transaction of business by the Authority.

3.2 The secretary shall designate a person to fulfill these duties at any meeting of the Authority if the secretary is unable to attend.

3.3 The secretary, directly or acting through a designate, shall record or be responsible for the recording of votes and the preparation and keeping the minutes of all meetings and proceedings of the Authority and any committee thereof; and shall have custody of the minutes of the Authority.

3.4 The secretary shall perform such duties incident to the office of the secretary as the Authority may direct.

3.5 The secretary shall keep open to inspection by the members of the Authority at all reasonable times, the original or certified copy of the bylaws of the Authority and the book of minutes of the Authority.

Section 4. Treasurer. The treasurer, or his or her designate, shall have charge and custody of and be responsible for, all funds, securities, moneys and other valuables of the Authority. In such capacity, the treasurer shall have the following duties and powers:

4.1 To receive and give receipts for monies due and payable to the Authority from any source whatever;

4.2 To deposit, or cause to be deposited, all such funds securities and monies in the name of and to the credit of the Authority in such depositories as may be designated by the Authority.

4.3 To make, or cause to be made, such disbursements as the Authority may direct or may be authorized by these bylaws.

4.4 To keep and maintain open to inspection by any member of the Authority at all reasonable times adequate, accurate and correct amounts of the properties and business transactions of the Authority.

4.5 To render quarterly and annual financial statements showing the condition of the Authority as of the close of business for the preceding accounting period.

4.6 To perform all duties incident to the office of the treasurer, and such other duties as may be prescribed by the Authority from time to time.

ARTICLE VI

MEETINGS

Section 1. General. Regular meetings of the Authority shall be held no less frequently than every two months at such a time and place designated by the Chair with consent of a majority of Directors. All meetings of the Hospital Authority shall be conducted according to Roberts Rules of Order and in accordance with the Georgia Open Meetings Act.

Section 2. Annual Meeting. The Authority shall have an annual meeting each December for the purpose of electing officers of the Board for the upcoming year, approving the Annual Report to the City Council, and such other items that may be appropriate.

Section 3. Called Meetings. Special meetings of the Authority may be called by the Chair or any three members of the Authority upon reasonable notice to members and the public.

Section 4. Agendas. The Authority's Chairman or designee will develop an agenda at least three days prior to each regular meeting and two days prior to each special meeting. Items not on the original agenda will be considered and voted upon for addition to the agenda immediately prior to the commencement of proceedings for each meeting.

Section 5. Quorum. The majority of active appointed members shall constitute a quorum at any regular and duly called meeting. If a majority is not present, the meeting can be continued but no votes can occur. A majority vote of the voting members present is required to conduct business

Section 6. Action. In voting, each member of the Authority present at the meeting shall have one vote. No vote may be exercised by proxy. All votes in the affirmative and negative shall be entered in the minutes.

ARTICLE VII

COMMITTEES

Section 1. Committees. The Chair of the Authority shall have the power and authority to appoint such committees as may be necessary and appropriate, and shall designate the members thereof and prescribe their duties and powers.

Section 2. Committee Authority. The committees of the Authority shall have the power to study, investigate, and recommend to the Authority Board any action within the jurisdiction of the Authority when responsibility for such matter has not been vested in another committee.

Section 3. Limitation of Authority. No committee shall have the power to take any action on behalf of the Authority. Any action of a committee of the Authority shall not be binding unless the action is submitted to the Authority Board at regular or special meeting and accepted and ratified by the Authority members.

Section 4. Meetings. A meeting of any committee may be called by its Chair upon giving notice to the members thereof in the same manner as prescribed by these bylaws for meetings of the Authority conforming to the use of Roberts Rules of Order and Open Meeting requirements.

ARTICLE VIII

PROCEDURES; MINUTES

Section 1. Rules of Order. Meetings of the Authority and any committee thereof shall be conducted in accordance with the most recent edition of Robert's Rules of Order, newly revised, except to the extent the constitution or laws of Georgia or these bylaws provide for a different procedure. The Chair shall serve as the parliamentarian for the Authority and for each committee thereof.

Section 2. Minutes. Adequate written minutes shall be kept recording the acts and proceedings at meetings of the Authority. Such minutes shall, at a minimum, include the names of the members of the Authority present at the meeting, a description of each matter or other proposal made during the meeting, and a record of all votes. Such minutes shall be prepared by the Secretary-Treasurer or designate. A copy of the minutes shall be delivered in person or by email to each member of the Authority. Minutes shall be approved at the next regular meeting of the Authority. The official minutes of the meeting of the Authority shall be those approved by the Authority. All approved minutes will be filed with the City Clerk.

ARTICLE IX

FISCAL YEAR; ANNUAL BUDGET

Section 1. Fiscal Year. The fiscal year of the Authority shall commence on July 1 of each year and expire on June 30 the following year.

Section 2. Annual Budget. The Authority shall adopt an annual budget for its succeeding fiscal year and may thereafter from time to time amend the budget so adopted. The annual budget shall reflect the revenue or fund sources expected to be available to the Authority for the succeeding fiscal year of the Authority and the expenditures expected to be required or made by the Authority during such fiscal year.

Section 3. Annual Audit. As required by State law, the Authority shall conduct and provide to the City of St. Marys annual audits by a certified public accountant or a firm of certified public accountants to conduct such audits. Such audits shall be filed with the Clerk of the City of St. Marys.

Section 4. Investment Counsel. It is the duty of the officers of the Authority to retain the services of investment counsel qualified to handle any and all investments of funds under the control of the Authority.

ARTICLE X

AMENDMENTS

The Authority may from time to time amend these bylaws or adopt new bylaws at any regular or special meeting provided a full statement of the proposed amendment shall have been published in the notice of the meeting issued at least ten days prior to the meeting or the proposed amendment has been presented at the last regular meeting of the Authority.

ARTICLE XI

The adoption of these bylaws shall not abrogate any action heretofore taken by the Authority prior to the adoption hereof.

ADOPTED, this 12 day of September, 2019.

By: Leanne R Pawinski

Its Chair

By: [Signature]

Its Secretary