

**AMENDED AND FULLY RESTATED
BYLAWS OF THE
AMERICUS AND SUMTER COUNTY HOSPITAL AUTHORITY**

ADOPTED FEBRUARY 21, 2012

ARTICLE I

NAME AND ORGANIZATION

Section 1. The name of the authority is “AMERICUS AND SUMTER COUNTY HOSPITAL AUTHORITY” (the “Authority”). The Authority is a public body, corporate and politic and was established by virtue of resolutions (the “Resolutions”) of the Board of Commissioners of Sumter County, adopted on June 3, 1948, and by the Mayor and City Council of Americus, adopted on June 8, 1948 pursuant to the “Hospital Authorities Law” of the State of Georgia, O.C.G.A. §§ 31-7-70, et seq., (said Law as amended from time to time being referred to herein as the “Act”).

Section 2. The organization and governance of the Authority shall be in all respects, in conformity with the Act and the Resolutions, and in the event of any conflict between these Bylaws and the Act or the Resolutions, the Act and the Resolutions shall control.

ARTICLE II

OBJECTIVES

Section 1. The Authority shall seek to accomplish the following objectives, either directly or indirectly through a Lease entered into pursuant to the Act:

- a. Maintain a hospital or institution, with permanent facilities that include patient beds and medical services to provide diagnosis and treatment for patients.
- b. Carry on educational activities related to rendering care to the sick and injured, or to the promotion of health.
- c. Promote and carry on any scientific research, related to the care of the sick and injured.
- d. Participate in the promotion of the general health of the community.

This Authority is organized exclusively for charitable, scientific and educational purposes as a not-for-profit operation and its activities shall be conducted for those purposes in such a

manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Pursuant to and consistent with the Act, the affairs of the Authority shall be governed in all respects by its Board of Directors (sometimes referred to in the Act and in these Bylaws as the members of the Authority). The Authority shall consist of nine members, five (5) of which shall be appointed by the Board of Commissioners of Sumter County, and four (4) of which shall be appointed by the Mayor and City Council of Americus which shall make all Authority board appointments consistent with the Act as set forth in O.C.G.A. § 31-7-72(b) as established by resolution adopted on August 23, 2006 by the Authority as follows:

- 1) The governing body of the area of operation shall submit a list of three eligible persons to the Board of the Hospital Authority for each position;
- 2) The Board at its next regular meeting shall either select one of the three persons named in such list or decline to select any of the persons named on the list. If the Board declines to select any of the persons named on the list, it shall so notify the governing body; and
- 3) Upon receipt of notification that the Board has declined to select any of the persons named in the governing body's list, the governing body shall submit a second list of three eligible persons for each position, no one of whom was named on the first list, to the Board of the Hospital Authority. The Board at its next regular meeting after receipt of the second list shall select one of the three persons named in the second list.

Each member of the Authority shall take the oath of office as set forth in the Act.

ARTICLE IV

MEETINGS

Section 1. The Board of Directors shall hold regular quarterly meetings, the projected dates of which are to be set by the Authority in its initial meeting each calendar year. Members should attend at least 60% of all meetings of the Authority.

Section 2. The first regular meeting to occur in each calendar year shall be known as

the Annual Meeting.

Section 3. In addition to the regular quarterly meetings, special meetings may be called by the Chairman, or in the event of his or her absence, illness or disability, at the call of the Vice-Chairman, or at the call of any three of the members of the Authority.

Section 4. All meetings of the Board, either regular or special, shall be held at the Board Room of Phoebe Sumter Medical Center, Inc., or such other place in Sumter County as the Board may designate. The Directors shall be notified of the place of meeting if it shall be held at a place other than the Hospital Board Room.

Section 5. Reasonable notice shall be given for all Authority meetings, special or annual. Generally, at least ten days prior notice shall be given for any meeting, unless there is a pressing need to meet more quickly, in which event a shorter notice period is permissible; however, when less than ten days notice is given, best reasonable efforts shall be made to give notice of the meeting as soon as possible. Notice of a meeting may be given utilizing one or more of the following - in person, telephone, telegram, facsimile, email (or other electronic modes), recognized overnight delivery services or regular mail. Neither the business to be transacted, nor the purpose of any special meeting need be specified in the notice, and in the absence of a limitation contained in the notice, the Board may transact any business which may be brought up at the meeting.

Section 6. A majority of the Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act and decision of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. The principal officers of the Authority shall consist of the Chairman, the Vice-Chairman, the Secretary, and the Treasurer and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors at such time and in such manner and for such terms as the Board of Directors may prescribe. All officers of the Authority shall be elected from its members.

Section 2. All officers and agents of the Authority, as between themselves and the Authority, shall have such authority and perform such duties in the management of the affairs of

the Authority as may be provided in these Bylaws, or as may be prescribed and determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 3. The officers of the Authority shall be chosen annually by the Board of Directors at its Annual Meeting, or as soon after such Annual Meeting as may conveniently be possible. Any officer of the Authority may be removed from office by the Board of Directors at any time, with or without cause.

Section 4. Any vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board of Directors at its next regular meeting, or as soon thereafter as may conveniently be possible.

Section 5. The Chairman of the Authority, who shall be chosen from among the members, shall preside at all meetings of the Authority, if present, and shall be ex-officio, a member of all committees. The Chairman shall appoint all committees.

Section 6. The Vice Chairman of the Authority, who shall be chosen from among the members, shall perform the duties of the Chairman in the case of the absence or inability to act of the Chairman.

Section 7. The Secretary shall: keep or cause to be kept in books provided therefore, the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Authority and see that the seal is affixed to all documents as required by law, the execution of which on behalf of the Authority under its seal, is duly authorized in accordance with the provisions of these Bylaws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to the Secretary by the Board of Directors.

Section 8. The Treasurer's duties shall consist only of the general supervision of the manner and method of the handling, depositing and disbursing of the funds of the Authority, and such other duties relating to the finances of the Authority as shall be prescribed by the Board. Unless otherwise expressly directed by the Board, the Treasurer shall not be expected to maintain actual custody of the funds nor act in connection with the disbursement thereof nor be responsible therefore.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1. Special committees may be appointed by the Chairman, with the concurrence of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Authority.

Section 2. The chairman of each committee shall be appointed by the Chairman of the Board of Directors.

ARTICLE VII

ANNUAL REPORTS

Section 1. The Board of Directors shall cause to be filed with the Clerk of Superior Court an annual report of the Authority, prepared by a certified public accountant or a firm of certified public accountants.

ARTICLE VIII

CORPORATE SEAL

Section 1. The seal of the Authority shall contain the name of the Authority and shall be in such form as approved by the Board of Directors.

ARTICLE IX

FISCAL YEAR

Section 1. The fiscal year of the Authority shall commence on the first day of August and shall end on the 31st day of July.

ARTICLE X

AMENDMENTS

Section 1. Anything herein to the contrary notwithstanding, these Bylaws may be amended only by a majority vote of the members of the Board of Directors at a meeting held for that purpose, notice of which shall have been given by the Secretary or other officer to each member of the Authority at least ten days in advance of the meeting.

**AMENDMENT TO BYLAWS OF THE AMERICUS AND
SUMTER COUNTY HOSPITAL AUTHORITY**

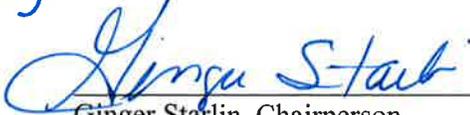
WHEREAS, Article III of the Bylaws which were adopted on February 21, 2012 provide for the method of appointing members to the Board of Directors of the Authority. O.C.G.A. § 31-7-72(d) provides that the method of filling vacancies upon the Board of Directors of the Authority may be changed by Local Act of the General Assembly of Georgia. A Local Act was passed by the General Assembly in 2009 (Georgia Laws 2009, p. 4315) which changed the method of filling vacancies on the Board of the Americus and Sumter County Hospital Authority. As a result of such Local Act, Article III must be amended to conform to such Local Act. Therefore, Article III of the Bylaws is hereby amended by deleting the current Article III in its entirety and by substituting in lieu thereof the following as the new Article III:

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Pursuant to and consistent with Georgia Laws, 2009 p. 4315 (hereinafter "Act") which was enacted pursuant to subsection (d) of Georgia Code Section 31-7-72, appointments to fill vacancies on the Board of the Authority for either an unexpired or full term shall be made as follows:

- a) The Authority shall continue to consist of nine members, with five members appointed by the Board of Commissioners of Sumter County and four members appointed by the City of Americus, unless changed or modified by proper resolution of such governing bodies as authorized by law;
- b) The Board of Commissioners of Sumter County shall appoint an eligible person to fill each vacancy on the Authority for which it has the authority to appoint under the Act. The seats that are to be filled by appointment by the Board of Commissioners of Sumter County shall be the same seats that such Board was authorized to fill by appointment immediately prior to the effective date of the Act. No appointee of the Board of Commissions of Sumter County shall be subject to approval of the Authority prior to taking office as a member of the Authority Board; and
- c) The governing body of the City of Americus shall appoint an eligible person or persons to fill each vacancy on the Authority for which it has the authority to appoint under the Act. The seats that are to be filled by appointment of the governing body of the City of Americus shall be the seats that the governing body of the City of Americus was authorized to fill by appointment prior to the effective date of the Act. No appointee of the governing body of the City of Americus shall be subject to approval of the Authority prior to taking office as a member of the Authority Board.

Adopted this 24th day of May, 2017.



Ginger Starlin, Chairperson
Americus and Sumter County Hospital Authority