

Bylaws of the West Custer County Hospital District

The primary function of the District is to provide general medical and emergency medical services to the residents and visitors of the West Custer County Hospital District.

Article I

Name

The official name for the hospital district is the West Custer County Hospital District. However, in order to better serve the community and make it easier to find and access the organization, the District may also do business as Custer County Health Center and Custer County Ambulance or EMS Service.

Article II

Office

The principal office of the West Custer County Hospital District shall be in the Custer County Health Center, 704 Edwards Ave in Westcliffe, Colorado. The mailing address will be PO Box 120, Westcliffe, Colorado. 81252.

Article III

Directors

Section 1. The management, control, and governance of the affairs of the District are vested in the Board of Directors consisting of at seven [7] Directors.

Section 2. The members of the Board of Directors and Officers shall not receive compensation for their services. Reimbursement of actual expenses shall not be considered compensation.

Section 3. The Board of Directors, by resolution of a majority of the entire Board, may appoint an executive committee composed of any number of members of the Board and may delegate authority to such committee to the extent not prohibited by the laws of Colorado.

Section 4. A Director shall disqualify himself/herself from voting on any such issue in which he/she has a conflict of interest pursuant to the Colorado Revised Statutes. Any interested Director will also refrain from attempting to influence the decision of other members of the Board in voting on the matter.

Section 5. A Director is required to attend Board meetings. Attendance may be made via telephone conference or other electronic means, as long as the Director is able to hear and be heard.

Section 6. Failure to attend three consecutive regular meetings, unless approval of absence is entered in the minutes, results in mandatory removal of the Director.

Section 7. Number, Tenure, and Qualifications. The number of Directors of the Board shall be seven.

Section 8. Resignation. Any Director of the Board may resign at any time by giving written notice the Board.

Article IV

Election of Directors

Election of Directors is to be handled according to Special District Provisions of Colorado Statutes.

Section 1. Time for holding elections. Regular special district elections shall be held on the Tuesday succeeding the first Monday of May in every odd-numbered year.

Section 2. Vacancy on the Board. Any vacancy on the board shall be filled within sixty days of the occurrence by appointment by the remaining Director or Directors, the appointee to serve until the next regular election. At which time, the vacancy shall be filled by election for any remaining unexpired portion of the term.

Section 3. Term of Office. The basic term of office for Directors, after the original terms, shall be four years. Note: The original organizations of four-year terms are to remain intact.

Article V

Officers

The Officers of this District shall be a Chair, a Vice-Chair, Secretary, and Treasurer. The Secretary and Treasurer duties may be combined. The Officers shall be chosen at the organizational meeting of the Directors and thereafter annually by the Board of Directors at its first meeting following elections or as necessary to accomplish the obligations of the Board.

Article VI

Duties of Officers

Section 1. Duties of the Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties as may be necessary to meet the purpose of the District.

Section 2. Duties of the Vice-Chair. The vice-chair shall perform the duties of the Chair in the absence of the Chair and such other duties as the Chair of the Board may assign to him or her.

Section 3. Duties of the Secretary. The Secretary shall be responsible for the minutes of all the meetings of the Board of Directors, shall retain custody of the records of the District, shall give notice of all meetings and shall carry out such further duties as are usual to the office. Detailed administrative functions may be delegated to a person approved by the Board of Directors.

Section 4. Duties of the Treasurer. The Treasurer shall be the custodian of all moneys and properties of the District and shall be bonded as required by the statutes of the State of Colorado. All funds entrusted to the care of the Treasurer shall be deposited in a bank or banks to be chosen by the Board of Directors, and disbursements shall be made only by checks drawn by the Treasurer or Acting Treasurer and signed by the Treasurer, Board Chair, or as directed by the Board. Detailed accounting, banking, and administrative functions of the Treasurer may be

delegated to a staff Chief Financial Officer or other person approved by the Board of Directors. No funds of the District shall be spent, disbursed, or used in a manner which will prevent the District from qualifying for tax exemption under the laws of the State of Colorado and of the United States of America. The fiscal year is January 1 to December 31. There is to be an annual audit by an independent accounting firm.

Article VII

Meetings

Section 1. Monthly meeting. The meeting of the Board of Directors shall be held monthly. The date and time of such meeting is to be set by the Board of Directors and posted as required.

Section 2. The Board of Director's meeting shall be held at the Custer County Health Center or at such other place as may be designated in the notice of the meeting or at such a place as may be agreed to by a majority of the Board.

Section 3. Special Board Meetings. Special meetings of the Board of Directors may be held upon the call of the Chair or Vice-Chair or any two members of the Board, upon the giving of not less than twenty-four hours' oral or written notice to each member.

Section 4. Presiding Officer. The Chair or Vice-Chair shall preside at all meetings and serve as the parliamentary authority.

Section 5. Quorum. One third of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such a number is present, a majority of the Directors present may adjourn the meeting

Section 6. Annual Meeting. The Annual Meeting of the Directors will be the regular meeting in June of each year or at the first regular meeting after the election results are finalized. Officers of the Board are to be elected, and committees are to be appointed at this meeting.

Section 7. Notice Postings. Meetings shall be posted as required by statute. Posting places will be established yearly at the December meeting

Section 8. Order of Business. The agenda for the meeting is to be set by the Chair or Vice-Chair.

Section 9. Manner of Acting. Except as otherwise required by law or by the Articles of the Board, the act of the majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. Roberts' Rule of Order will be a general guideline for conducting all Board of Director's meetings.

Section 10. Conduct of Business by Electronic Means. The Board of Directors or designated committees may deem it appropriate to conduct business by means of telephone or virtual communication platforms. In such cases, all persons participating in the meeting must be able to hear each other at the same time.

Article VIII

Committees

Section 1. Standing Committees. Standing Committees are appointed by the Chair with Board approval and are to consist of two members of the Board of Directors. One of those is appointed as committee chair. Authority of the committee is limited to the work and responsibilities of the Boards and recommendations to the Board.

Section 2. Ad hoc Committees. These committees are appointed by the Chair and approved by the Board for a specific purpose and are disbanded at the completion of the assignment. A member of the Board will serve on all ad hoc committees.

Section 3. Meetings. Committee meetings shall be held at the discretion of the Committee chair or at the direction of the Board of Directors.

Article IX

Seal

The seal of the District shall consist of a circle with the inscription “West Custer County Hospital District, State of Colorado” or changed by the board of Directors

Article X

Indemnification

The West Custer County Hospital shall indemnify a Director for actions taken in good faith and in a manner that he or she reasonably believed to be in the best interests of the persons served by the district.

Article XI

Contracts and Loans

Section 1. Contracts. The Board of Directors may authorize any officer or Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board. Such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Board, and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Gifts. The Board of Directors may accept on behalf of the West Custer County Hospital District any contribution, gift, bequest, or devise for the general purposes of or for any special purposes of the Board.

Article XII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

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Article XIV
Nondiscrimination

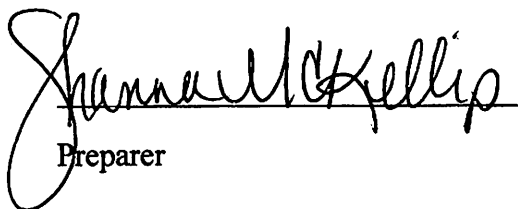
The officers, directors, committees, employees, volunteers, and persons served by WCCHD shall be selected entirely on a non-discriminatory basis with respect to age, gender, religion, national origin, and sexual orientation.

Article XV
Amendments

Section 1. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present.

Section 2. Procedure. The Chair or his or her designee shall draft changes to the Bylaws as recommended by the Board of Directors. These changes shall then be circulated to all Board members for review, comment, and edits. Once these revisions have been received by the individual responsible for drafting changes, these shall be incorporated into the existing Bylaws and resubmitted to all Board members for review and comment. Board members will vote on revised Bylaws at the next scheduled meeting of the Board of Directors.

I certify that the foregoing Bylaws were amended and adopted at a regular meeting of the Board of Directors of the West Custer County Hospital District on the 25 day of June 2026.


Preparer


Secretary of the Board

Original Date:	August 31, 1988
Amended date:	April 13, 1999
Amended date:	September 25, 2007
Amended date:	2010
Amended date:	(approved BoD 12/31/20)
Amended date:	December 11, 2025
Amended date:	May 19, 2026