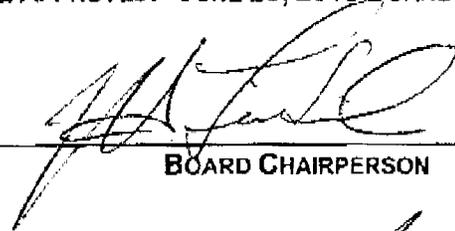


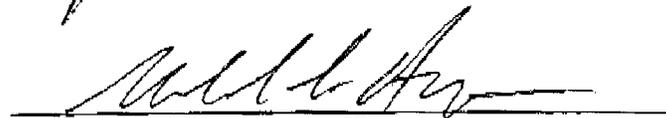
**GILA REGIONAL MEDICAL CENTER**  
**BYLAWS OF THE BOARD OF TRUSTEES**

**REVIEWED & APPROVED: JUNE 23, 2010 BOARD OF TRUSTEES MEETING**



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**BOARD CHAIRPERSON**



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**SECRETARY/TREASURER**

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**PREAMBLE**

The Gila Regional Medical Center (GRMC) Board of Trustees ( Board) is organized under the provisions of Section 4-48B-10, New Mexico Statutes Annotated, 1978 Comp. The statute provides, in relevant part, as follows:

Such Board shall have full power and authority to manage and operate the hospital, to receive all funds appropriated therefore or paid from any source on account of patients accommodated in said hospital, to prescribe rules and regulations for admittance of patients to the hospital, to enter into contracts with the federal government and departments and agencies thereof for the hospitalization of patients under jurisdiction of the federal government and departments and agencies thereof.

**ARTICLE I**

**MISSION**

Providing exceptional quality, patient-centered care in healing environments

**ARTICLE II**

**VISION**

To be the best place to:  
Receive Care  
Work, and  
Practice Medicine

**ARTICLE III**

**VALUES**

**I.C.A.R.E.**

I - Integrity  
C - Compassion  
A - Accountability  
R - Respect  
E - Excellence

**ARTICLE IV**

**GOALS**

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The goals of GRMC and the Board are:

- A. To establish and maintain an accredited regional healthcare facility with a primary service area of Grant County, New Mexico, and its geographic area, including, Hidalgo, Luna and Catron Counties;
- B. To provide safe, quality patient care, treatment, and services to the community within the resources available to GRMC;
- C. To provide education and training for GRMC's caregivers and medical staff as, in the opinion of the Board, may be justified by the available resources; to improve the standards and quality of healthcare in the community.
- D. To create an environment for GRMC caregivers, Medical Staff, Auxiliary, Board, and GRMC Administration that fosters organizational teamwork, success, and pride;
- E. To be fiscally sound in an effort to ensure the continuation of GRMC's Mission, Vision, and Values;
- F. To support the rights of all patients, including the right to reasonable access to care, respect for personal value systems, informed participation in decisions regarding care and ethical considerations that arise out of the provision of that care, as well as the right to personal privacy and confidentiality of information.

**ARTICLE V**

**BOARD OF TRUSTEES**

A. Composition and Appointment

1. The Board shall be composed of seven (7) members appointed by the Grant County Commission. Preferably, two (2) members of the Board should be physicians.
2. The CEO of GRMC or, in his/her absence, his/her duly appointed representative, shall be a non-voting, ex-officio member of the Board.
3. Board member participation by phone (two(2)-way auditory communication) or other electronic means will be considered full participation.
4. Physician members of the GRMC Medical Staff may serve as members of the Board

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- B. Eligibility of specific individuals for Board membership shall be determined by the Grant County Commission.
1. The Board will develop and present specific recommendations to the Grant County Commissioners for the purpose of providing information to aid in the applicant review and selection of a Board Member. The recommendations will include information concerning the desired qualifications, skills and characteristics of prospective Board Members for the purpose of fulfilling the Hospital's Mission, Vision, and Values.
  2. The Board will also develop and present specific information to the Grant County Commissioners for the purpose of providing information to assist prospective Board applicants. This information will include details relating to Board expectations, responsibilities and work requirements
  3. The Board shall promote, in its composition, representation of the ethnic/gender diversity of Grant County, as indicated by the last Federal Census. Persons considered for appointment shall have an equal opportunity regardless of gender, race, color, religion, age, national origin, ancestry, disability, sexual orientation, gender identity or spousal affiliation.
- C. Term of Office
- Pursuant to statute, the term of office shall be for staggered terms of three (3) consecutive years. Appointments shall be made in such a manner that the terms of not more than one-third of the members expire.
- D. Powers and Responsibilities of the Board
1. The Board shall have full power and responsibility to exercise control and direction over the business, policies, operations, and assets of GRMC pursuant to the Grant County Commissioner's resolution and to the maximum extent permitted by law. The Board members shall act only as a Board
  2. The Board shall not and does not engage in the practice of medicine, does not interfere with sound medical judgment, or make medical decisions concerning the delivery of care, treatment, or services to individual patients.
- E. Meetings
1. The Board shall meet a minimum of ten (10) times per year. Regular meetings shall occur on a monthly basis.

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2. The Board meetings shall be for the purposes of: identifying long-range objectives; monitoring the progress of the strategic plan and other development programs; monitoring the conditions of the buildings, grounds, equipment and information systems; monitoring the Hospital's financial condition and quality of care and other service performance indicators; recommending and approving new services, capital budget items, equipment needs and all other relevant business brought to the Board's attention.

F. Attendance Requirements

Board members are expected to attend all Board and assigned Committee meetings

G. Resignation

A Board member may resign by submitting a written resignation to the appointing Commission at least thirty (30) days in advance of the effective date and submitting a copy to the Board.

H. Removal

After their appointment, members of the Board may be removed by the Grant County Commissioners, as provided by law. The Board may recommend to the Grant County Commissioners the removal of a Board member for any of the following: failure to abide by the Board Bylaws; breach of fiduciary duty, negligence; conviction of a felony and/or other crime of moral turpitude, an unresolved conflict of interest which interferes with the Board member's ability to objectively discharge his/her duties; failure to meet meeting attendance standards; and any action or inaction on the part of the Board member which the Board determines to be "cause" for removal.

I. Vacancies

In the event of vacancy on the Board, the Grant County Commissioners shall appoint an individual to complete the un-expired term.

J. Conflict of Interest

1. Recognizing its legal accountability, fiduciary duty, and responsibility to patients, GRMC caregivers, Medical Staff, and the community, each member of the Board shall avoid any appearance of impropriety, and shall avoid and disclose all potential and actual "Conflicts of Interest" as defined by GRMC's Board of Trustees Conflict of Interest Policy, (*attached hereto as Exhibit A*).

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2. Each member of the Board shall adhere to GRMC's Board of Trustees Conflict of Interest Policy, and shall execute and adhere to GRMC's Confidentiality Acknowledgement and Agreement, (*attached hereto as Exhibit B*).
3. All Board members shall disclose any potential and/or actual Conflict of Interest at the time of their appointment to the Board, annually thereafter, and when it is reasonably known that a new potential and/or actual "Conflict of Interest" has arisen.
4. In the event a Board member has an actual and/or potential conflict of interest as defined by GRMC's Board of Trustees Conflict of Interest Policy that pertains to any transaction or matter contemplated by the GRMC Board, the Board member shall make an immediate and full disclosure to the Board of all facts pertaining to the actual and/or potential conflict of interest.
5. Disclosure of an actual and/or potential conflict of interest must be made prior to the Board discussing the transaction or matter in conflict and prior to the Board taking any action with respect to the transaction or matter in conflict.
6. The determination as to whether an actual conflict of interest exists will be determined by a majority of the members of the Board. The Board member with the actual and/or potential conflict of interest shall not participate in this determination and shall not be present during the determination.
7. If the Board determines that an actual conflict of interest exists, then the Board member having the conflict of interest may participate in any discussion concerning such matter or transaction if a majority vote of the Board allows such participation and shall be present during any such discussion.
8. If the Board determines that an actual conflict of interest exists, then the Board member having the conflict of interest shall not use his/her personal influence with respect to the Board's decision on the matter or transaction, shall not vote with respect to such matter or transaction and shall not be present during any such vote of the Board.
9. Conflict of Interests that negatively impact a Board member's ability to objectively discharge his/her fiduciary duties shall not be waived by the Board.

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10. If the Board or any of its members becomes aware of an existing or apparent conflict of interest with respect to any action already taken by GRMC, such matter shall be referred to the Board for review. Upon recommendation of the Board, any such action taken by GRMC may be ratified only by the approval of a majority of the disinterested members of the Board.

**K. Insurance and Liability**

1. GRMC shall provide Directors and Officers Insurance at its expense to all members of the Board.
2. Members of the Board may be indemnified as may be warranted, by GRMC. The liability of the Board and GRMC shall be subject, in all instances, to the immunities and limitations of the New Mexico Tort Claims Act, NMSA 1978 §§ 41-4-1 *et seq.*, as amended. The
3. Board shall timely notify GRMC of any intended claims for liability or indemnification and, upon reasonable request in writing shall provide GRMC or its duly authorized representative, reasonable opportunity to examine all books, records or documents in so far as it relates to such claims.

**L. Review of Bylaws**

These Bylaws shall be reviewed at least every two (2) years by a special committee of the Board that shall report to the Board regarding whether amendments are recommended. The dates of these reviews shall be recorded by the Board's acceptance of this report.

**M. Adoption and Amendment of Bylaws**

Bylaws of the Board may be adopted or amended only at properly scheduled and noticed public Board meetings and require a super-majority (5) vote of the Board.

**N. Board Members' Education**

In order that all members of the Board understand and fulfill their responsibilities:

1. All new Board members shall participate in an orientation program
2. All Board members shall be provided with information relating to the Board's responsibility for safe, quality care and GRMC's Performance Improvement Plan and all other matters as to which the Board has responsibility; and

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3. Participation in a program of continuing education will be expected for all Board.

O. Board Members' Preparation

Board members will be expected to be prepared to participate fully in Board and committee meetings; the expectation is that members will have reviewed all materials included in their Board packets.

**ARTICLE VI**

**OFFICERS OF THE BOARD**

A. Officers

The officers of the Board shall be a Chairperson, Vice-Chairperson, and a Secretary/Treasurer who shall be members of the Board.

1. The Chairperson shall preside at all meetings of the Board. The Chairperson will appoint Board members to serve on committees.
2. The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson and when so acting shall have all the power and authority of the Chairperson.
3. The Secretary/Treasurer shall issue notices of all regular and special meetings at the direction of the Chairperson and shall receive and attend to all correspondence of the Board. The Secretary/Treasurer shall be responsible for keeping minutes of all meetings of the Board and shall be responsible for keeping correct and accurate accounts of properties and financial transactions of GRMC. The duties of the Secretary/Treasurer may be delegated to the Chief Executive Officer or a qualified and approved employee.

B. Selection of Officers

Prior to the beginning of each calendar year, the Chairperson of the Board shall appoint a special nominating committee comprised of three (3) Board members other than the Chairperson. This committee shall present nominations at public Board meetings prior to the beginning of the calendar year. Nominations may also be rendered by a majority vote of those members present. Officers are then elected by a majority vote of those members present. A vacant position will be filled by the majority vote of Board members present.

C. Term

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The term of each office of the Board shall be one (1) year, concurrent with the calendar year. Any officer is eligible for consecutive terms.

**ARTICLE VII**

**MEETINGS OF THE BOARD OF TRUSTEES**

A. Open Meetings Act

The Board shall comply with the "Open Meetings Act," Sections 10-15-1 to 10-15-4, NMSA 1978. Section 10-15-1(D) of the Open Meetings Act requires the Board to determine annually what constitutes reasonable notice of its public meetings (attached hereto as Exhibit C).

B. Quorum

At least four (4) trustees must be present, either physically or by electronic means, at any meeting of the Board to constitute a quorum for transaction of business.

C. Minutes

Minutes of all official meetings of the Board shall be duly recorded, reviewed by the Secretary/Treasurer of the Board, and approved at the next Board meeting.

D. Board as Review Organization

1. The Board may, from time to time, act as a Review Organization, pursuant to the Review Organization Immunity Act, Section 41-9-1, et seq., NMSA 1978, as amended. Whenever the Board is acting in this capacity, such meetings shall be closed to the public and take place in executive session.
2. The Corporate Compliance Officer (CCO) shall report directly to the Board and the CEO. The CCO is responsible to the Board to keep the Board apprised of matters pertaining to issues of Federal and State compliance, and shall meet with the Board in executive session.
3. The Risk Manager, in executive session, shall report to the Board all pertinent matters relating to limited personnel matters, threatened / actual litigation, medical / legal / Quality Assurance Review / Peer Review issues.

E. Meetings shall be conducted using Roberts Rules of Order.

**ARTICLE VIII**

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**COMMITTEES**

- A. Committees of the Board shall be "Standing" and "Special."
1. Standing committees shall have the power to act only as stated in these Bylaws or as otherwise conferred by the Board.
  2. Standing Committees will be the Executive Committee, Finance and Audit Committee, Joint Conference Committee, Plant and Facility Committee, Quality Improvement Council, and Human Resources Committee.
  3. The Board as a whole shall serve as the Long Range and Institutional Planning Committee.
- B. Committees and the Committee Chairpersons shall be appointed by the Chairperson of the Board.
- C. All committees are appointed annually or as required at the beginning of the calendar year and serve for a one (1) year term.
- D. Non-Board members may be appointed to Board committees in an ex-officio capacity in the same manner as Board members are appointed to provide specialized knowledge or expertise.
- E. In order for any of the Board committees to conduct business, a majority of the committee members must be present.
- F. Each committee shall maintain a written record of its proceedings, recommendations and actions. These minutes shall be presented to the Board at a regular meeting for review and approval.
- G. Standing Committees
1. Executive Committee
    - a. The Executive Committee shall consist of the Chairperson, Vice Chairperson, and Secretary/Treasurer of the Board.
    - b. The Executive Committee will meet on an as needed basis to set the agenda for the regular meetings and to address other items of significance.
  2. Finance and Audit Committee
    - a. The Finance and Audit Committee shall consist of three (3) members appointed from the Board and one (1) non-voting

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representative appointed from the Medical Staff who is not a member of the Board.

- b. GRMC's CEO and CFO will function as ex-officio members of the Finance and Audit Committee.
- c. The Finance and Audit Committee shall provide input into the annual budget preparation; the three (3) year capital and land use projections, monitor investment funds, provide for an annual outside audit, and in general, oversee the overall financial status of the facility.

3. **Joint Conference Committee**

- a. The Joint Conference Committee shall meet on an as needed basis.
- b. The Joint Conference Committee is a joint committee of the Board, the Medical Center CEO, and the Medical Executive Committee of the Medical Staff. It has no intrinsic authority.
- c. **Functions and Responsibilities**

The Joint Conference Committee shall:

- i) Serve as a medical-administrative committee among the Medical Staff, the Board and the CEO of GRMC;
- ii) Advise and interpret to the Board reports of the Medical Staff or other activities when questions arise concerning same;
- iii) Advise and interpret the Medical Staff reports or other activities of Administration or the Board when questions arise concerning them;
- iv) Endeavor to promote a harmonious relationship in all matters affecting the parties;
- v) Maintain an open channel of communication among the Medical Staff, the Board and GRMC Administration and keep these parties cognizant of pertinent actions taken or contemplated by one or the other;
- vi) Consider plans for growth and inevitable change in the organization of GRMC;

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- vii) Consider problems or issues that might arise in the operation and affairs of GRMC;
  - viii) Provide input into the appointment, evaluation or termination of a Medical Staff member in a medical administrative position;
  - ix) Establish priorities for the solution of problems brought to its attention under the provisions of the Performance Improvement Plan;
- d. Composition
- i) The Joint Conference Committee shall consist of three (3) members of the Board appointed by the Chairperson of the Board and three (3) members of the Active Medical Staff appointed by the Medical Executive Committee.
  - ii) The Medical Staff members, as well as the Board members, shall be voting members of the Joint Conference Committee. The Chief Executive Officer and Chief Medical Officer shall be an ex-officio, non-voting members of the Committee.
  - iii) Chairperson

This committee shall be chaired by a representative of the Medical Staff or Board on an annual rotating basis.

4. Plant and Facility Committee

- a. The Plant and Facility Committee shall consist of three (3) members appointed from the Board, with the Facilities Director, CEO and CFO as ex-officio members.
- b. The Plant and Facility Committee shall assure that the Facility Master Plan is followed
- c. The Committee will review all facility leases that GRMC decides to enter into, prior to review by the Finance and Audit Committee
- d. The Committee shall oversee construction and renovation projects.
- e. The Committee shall review all real property acquisitions.
- f. This committee shall meet on an as-needed basis.

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5. Quality Improvement Council
  - a. The Quality Improvement Council (QIC) will meet at least every other month.
  - b. The QIC actively participates in the Performance Improvement Process by providing leadership in the oversight of the program.
  - c. The QIC is made up of three (3) members appointed from the Board, GRMC's CEO, CNO/CCS, CMO/CQO, GRMC'S Regulatory Liaison and the Director of Performance Improvement, serve as ex-officio members.
  - d. The QIC reviews data, discusses the progress of performance improvement activities and recommends in-depth analysis based on trends, variances from benchmarks or problematic areas of concern.
  - e. The QIC ensures that improvement activities be implemented, tracked, trended and measured.
  - f. The QIC also ensures that the measures of improvement are reported in an appropriate way to the Board.
6. Human Resources Committee
  - a. The Human Resources Committee shall consist of three (3) members appointed from the Board with the CEO, CNO/CCS, CFO and Human Resources Director as ex-officio members.
  - b. The Committee shall meet to assure that the hospital is able to recruit and retain the quality people necessary to provide the best care possible to patients.
  - c. The Human Resources Committee shall review hospital wage and salary scales, benefits, turnover rates and overall human resources policies and procedures.
  - d. The committee shall meet a minimum of semi-annually or on an as needed basis.

H. Special Committees

Special committees shall be appointed by the Chairperson with the consensus of the Board for such special tasks as circumstances warrant.

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**ARTICLE IX**

**ADMINISTRATOR / CHIEF EXECUTIVE OFFICER**

The Board shall select and employ a CEO, who shall serve as the Administrator of GRMC and who is responsible for management of the entire organization<sup>1</sup>. The CEO shall be qualified by appropriate graduate education and experience and at least ten (10) years progressive experience in healthcare administration at the senior administrative level.

The CEO shall have authority and responsibility for the administration of GRMC in all its activities and departments; subject only to such policies as may be adopted and such directions as may be issued by Board. The CEO shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person for that specific purpose.

The Board shall monitor the performance of the CEO on an ongoing basis. It shall be the responsibility of the Board to meet with the CEO on an annual basis for performance evaluation.

**ARTICLE X**

**FINANCIAL ADMINISTRATION**

**A. Authorized Signatures**

All checks or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of GRMC shall bear two (2) authorized signatures. Authorized signatures shall be those of the CEO, CFO, CNO/CCS, or Human Resource Director, or other Board designee.

**B. Contracts**

1. The Board shall review and grant approval of contracts, agreements, and any other instruments in accordance with GRMC's Contract Policy.
2. The Board has granted the GRMC CEO, and in his/her absence the GRMC CFO, the authority to bind GRMC to contracts and agreements that do not require Board review and approval and has authorized the GRMC CEO to execute and deliver all instruments in the name of and/or on behalf of GRMC.

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<sup>1</sup> CMS hospital regulations 482.12(b)

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- a. Such authorization may be general or confined to specific instances.
- C. Loans
1. No Loans shall be contracted on behalf of GRMC and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board.
  2. Such authorization shall be general or confined to specific instances and in compliance with New Mexico law.

**ARTICLE XI**

**MEDICAL STAFF**

The membership of the Medical Staff shall be extended only to professionally competent members who continuously meet the qualifications, standards, and requirements set forth in these bylaws. Appointment to, and membership on the Medical Staff shall confer on the Appointee or member only such clinical privileges and prerogatives, as have been granted by the Gila Regional Medical Center Board. No practitioner shall admit, or provide services to patients in the Medical Center unless he/she is a member of the medical Staff and has been granted privileges.

- A. Eligibility for Medical Staff membership may include physicians with Doctor of Medicine or Doctor of Osteopathy degrees, dentists, podiatrists, oral maxillofacial surgeons and Allied Health Professionals licensed to practice in the State of New Mexico, who document their experience, background, education, training, demonstrated ability, mental and physical health status, with sufficient adequacy to demonstrate to the Medical Staff and Board that any patient treated by them will receive care of the generally recognized professional standards of care, are determined, on the basis of documented references, to adhere to the ethics of their respective professions, to work professionally with others, and to be willing to participate in the discharge of Medical Staff responsibilities; follow rules and regulations of the State Licensing and Specialty Boards regarding continuing education.
- B. GRMC shall have an organized Medical Staff which shall be primarily responsible for the quality of patient care provided in GRMC by individuals with clinical privileges and which shall be accountable to the Board for the quality of care.
- C. The Board shall have final authority and responsibility for granting, renewing, revising, or terminating Medical Staff membership and clinical privileges, based on recommendations of the Medical Staff.

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- D. The executive committee of the Medical Staff (MEC) shall adopt Medical Staff Bylaws, subject to the approval of the Board.
- E. Neither the Board nor the Medical Staff may unilaterally amend the Medical Staff Bylaws; except that, as a consequence of its ultimate responsibility for governance of GRMC, the Board retains the right to amend the Medical Staff Bylaws in circumstances where, in the Board's judgment, an amendment to the Medical Staff Bylaws is necessary for the proper governance of the institution and either (1) the Medical Staff fails to act on the Board's request to consider the amendment or (2) a disagreement between the Medical Staff and the Board regarding the amendment cannot be resolved by good-faith recourse to any dispute-resolution mechanism available under the Medical Staff Bylaws or these Bylaws.
- F. The Medical Staff Bylaws shall describe:
1. The organization, structure, and governance of the Medical Staff.
  2. Criteria for obtaining and maintaining Medical Staff membership and clinical privileges.
  3. Procedures through which a practitioner may apply for membership on the Medical Staff and for clinical privileges and through which applications for Medical Staff membership (initial, renewals, or change in category) and clinical privileges (initial, renewal, or revision) are processed.
  4. Procedures for taking corrective action to address issues relating to a practitioner's performance as a member of the Medical Staff and for clinical privileges, including suspension, limitation, or termination of the practitioner's Medical Staff membership or clinical privileges.
  5. Procedures for providing a fair hearing and appeal process for Medical Staff and Allied Health Staff members subject to corrective action and for practitioners who have received an adverse determination on an initial application for Medical Staff membership, an application for renewal or change in category of Medical Staff membership, or an application for initial, renewed or revised clinical privileges.
- G. The Medical Staff Bylaws and Rules and Regulations shall be reviewed at least every three (3) years by the Medical Staff and updated as appropriate.
- H. The Medical Staff has the right to representation at all Board and committee meetings by a member of the Medical Staff selected by the Medical Staff, or by an alternate designated by the selected member. The right to representation permits the representative to attend and speak at meeting but does not include

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the right to vote. There shall be no right of representation, however, when the Board is acting as a Review Organization as provided in Article VII, (D) of these Bylaws.

**ARTICLE XII**

**AUXILIARY AND OTHER VOLUNTEER GROUPS**

GRMC Auxiliary (Auxiliary) and other volunteer health care groups are authorized to establish a unit of GRMC for governing their group. They may for such purposes, subject to approval by the Board, adopt bylaws, rules and regulations. All voluntary groups shall serve without remuneration, with their primary purpose being to support GRMC, its Mission, Vision, and Values. This support may be given directly by providing services to the patients or staff or by raising contributions to be used by GRMC for equipment, plant improvements, or to enhance its operation. All special, non-routine and new fundraising activities must be approved in advance by the Board. Conducting of on-going fundraising activities requires no special approval.

- A. No Bylaw, rule or regulation of the Auxiliary or other volunteer groups shall supersede or take priority over the Bylaws, rules and regulations of the Board, and the Medical Staff now in effect or as may hereafter be adopted or amended.
- B. Final interpretation of the Bylaws, rules and regulations of the Auxiliary or any other volunteer group shall be made by the Board and such interpretation shall be binding.
- C. Individual volunteers, who are not members of an organized volunteer group as noted above, shall be under the supervision of the CEO of GRMC or his/her designee. Such volunteers may include, but are not limited to, holiday carolers, specialty group volunteers (Reach to Recover, Sheltering Arms, La Leche League, Alcoholics Anonymous, etc.) and persons assisting in the implementation of the facility disaster plans.