

**BYLAWS OF THE HOSPITAL AUTHORITY
OF LUMPKIN COUNTY, GEORGIA**

**Approved by vote of the Authority
on April 9, 2015**

TABLE OF CONTENTS

ARTICLE I NAME, POWERS AND MISSION 1

 Section 1.01 Name..... 1

 Section 1.02 Powers..... 1

 Section 1.03 Mission 1

ARTICLE II MEMBERSHIP AND MEETINGS 2

 Section 2.01 Members 2

 Section 2.02 Appointments..... 2

 Section 2.03 Resignation and Removal 2

 Section 2.04 Compensation 2

 Section 2.05 Meetings 2

 Section 2.06 Conflicts of Interest; Code of Ethics 4

ARTICLE III OFFICERS 5

 Section 3.01 Officers 5

 Section 3.02 Chairperson..... 5

 Section 3.03 Vice-Chairperson 5

 Section 3.04 Secretary 5

 Section 3.05 Treasurer 5

ARTICLE IV COMMITTEES 6

 Section 4.01 General..... 6

 Section 4.02 Executive Committee..... 6

 Section 4.03 Special Committees 6

ARTICLE V INDEMNIFICATION..... 7

 Section 5.01 General Indemnification 7

 Section 5.02 Severability 7

ARTICLE VI MISCELLANEOUS 8

 Section 6.01 Seal 8

 Section 6.02 Amendments 8

ARTICLE VII ADOPTION OF AUTHORITY BYLAWS 9

EXHIBIT A: ACTIVATING RESOLUTION
EXHIBIT B: RESOLUTIONS GOVERNING APPOINTMENTS

BYLAWS OF THE HOSPITAL AUTHORITY OF LUMPKIN COUNTY

PREAMBLE

On March 2, 1973 the Hospital Authority of Lumpkin County (the "Authority") was activated pursuant to a resolution adopted by the Sole Commissioner of Lumpkin County (the "County"), a copy of which is attached hereto as Exhibit A, all in accordance with the Hospital Authorities Law. The original mission of the Authority was to build and operate a local hospital to serve the medical needs of the residents of the County. The hospital was operated by the Authority for approximately ten (10) years and was then sold to St. Joseph's Hospital of Dahlonega, Inc.

In connection with the sale of the hospital, a document titled "Declaration of Trust of The Lumpkin County Hospital Indigent Care Fund" (the "Trust") was executed on December 31, 1985 naming the Authority as the trustee of a one million dollar (\$1,000,000) trust fund to provide medical care of the indigent residents of the County.

The following revised by-laws of the Authority reflect the requirements of both the Hospital Authorities Law and the Trust.

ARTICLE I

NAME, POWERS AND MISSION

Section 1.01 Name

The name of the Authority shall be the "Hospital Authority of Lumpkin County."

Section 1.02 Powers

The Authority shall have all the powers authorized by the laws of the State of Georgia, including, but not limited to the powers set forth in the Hospital Authorities Law.

Section 1.03 Mission

The Authority shall act as the trustee for the Trust.

ARTICLE II

MEMBERSHIP AND MEETINGS

Section 2.01 Members

The affairs the Authority shall be managed, governed and conducted by its nine members in accordance with the laws of the State of Georgia.

Section 2.02 Appointments

The members shall be appointed to four-year staggered terms in accordance with the resolution of the Sole Commissioner of Lumpkin County adopted on March 17, 1976, as amended by the resolution of the Sole Commissioner of Lumpkin County adopted on January 1, 1997, copies of which are attached hereto as Exhibit B, and the Hospital Authorities Law. In the event that a successor is not appointed at the end of a term of office, the original member shall continue to serve until a successor is appointed. Each member shall be a resident of Lumpkin County, shall make the conflict of interest disclosure required by O.C.G.A. Section 31-7-74.1 and shall take the oath of office required by O.C.G.A. 31-7-74.2 immediately upon his or her appointment.

Section 2.03 Resignation and Removal

A. Resignation. A member may resign at any time by giving 30 days prior written notice to the Chairperson of the Authority and the Chairman of the Board of Commissioners of the County. Such resignation, which may or may not be made contingent upon formal acceptance, takes effect on the date of the receipt or at any later time specified in it.

B. Removal. A member may be removed in accordance with the Hospital Authorities Law.

Section 2.04 Compensation

No member shall receive compensation for his or her service, but shall be reimbursed for any reasonable expenses incurred in the performance of his or her duties.

Section 2.05 Meetings

A. Regular Meetings. Regular meetings of the Authority shall be held on or about the second Thursday of each January, April, July and October. The exact date shall be set by the Chairperson.

B. Special Meetings. Special meetings of the Authority for any purpose may be called by the Chairperson or by a majority of the members and shall be called by the Chairperson on the written request of a majority of the members. Business conducted at special meetings shall be limited to that stated in the meeting notice.

D. Place. All meetings of the Authority shall be held at the principal office of the Authority or at such other places within Lumpkin County as may be determined by the Authority.

E. Notice. Written notice of the time and place of any regular or special meetings of the Authority shall be given by the Chairperson to each member, by first class mail, overnight mail, electronic mail or hand delivery not less than 48 hours before such meeting. In the case of a special meeting, the notice shall also state the purpose for which the meeting was called. Members may waive the notice requirement by a signed statement to that effect or by their presence at the meeting. Additionally, the requirements set forth in the Georgia Open Meetings Act and any other applicable laws shall be strictly observed in connection with the calling of a meeting.

F. Adjournments. When a meeting of members is adjourned to another time or place, it is not necessary, except as provided below, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at that meeting at which the adjournment is taken. Any business that may have been transacted at the original meeting may be transacted at the adjourned meeting. If, after the adjournment of the meeting, the Authority fixes a time or place for the adjourned meeting, notice of said meeting must be given in accordance with E above to each member to vote at the meeting.

G. Quorum. A quorum shall consist of five members. For the purposes of determining if a quorum is participating in the meeting, a member who is disqualified from deliberation and voting by reason of a conflict of interest or otherwise recuses his self or herself, such member shall nevertheless be included in determining if a quorum is present. Members may participate in meetings by teleconference provided all requirements of the Georgia Open Meetings Act are met.

H. Voting.

All members shall be entitled to one vote on any matter properly submitted to the members for their vote. A motion shall carry when a majority of the members participating in the meeting vote in favor of the motion. There shall be no voting by proxy.

I. Manner of Acting. The act of a majority of Authority members present at a meeting at which a quorum is present shall be the act of the Authority unless a greater proportion is required by law or by these bylaws.

J. Agenda. The agenda for each regular meeting will be determined by the Chairperson of the Authority. Members may recommend agenda items to the Chairperson. The agenda for each special meeting will be determined by the Chairperson if he or she called the meeting and a majority of the members if they called the meeting or required that the Chairperson call the meeting.

Section 2.06 Conflicts of Interest; Code of Ethics

A. Conflict of Interest. The members shall be governed by and shall comply with the conflict of interest provisions contained in O.C.G.A Section 31-7-74.1. Without limiting the foregoing, the members shall make the annual conflict of interest disclosure required thereby.

B. Code of Ethics. The members shall also be governed by and shall comply with the general “code of ethics” provided by O.C.G.A Section 45-10-3.

ARTICLE III

OFFICERS

Section 3.01 Officers

A. Election. At the January meeting of each year, the Authority shall elect the following officers: a chairperson, vice-chairperson, secretary and treasurer. All officers shall be members of the Authority. The secretary and the treasurer may be the same person. The Authority may also elect such other officers as it deems necessary. Each officer shall serve a term of one year or until his or her successor is appointed. No officer shall be eligible for re-election to the same office for more than four consecutive terms. Following such four-year term, at least one year shall elapse before a person shall be eligible for re-election to the same office. A vacancy in an office may be filled at the time of the vacancy.

B. Removal. Any officer may be removed by the affirmative vote of at least 2/3 rds of the members.

Section 3.02 Chairperson

The chairperson shall preside over all of the meetings of the Authority and the executive committee. The chairperson shall appoint the members of all committees other than the executive committee.

Section 3.03 Vice-Chairperson

In the absence or the incapacity of the chairperson or the unwillingness of the chairperson to act, the vice-chairperson shall perform duties of the chairperson, and when so acting, shall have all powers of and be subject to all restrictions upon the chairperson.

Section 3.04 Secretary

The secretary shall act as custodian of all records and reports of the Authority and shall be responsible for keeping and recording adequate records of all transactions and of the minutes of all meetings of the Authority and the executive committee. The secretary shall have custody of the seal and shall affix the seal to all instruments requiring the seal.

Section 3.05 Treasurer

The treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Authority. The treasurer shall give periodic financial reports to the Authority. The treasurer shall follow the policies and procedures approved by the Authority to ensure that the Trust is administered in accordance with its terms. The treasurer shall make recommendations to the Authority from time to time regarding the type of investments held in the Trust.

ARTICLE IV
COMMITTEES

Section 4.01 General

A. Types of Committees. The committees of the Authority shall consist of standing committees and special committees. The executive committee is a standing committee and shall continue until these bylaws are amended. The Authority may create additional standing committees by resolution. Such standing committees shall continue until they are dissolved by resolution of the Authority. The chairperson may create special committees as he or she deems appropriate. Such special committees shall continue until their purpose is accomplished.

B. Reports. All committees shall maintain written minutes of their meetings and shall provide those minutes to the Authority. Committees shall make periodic reports to the Authority.

C. Meetings. All committees of the Authority shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

D. Quorum, Voting and Manner of Acting. The provisions set forth above relating to quorums, voting and the manner of acting shall also apply to all committees.

Section 4.02 Executive Committee

A. Members. The executive committee shall be comprised of the chairperson, the vice-chairperson and the treasurer.

B. Powers. The executive committee shall possess all of the powers and authority of the Authority and shall act on behalf of the Authority between meetings.

Section 4.03 Special Committees

A. Members. The chairperson shall appoint the members of the special committees. Members of the special committees need not be members of the Authority.

B. Powers. Special committees shall not have the power to bind the Authority to any action, contract or obligation. A special committee shall limit its activities to the accomplishment of those tasks for which it was created.

ARTICLE V

INDEMNIFICATION

Section 5.01 General Indemnification

Each member and officer of the Authority shall be indemnified by the Authority against any and all claims and liabilities (including reasonable attorneys' fees) to which he or she shall become subject by reason of serving or having served in such position or by reason of any action alleged to have been taken or omitted; provided, however, such indemnification shall not extend to any claim or liability arising out of a member's or officer's gross negligence or willful misconduct.

Section 5.02 Severability

In the event that any of the provisions of these Bylaws are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, such provision shall be stricken and the remaining provisions of these Bylaws shall remain in full force and effect.

ARTICLE VI

MISCELLANEOUS

Section 6.01 Seal

The Authority shall adopt a seal.

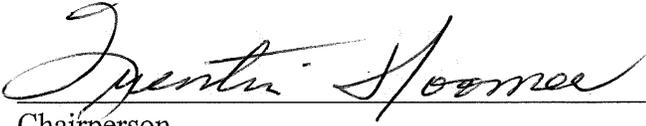
Section 6.02 Amendments

These Bylaws may be amended at any regular or special meeting by vote of two-thirds of the members of the Authority. Any proposed amendment of the bylaws shall be offered at the regular meeting immediately preceding the meeting at which a vote is taken on such proposed amendment.

ARTICLE VII

ADOPTION OF AUTHORITY BYLAWS

IN WITNESS WHEREOF, the undersigned, duly authorized and acting Chairperson of the Authority, has signed these bylaws and has affixed the seal of the Authority hereon effective April 9, 2015.


Chairperson

(SEAL)

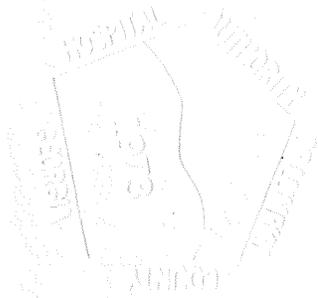


EXHIBIT A
ACTIVATING RESOLUTION

file
Copies
Commissioner's
Office

Commissioner's Minute Book 3/2/73 page 147
P3-130
BOARD OF ROADS & REVENUE
J. B. JONES, COMMISSIONER
LUMPKIN COUNTY
DAHLONEGA, GEORGIA 30533

March 2, 1973

Georgia Department of Public Health
47 Trinity Avenue S.W.
Atlanta, Georgia

Re: Lumpkin Health Authority

Gentlemen:

In accordance with Georgia Code Ann. 88-1803, we enclose for filing with the Department Of Public Health. A resolution of the Lumpkin County Commissioner declairing that there is a need for a Hospital Authority to function in Lumpkin County.

The following are appointed to serve as members:

- Bill Owens
- Russel Ivie
- Jim Cameron
- Dr. Mac Callahan
- Charles Yager
- Vinson Dover
- Morrison Moore

Sincerely,

J.B. Jones

J.B. Jones, Commissioner
Lumpkin County

RESOLUTION OF THE COMMISSIONER OF LUMPKIN
COUNTY CREATING THE HOSPITAL AUTHORITY OF
LUMPKIN COUNTY

BE IT RESOLVED, by the Commissioner of Lumpkin
County, pursuant to the provisions of the Georgia Hospital
Authorities Law, I Ga.L. 1964, p. 499, 599, codified in Ga.
Code Ann., Ch. 88-18, that there is need for a hospital authority
to function in Lumpkin County, that such authority, created by
the provisions of the aforesaid Hospital Authorities Law, shall
be designated as the Hospital Authority of Lumpkin County, and
said Authority shall transact business and exercise all lawful
powers and shall have a membership consisting of 7 members
who shall serve for staggered terms of 1 to 5 years

Said Authority shall in all respects comply with the
provisions of Ga. L. 1964, p.p. 499, 598, as amended, and shall
be constituted, organized and in all respects governed by the
provisions of said Act as amended. The initial membership of said
Authority shall consist of 7 members whose names and terms of office
are specified below.

Each term after the initial term shall be for a period of 1
years or until the member's successor is appointed and qualified.
Appointments to fill unexpired terms shall be for the remainder
of such unexpired term, and members of the Authority shall be
eligible for reappointment.

The original members of the Authority who are residents
of Lumpkin County and whose terms of office shall begin on the
date of the adoption of this resolution and who are appointed for
the term of years shown opposite their names, below, or until
their successors are appointed and qualified, are as follows:

<u>NAME</u>	<u>TERM OF OFFICE</u>
Russell Ivie	1 year
Vinson Dover	1 year
Jim Cameron	1 year
Bill Owens	2 years
Charles Yager	3 years
Dr. Mac Callahan	4 years
Morrison Moore	5 years

Let a copy of this resolution be filed with the Georgia
State Department of Public Health.

Resolution adopted, this March 2, 1973.

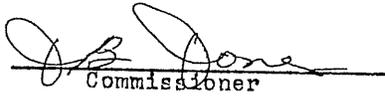
LUMPKIN COUNTY

BY:


COMMISSIONER

CERTIFICATE

I, the undersigned Commissioner of Lumpkin County, hereby certify that the foregoing is a true and correct copy of a resolution adopted on March 2, 1973, the original of which resolution has been entered in the official records of said county under my supervision and is in my official possession, custody, and control.


Commissioner

Commissioner's minute Book 15150
J. B. Jones
Commissioner of Roads & Revenue

LUMPKIN COUNTY
DAHLONEGA, GEORGIA 30533

3/2/73 page 14
①

August 28, 1974

Georgia Department of Public Health
47 Trinity Avenue S.W.
Atlanta, Georgia

Re: Lumpkin County
Hospital Authority

Gentlemen:

In accordance with Georgia Code Ann. 88-1803, we enclose for filing with the Department of Public Health, a resolution of the Lumpkin County Commissioner declaring that there is a need for a Hospital Authority to function in Lumpkin County.

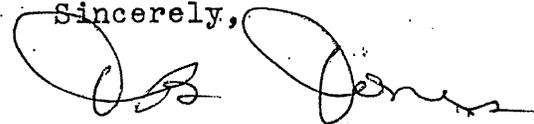
Mrs. Marvin (Barbara) Anderson has been appointed to serve a four year term filling the expired term of Vinson Dover, who was appointed in letter dated March 2, 1973. Term of office expires August 28, 1978.

The following are appointed to serve as four year members:

Russell Ivie Term expires March 2, 1977
James Cameron Term expires March 2, 1977

The remaining structure of the Lumpkin County Hospital Authority remains the same.

Sincerely,



J. B. Jones, Commissioner
Lumpkin County

KING & SPALDING

2500 TRUST COMPANY OF GEORGIA BUILDING

ATLANTA, GEORGIA 30303

404/658-1350

Ret

August 8, 1973

Mr. Robert B. Thompson
Brannon, Brannon & Thompson
507-510 Jackson Building
P.O. Box 677
Gainesville, Georgia 30501

Re: \$2,240,000 Hospital Authority of Lumpkin
County Revenue Anticipation Certificates,
Series 1973

Dear Mr. Thompson:

Bob Steed is out of town and he asked that I send you for your examination and approval the enclosed eight copies of a contract between Lumpkin County and the Hospital Authority of Lumpkin County. Please examine it closely as to both form and content to verify that it is correct and complete in every respect. Also enclosed are brief resolutions by the Authority and Lumpkin County approving the contract and authorizing its execution.

If the Authority and the County Commissioner find the contract to be in good order, we would suggest that they adopt the resolutions and place the respective resolutions with a copy of the contract attached in their minute books. Five copies of the contract should be fully executed as indicated and the resolutions which follow these five copies should be completed. These five copies should be returned to this office as they will become exhibits to the resolution which we will prepare for the Authority authorizing the certificates. The extra copy is for your file.

We are looking forward to working with you and the Authority on this financing and hope that you will call us if you have any questions.

Very truly yours,

Richard G. Woodward

Richard G. Woodward

RGW:mr

Enclosures

cc: Mr. Robert A. Mulcay

Hardman & Stuckey Travel Investments, Inc.
Suite 2547 - Equitable Building -
100 Peachtree Street, N. W. Atlanta, Georgia 30303
Telephone 404-522-9563

July 12, 1973

Mr. J. B. Jones
County Commissioner
Lumpkin County
Dahlonega, Georgia 30533

Dear J. B.:

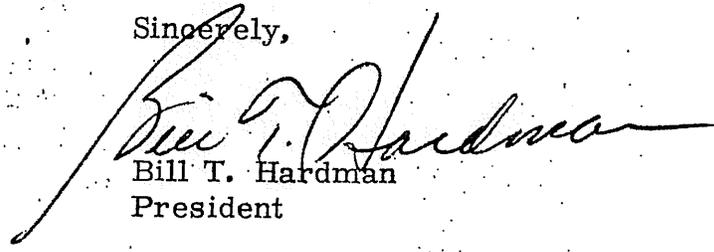
At our Board of Directors meeting on July 5, the Board voted to give the Hospital Authority the 6.96 acres of land on Crown Mountain. The only stipulation was that the land would revert back to Hardman & Stuckey should a hospital not be built on the property.

This letter will serve as an agreement in fact and the deed will be signed after August 1, 1973, and returned to you.

We are very excited about Lumpkin County having a hospital and want to pledge our complete support in order for this mission to be accomplished.

Russell Ivie will get the First National Bank of Atlanta to release the land since they have a mortgage on the property.

Sincerely,



Bill T. Hardman
President

BTH:slm
cc: Mac Callahan
Russell Ivie

P3-130

BOARD OF ROADS & REVENUE
J. B. JONES, COMMISSIONER
LUMPKIN COUNTY
DAHLONEGA, GEORGIA 30533

April 12, 1973

Georgia Department of Public Health
47 Trinity Avenue S.W.
Atlanta, Georgia

Re: Lumpkin County
Hospital Authority

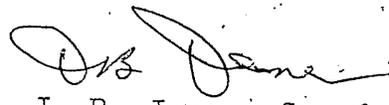
Gentlemen:

In accordance with Georgia Code Ann. 88-1803, we enclose for filing with the Department of Public Health, a resolution of the Lumpkin County Commissioner declaring that there is a need for a Hospital Authority to function in Lumpkin County.

The following are appointed to serve as members: in addition to the original submitted by letter dated March 2, 1973.

- Bruce Stringer 2 year term
- John H. Owen 3 year term

Sincerely,



J. B. Jones, Commissioner
Lumpkin County

EXHIBIT B
RESOLUTIONS GOVERNING APPOINTMENTS

A RESOLUTION WHICH SUPPLEMENTS AND SUPERSEDES THE RESOLUTION INITIALLY ACTIVATING THE HOSPITAL AUTHORITY OF LUMPKIN COUNTY BY PROVIDING FOR THE APPOINTMENT OF MEMBERS TO THE BOARD OF THE HOSPITAL AUTHORITY AND THEIR TERMS OF OFFICE, AS WELL AS THE MANNER IN WHICH NEW MEMBERS ARE TO BE SELECTED AND THE MANNER IN WHICH VACANCIES ARE TO BE FILLED.

WHEREAS, the Hospital Authority of Lumpkin County was created as a public body corporate and politic by the "Hospital Authorities Law", Ga. L. 1964, pp. 499-598, as amended and as codified in Ga. Code Ann. Chapter 88-18, and

WHEREAS, Ga. Code Ann. Section 88-1803 provides that a Hospital Authority so created shall consist of a Board of not less than five (5) nor more than nine (9) members to be appointed by the governing body of the county or municipal corporation of the area of operation for staggered terms as specified by resolution of the governing body, and

WHEREAS, the governing body of Lumpkin County, the Lumpkin County Commission, by resolution duly adopted on the 2nd day of March, 1973, declared that there was a need for the Hospital Authority of Lumpkin County to function, transact business, and exercise all lawful powers, and, therefore, by said resolution appointed a Board of seven (7) members to serve for staggered terms of one (1) to five (5) years, and

WHEREAS, said governing body of Lumpkin County sought to insure by said resolution that said Board should, at all times, be composed of not less than five (5) nor more than nine (9) members and further sought to insure by said resolution that the membership of said Board should be determined strictly in accordance with the "Hospital Authorities Law", and

WHEREAS, it has been made to appear that said resolution does not adequately accomplish the objectives sought to be accomplished, and

WHEREAS, it has been made to appear that said resolution may not adequately comply with the provisions of the "Hospital Authorities Law" in respect to the manner in which new members of the Board are to be selected and the manner in which vacancies occurring on the Board are to be filled, and

WHEREAS, it is the desire of said governing body of Lumpkin County that a new resolution be passed which shall supplement and supersede said

original resolution initially activating the Hospital Authority of Lumpkin County such that the intended objectives sought to be accomplished are, in fact, accomplished, and

WHEREAS, it is the desire of said governing body of Lumpkin County that a new resolution be passed which shall, in all respects, comply with the provisions of the "Hospital Authorities Law", and

WHEREAS, it is the desire of said governing body of Lumpkin County to spell out and clarify the present membership of the Board and the terms of office of each member, as well as the manner in which new members are to be selected and the manner in which vacancies are to be filled.

NOW, THEREFORE, BE IT RESOLVED, by the Lumpkin County Commission, and it is hereby resolved by authority of same, that there exists a need for a Hospital Authority to function in Lumpkin County, and therefore,

BE IT FURTHER RESOLVED, that such Authority, created by the provisions of the "Hospital Authorities Law", Ga. L. 1964, pp. 499-598, as amended and as codified in Ga. Code Ann. Chapter 88-18, shall be designated as the Hospital Authority of Lumpkin County and shall transact business and exercise all lawful powers granted by the aforesaid "Hospital Authorities Law".

BE IT FURTHER RESOLVED, that the original resolution duly adopted on the 2nd day of March, 1973, initially activating the Board of the Hospital Authority of Lumpkin County which provided for a membership consisting of seven (7) members to serve for staggered terms of one (1) to five (5) years shall be amended hereby to provide for a Board to consist of eight (8) members who shall be residents of Lumpkin County and who shall serve for staggered terms of four (4) to six (6) years, which terms shall run from the 2nd day of March, 1973, the date on which the Board of the Hospital Authority of Lumpkin County was initially activated; provided, however, that the number of members composing the Board may be increased or decreased, as the case may be, by resolution, subsequent to the present one, duly adopted by the Lumpkin County Commission; provided further, however, that said resolution shall, in all respects, comply with the provisions of the "Hospital Authorities Law" with respect to the minimum and maximum number of members permitted. In view

of the foregoing, and in recognition of the fact that the original resolution duly adopted on the 2nd day of March, 1973, initially activating the Board of the Hospital Authority of Lumpkin County may not have accomplished the objectives sought to be accomplished, each member of the Board of the Hospital Authority of Lumpkin County who is named herein, and is appointed hereby, for the term of office specified and set forth herein, by his acceptance of said appointment, does acknowledge and affirm that he has acted, and is presently acting, as a legally and duly appointed member of the Board of the Hospital Authority of Lumpkin County since the 2nd day of March, 1973.

The current membership of the Board of the Hospital Authority of Lumpkin County, which consists of members who either have been previously legally and duly appointed or who are legally and duly appointed hereby, is composed of the following persons who shall serve for the term of years shown opposite their names:

<u>NAME</u>	<u>TERM OF OFFICE</u>	<u>COMMENCEMENT OF TERM</u>	<u>EXPIRATION OF TERM</u>
James Cameron	4 years	Mar. 2, 1973	Mar. 2, 1977
Russell Ivie	4 years	Mar. 2, 1973	Mar. 2, 1977
Bill Owens	4 years	Mar. 2, 1973	Mar. 2, 1977
Bruce Stringer	4 years	Mar. 2, 1973	Mar. 2, 1977
Morrison Moore	5 years	Mar. 2, 1973	Mar. 2, 1978
John H. Owen	5 years	Mar. 2, 1973	Mar. 2, 1978
Mac Callaham	6 years	Mar. 2, 1973	Mar. 2, 1979
Charles Yager	6 years	Mar. 2, 1973	Mar. 2, 1979

In the event that any member named hereinabove shall be unable, for whatever reason, to complete his term as stated herein, he shall, if able, serve until his successor is selected and qualified in accordance with the provisions of the "Hospital Authorities Law" and the present resolution.

In view of the foregoing, the present resolution shall and does hereby supersede or supplement, as the case may be, the resolution referred to hereinabove which was duly adopted by the Lumpkin County Commission on the 2nd day of March, 1973, with respect to the manner of appointment of members of the Board of the Hospital Authority and their respective terms of office. In this respect, each member named hereinabove has caused to be executed an Acknowledgment and Assent, a copy of which is attached hereto and by reference thereto made a part hereof.

BE IT FURTHER RESOLVED, that pursuant to the provisions of the "Hospital Authorities Law", specifically Ga. Code Ann. Section 88-1803, appointments to fill vacancies on the Board of the Hospital Authority either for an unexpired term, at the expiration of an initial term, or as a result of any other reason, shall be made as follows:

(a) The governing body of Lumpkin County shall submit a list of three (3) eligible persons to the Board of the Hospital Authority.

(b) The Board, at its next regular meeting, shall select one (1) of the three (3) persons named in said list.

BE IT FURTHER RESOLVED, that members of the Board shall be eligible for reappointment as long as the provisions of the "Hospital Authorities Law" are complied with.

BE IT FURTHER RESOLVED, that each term of office after the initial terms of office specified hereinabove shall be for a "regular period" of four (4) years; provided only, that the successors selected to fill the vacancies produced by the expiration of the initial terms of office of James Cameron and Russell Ivie as specified hereinabove shall serve a term of office for an "irregular period" of three (3) years, said term of office for the "irregular period" of three (3) years to commence on March 2, 1977, and to terminate on March 2, 1980; provided further, however, that said term of office for the "irregular period" of three (3) years shall occur only once and shall only occur between March 2, 1977, and March 2, 1980; provided further, that all subsequent terms of office shall be for the "regular period" of four (4) years. It is the intent of the governing body of Lumpkin County that after the expiration of the initial terms of office as specified hereinabove, that the terms of office of not more than two (2) members shall expire each year.

Selection to fill an unexpired term shall be for the remainder of such unexpired term.

In the event that a particular member who shall have been selected to fill an unexpired term of office or serve a full term of office shall be unable, for whatever reason, to complete such term, he shall, if able, serve until his successor is selected and qualified in accordance with the provisions of the "Hospital Authorities Law" and the present resolution.

BE IT FURTHER RESOLVED, that should any member of the Board appointed hereby be unable, for whatever reason, to serve the complete term of office as specified herein, he shall, if at all possible, give written notice of his request to be relieved of his appointment to both the Board of the Hospital Authority and the Lumpkin County Commission at least thirty (30) days prior to the date that said member expects to be relieved of his appointment.

Let a copy of this resolution be filed with the Georgia State Department of Public Health.

ADOPTED this 17th day of March, 1976.

LUMPKIN COUNTY COMMISSION
by: J. B. Jones (SEAL)
J. B. JONES, Commissioner

Attest:

J. B. Jones is the County Commissioner of the LUMPKIN COUNTY COMMISSION, and as such is a duly authorized representative or agent of the LUMPKIN COUNTY COMMISSION, to cause to be validly executed this Resolution.

Fred C. Butler
(Signature)

Name (typed): FRED C. BUTLER

Title: CLERK

LUMPKIN COUNTY RESOLUTION 97-1

A RESOLUTION WHICH APPOINTS MEMBERS OF THE BOARD OF DIRECTORS OF THE LUMPKIN COUNTY HOSPITAL AUTHORITY AND WHICH CLARIFIES THE MANNER OF APPOINTMENT TO SAID BOARD.

WHEREAS, by resolution of the Lumpkin County governing authority on March 17th, 1976, the membership and terms of office of the Lumpkin County Hospital Authority Board of Directors were re-established in order to comply with Georgia's "Hospital Authorities Law", and

WHEREAS, said resolution established eight (8) seats on said Board, the terms of which were defined therein by specific dates and time periods, and

WHEREAS, as of January 1st, 1997, it appeared that the number of Board members had been reduced to five (5) and the dates and time periods of the terms of office had been changed such that the terms and composition of said Board was not in compliance with the March 17th, 1976 resolution, and

WHEREAS, as of January 10th, 1997, all five Hospital Authority Board members voluntarily resigned from said Board upon being advised of, and because of, said irregularities, and

WHEREAS, it is the desire of the governing authority of Lumpkin County to assure that the Lumpkin County Hospital Authority have a Board of Directors that is in complete compliance with Georgia's "Hospital Authorities Law" and with the March 17th, 1976 Lumpkin County resolution, and

WHEREAS, it appears that, because of said irregularities in the terms and composition of the latest Board seats, and because there is presently no Board, the only method available to re-establish a Board which is in compliance with the law is by the governing authority's appointing an appropriate number of members to the terms created by the March 17th resolution, and

WHEREAS, it is the desire of the governing authority of Lumpkin County to appoint said Board as expeditiously as possible, such that the duties, responsibilities and functions of the Lumpkin County Hospital Authority will be carried out without interruption or interference,

NOW, IT IS HEREBY RESOLVED that the following individuals are appointed as members of the Lumpkin County Hospital Authority Board of Directors to fill the unexpired seats and terms of office indicated. All seats have been, and shall remain to be, four (4) year terms.

<u>Seat</u>	<u>Term of Office</u>	<u>Board Member</u>
1	3/2/1996 - 3/1/2000	Vivian Cullars
2	3/2/1996 - 3/1/2000	Dr. Gene Westmoreland
3	3/2/1993 - 3/1/1997	Elizabeth Cornelius
4	3/2/1993 - 3/1/1997	Robert Thomas Caldwell
5	3/2/1994 - 3/1/1998	Fred W. McRee, Jr.
6	3/2/1994 - 3/1/1998	Charlotte McCullough
7	3/2/1995 - 3/1/1999	Wilma West
8	3/2/1995 - 3/1/1999	Joe Wilson

IT IS FURTHER RESOLVED that, in accordance with Georgia's "Hospital Authority Law" (O.C.G.A. § 31-7-72), the following provisions concerning Board composition, appointments and vacancies are hereby adopted:

The Board shall consist of not less than its present eight (8) nor more than nine (9) members. The number of members may be increased from eight (8) to nine (9) members by the adoption of a resolution of the members of the Hospital Authority. Such additional member shall be appointed through the same process as used for filling vacancies set out below

Whenever an appointment to fill a vacancy on the Board is made, either for an unexpired term or a full term, consideration shall be given as to whether a licensed doctor of medicine or a registered nurse currently serves on such authority. If no licensed doctor or registered nurse currently serves on such authority, then consideration shall be given to the nomination and choice of a licensed doctor of medicine or a registered nurse to fill such vacancy.

Appointments to fill vacancies on the Board, for either unexpired or full terms, shall be made as follows:

1. The governing authority shall submit a list of three eligible persons to the Lumpkin County Hospital Authority Board of Directors;
2. The Board at its next meeting shall either select one of the three persons named in such list or decline to select any of the persons named in the list. The Board shall notify the governing authority of its decision; and
3. Upon receipt of notification that the Board has declined to select any of the persons named in the governing authority's list, the governing authority shall submit a second list of three eligible persons, no one of whom was named on the first list, to the Board. The Board at its next meeting after receipt of the second list shall select one of the three persons named in the second list.

Nothing herein shall be construed to prohibit any individual from serving multiple, consecutive or unbroken terms so long as said terms are appointed in compliance with the above appointment procedure.

IT IS FURTHER RESOLVED that this resolution shall become effective on the date of adoption by the Lumpkin County Governing Authority.

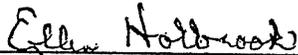
So Resolved and Adopted this 21 day of January, 1997.



CHARLIE RIDLEY

Commissioner, Lumpkin County

Attest:



Ellen Holbrook

Clerk, Lumpkin County