

UNION COUNTY
RESOLUTION 2022-39

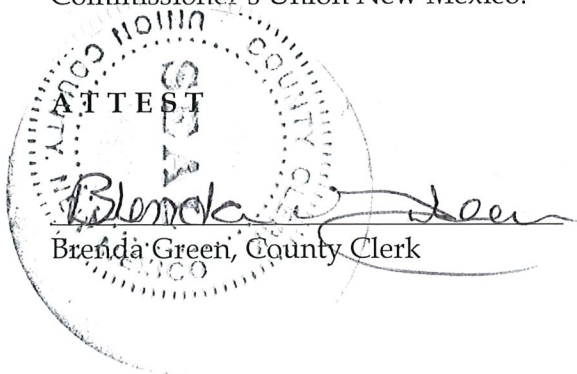
A RESOLUTION CONSENTING AND APPROVING AN AMENDMENT TO THE
CLAYTON HEALTH SYSTEMS SECOND AMENDED AND RESTATED BYLAWS

WHEREAS, the County of Union recognizes the importance of reviewing and amending Clayton Health Systems Inc. by-laws as needed.

WHEREAS, The Board of Union County Commissioners approve and consent to the amendment of Article 4.4 Election and Term of Office, as attached.

NOW, THEREFORE, BE IT RESOLVED that in compliance with Article XIX of the Clayton Health Systems Inc. Bylaws dated August 11, 2014 the County of Union offer this resolution as written consent of the approval of the amendment.

PASSED, APPROVED AND ADOPTED this 10th day of May, 2022, by the Board of County Commissioner's Union New Mexico.



UNION COUNTY COMMISSION


Justin Bennett, Chairman


Clayton Kiesling, Member


Walter Hall, Member

Section 4.4 Election and Term of Office. After the term of a current Director expires, such Director may be re-elected, or a succeeding Director may be elected, by a majority vote of the Directors of the Board for staggered three (3) year or less terms. If Board consists of five (5) Directors, two (2) Directors will be for three (3) year terms, two (2) Directors will be for two (2) year terms and one (1) Director will be for a one (1) year term. If the Board consists of five (5) or seven (7) Directors, the two (2) additional Directors will be staggered for an additional two (2) year term and an additional one (1) year term. Directors may serve a total of three (3) terms upon successful appointment not to exceed nine (9) years total without going off the Board for at least one year after such nine (9) years prior to reappointment. Provided, however, that the Commissioners may, on a case-by-case basis, waive the one year off the board requirement in order to maintain continuity and a knowledgeable and informed Board of Directors or for other good cause as determined by the Commissioners. The term of office for each re-elected/succeeding Director shall commence at the end of the annual meeting at which such Director is elected and shall terminate at the adjournment of the annual meeting at the end of the term of office. A Director appointed to fill the unexpired term of another Director, who serves out that unexpired term, may be re-appointed and the full term to which that Director is re-appointed shall be consider that Director's first term for purposes of calculating the nine-year term limit. Newspaper/Social Media Notices for request for Letters of Interest to the public will be ran for a least (1) one month for Board vacancies. Vacancies shall be filled by a majority vote of the Board of the Corporation, subject to the approval of the Commissioners. The Board of Directors shall include, if possible, a physician whose principal office is in Union County, State of New Mexico and who has privileges in the Hospital. Except as otherwise stated herein,