

STATE OF NORTH CAROLINA )  
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COUNTY OF STOKES )  
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OFFICE OF THE COMMISSIONERS  
STOKES COUNTY GOVERNMENT  
DANBURY, NORTH CAROLINA  
MARCH 1, 2010

The Board of Commissioners of the County of Stokes, State of North Carolina, met for a Special Called Meeting to discuss and consider operational changes for Stokes-Reynolds Memorial Hospital, Inc. in the Commissioners' Chambers of the Ronald Wilson Reagan Memorial Building (Administration Building) located in Danbury, North Carolina on Monday, March 1, 2010 at 10:00 am with the following members present:

Chairman Jimmy Walker  
Vice Chairman Ernest Lankford  
Commissioner J. Leon Inman  
Commissioner Ron Carroll  
Commissioner Stanley Smith

County Personnel in Attendance:  
County Manager K. Bryan Steen  
Clerk to the Board Darlene Bullins  
Finance Director Julia Edwards

Others in Attendance:  
Special Legal Counsel John Crill

Chairman Jimmy Walker called the special meeting to order.

Commissioner Smith delivered the invocation.

#### **GENERAL GOVERNMENT-GOVERNING BODY-PLEDGE OF ALLEGIANCE**

Chairman Walker opened the meeting by inviting the citizens in attendance to join the Board with the Pledge of Allegiance.

#### **GENERAL GOVERNMENT – GOVERNING BODY – APPROVAL OF AGENDA**

Chairman Walker entertained a motion to approve or amend the March 1, 2010 Agenda.

Commissioner Inman moved to approve the March 1, 2010 Agenda as presented.

Vice Chairman Lankford seconded and the motion carried unanimously.

#### **Acknowledgement of Restated Articles of Incorporation**

Attorney Crill noted the following regarding the Restated Articles of Incorporation:

- Restated Articles of Incorporation were adopted by the Stokes-Reynolds Memorial Hospital's Board of Trustees on February 15, 2010
- Articles were filed on February 24, 2010 at 4:07 pm in the North Carolina Secretary of State's office (#C201005500125)
- Articles were effective at 12:00 am on March 1, 2010
- Restated Articles of Incorporation of Stokes-Reynolds-Memorial Hospital, Inc. state the corporation shall have one member, which shall be the County of Stokes

- The County is now responsible for the hospital
- The Board of Commissioners can change Restated Articles of Incorporation

Attorney Crill noted the need for the Board of Commissioners to acknowledge the Restated Articles of Incorporation.

Commissioner Carroll proposed the following sentence be deleted from Item 5:

- A Trustee may be removed from office by the County with or without cause

Attorney Crill had no issues with Commissioner Carroll's request.

Attorney Crill suggested the Board consider Commissioner Carroll's request at their next regular meeting. Following approval of any changes by the Board of Commissioners, the Restated Articles of Incorporation will have to be filed in the Department of the Secretary of State.

Chairman Walker directed the Clerk to let the record reflect that the Board of Commissioners received, reviewed, and discussed the Restated Articles of Incorporation.

Chairman Walker, with full consensus of the Board, directed the Clerk to place the proposed change on the March 8<sup>th</sup> Commissioners' Agenda.

#### **Approval of the Amended and Restated Bylaws of Stokes-Reynolds Memorial Hospital, Inc.**

Attorney Crill noted the following regarding the Amended & Restated Bylaws of Stokes-Reynolds Memorial Hospital, Inc.:

- Amended & Restated Bylaws will be approved by the Board of Commissioners and adopted by the hospital's Board of Trustees
- Bylaws can be amended by the Board of Trustees subject to the prior approval of the Board of Commissioners
- Bylaws are very similar to the previous Bylaws used by Stokes-Reynolds Memorial Hospital, Inc. – fairly standard Bylaws
- Bylaws do not set up any standing committees, Board can probably handle all of the actions that need to be taken as a Board, if committees are needed, they can be created

Commissioner Carroll requested the following Section 10 – Compliance with Law (Article VII – Meetings of the Board of Trustees) be added to Article IV (Meetings of the Sole Member) as Section 8 with the Board of Trustees replaced with the Board of Commissioners:

- **Compliance with Law** – Notwithstanding any provision herein to the contrary, all official meetings of the Board of Commissioners shall be called and conducted in compliance with the North Carolina Open Meetings Law applicable to official meetings with public bodies

Attorney Crill had no issues with the request from Commissioner Carroll.

The Board had no issues with Commissioner Carroll's request.

Chairman Walker entertained a motion to amend the Amended and Restated Bylaws of Stokes- Reynolds Memorial Hospital, Inc.

Commissioner Carroll moved to amend Article IV by adding a new Section (8) which would

read as follows:

- **Compliance with Law** – Notwithstanding any provision herein to the contrary, all official meetings of the Board of Commissioners shall be called and conducted in compliance with the North Carolina Open Meetings Law applicable to official meetings with public bodies

Vice Chairman Lankford seconded the motion.

Commissioner Inman confirmed with Attorney Crill that all the changes discussed at the February 22<sup>nd</sup> meeting have been incorporated into the document.

The motion carried unanimously.

Chairman Walker entertained a motion to approve the Amended and Restated Bylaws of Stokes-Reynolds Memorial Hospital, Inc. as amended by the Board of Commissioners.

Vice Chairman Lankford moved to approve the Amended and Restated Bylaws of Stokes-Reynolds Memorial Hospital, Inc. as amended by the Board of Commissioners.

Commissioner Smith seconded and the motion carried unanimously.

#### **Designation of Stokes-Reynolds Memorial Hospital, Inc. – Board of Trustees**

Attorney Crill noted with the approval of the Bylaws, the Board of Commissioners must appoint the members of the Board of Trustees of Stokes-Reynolds Memorial Hospital, Inc.

Chairman Walker entertained a motion.

Commissioner Carroll moved the five elected county commissioners of Stokes County be appointed as the Board of Trustees of Stokes-Reynolds Memorial Hospital, Inc. Vice Chairman Lankford seconded and the motion carried unanimously.

#### **Designation of Acting Chairman for the Board of Trustees**

Attorney Crill noted that until the Board of Trustees has been seated, adopted the Bylaws, and elected its officers, the Board of Trustees needs an Acting Chairman.

Chairman Walker entertained a motion.

Commissioner Inman moved to appoint Board of Commissioners' Chairman Jimmy Walker to serve as "Acting Chairman". Vice Chairman Lankford seconded and the motion carried unanimously.

#### **Designation of Acting Secretary for the Board of Trustees**

Attorney Crill noted that until the Board of Trustees has been seated, adopted the Bylaws, and elected its officers, the Board of Trustees needs an Acting Secretary to record the minutes of the meeting. Attorney Crill noted that the Secretary has to be a Board of Trustee member and may have functions beyond taking minutes and normally there is an assistant secretary to actually take the

minutes.

Chairman Walker entertained a motion.

Commissioner Carroll moved to designate Clerk to the Board of Darlene Bullins as Acting Secretary for the Board of Trustees of Stokes-Reynolds Memorial Hospital, Inc. Commissioner Inman seconded and the motion carried unanimously.

**Approval – Lease Agreement Between Stokes County and Stokes-Reynolds Memorial Hospital, Inc.**

Attorney Crill noted the need to document the relationship between the Corporation and the County by approving a lease agreement between Stokes County and Stokes-Reynolds Memorial Hospital, Inc. Attorney Crill recommended that this lease not be used if any time in the future, the County leases the hospital to someone other than this corporation. Attorney Crill noted the changes requested by the Board of Commissioners have been incorporated into the document and the descriptions of the tracts were taken from the previous lease.

Attorney Crill discussed section 5.12 – Memorandum of Lease - which the County and the Corporation agree to execute a Memorandum of Lease which will be recorded in the Office of the Register of Deeds of Stokes County in lieu of recording the entire agreement.

Chairman Walker entertained the motion.

Vice Chairman Lankford moved to approve the Lease Agreement between the County of Stokes and Stokes-Reynolds Memorial Hospital, Inc. Commissioner Smith seconded and the motion carried unanimously.

Attorney Crill presented the following brief overview of today's meeting:

- Received, reviewed, and acknowledged the Restated Articles of Incorporation
- Amended and Approved the Amended & Restated Bylaws of Stokes-Reynolds Memorial Hospital, Inc.
- Designated the Board of Commissioners serve as Board of Trustees of Stokes-Reynolds Memorial Hospital, Inc.
- Designated Chairman Jimmy Walker to serve as Acting Chairman of the Board of Trustees
- Designated Clerk to the Board Darlene Bullins to serve as Acting Secretary of the Board of Trustees
- Received, reviewed, and approved the Lease Agreement between County of Stokes and Stokes-Reynolds Memorial Hospital, Inc.

Chairman Walker, on behalf of the Board, expressed the Board's appreciation to Attorney Crill for his assistance.

**Adjournment**

There being no further business to come before the Board, Chairman Walker entertained a motion to adjourn the meeting.

Commissioner Smith moved to adjourn the special called meeting. Commissioner Inman seconded and the motion carried unanimously.

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**Darlene M. Bullins**  
**Clerk to the Board**

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**Jimmy Walker**  
**Chairman**