

**BYLAWS
OF
DARTMOUTH-HITCHCOCK HEALTH
A New Hampshire Voluntary Corporation**

**ARTICLE 1
DEFINITIONS, CORPORATE PURPOSES AND
CORPORATE RESPONSIBILITIES**

Section 1.1 Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they are used:

1.1.1 Articles of Agreement. The term "Articles of Agreement" shall mean the Articles of Agreement of the Corporation accepted by the Secretary of State of New Hampshire on the 1st day of May, 2009 and subsequently by the City Clerk for the City of Lebanon, New Hampshire.

1.1.2 Board. The term "Board" shall mean the Board of Trustees of the Corporation.

1.1.3 Board Groupings. The term "Board Group" or "Group" shall mean each of the groupings of Members of the Board constituted as provided in Section 3.2 of the Bylaws.

1.1.4 Bylaws. The term "Bylaws" shall mean the Bylaws of the Corporation.

1.1.5 Corporation. The term "Corporation" shall mean Dartmouth-Hitchcock Health, a New Hampshire voluntary corporation.

1.1.6 Debt. The term "Debt" shall mean short-term and long-term indebtedness and financial obligations of all types, including, but not limited to, capitalized leases, notional principal contracts, and guarantees, except "Debt" shall not include loans or guarantees incurred to facilitate routine business transactions (not to exceed that amount per transaction specified from time to time by the Board or by a duly-authorized Officer or Officers, which amount need not be the same for each Provider Organization) or accounts payable incurred in the ordinary course of business.

1.1.7 DHC. The term "DHC" shall mean Dartmouth-Hitchcock Clinic, a voluntary corporation organized under the laws of the State of New Hampshire, located in Lebanon, New Hampshire.

1.1.8 Elected Members of the Board or Elected Trustees. The term "Elected Members of the Board" or "Elected Trustees" shall mean those Members of the Board in the various Board Groupings elected as Members of the Board from among the categories of persons specified with respect to each such Board Group (or, prior to the designation of Board Groupings, elected by the Members of the Board).

1.1.9 Ex Officio Members of the Board or Ex Officio Trustees. The term "Ex Officio Members of the Board" or "Ex Officio Trustees" shall mean those Members of the Board serving as Members of the Board by virtue of the official positions they hold.

1.1.10 Key Strategic Relationship. The term "Key Strategic Relationship" shall mean the ownership of, or contractual participation in, a network, system, affiliation, joint venture, alliance or similar arrangement (not including academic affiliations, managed care contracts, or other payment arrangement with third party payors), entered into with an organization that is not a Provider Organization.

1.1.11 Majority. The term "Majority," without any modifier, shall mean more than fifty percent of the applicable total number.

1.1.12 Member. The term "Member" shall in all cases refer to a person serving as a regular member of a body with authority to vote and be counted in determining the existence of a quorum. The Members of the Corporation shall be the Members of its Board.

1.1.13 MHMH. The term "MHMH" shall mean Mary Hitchcock Memorial Hospital, a voluntary corporation duly existing under the laws of New Hampshire, located in Lebanon, New Hampshire.

1.1.14 Officer. The term "Officer" shall mean a person holding one or more of the positions set forth in Article 5.

1.1.15 Provider Organizations. The term "Provider Organizations" shall collectively mean corporate members of the Corporation's integrated system. The initial Provider Organizations shall be MHMH and DHC. The Board may designate other not-for-profit organizations organized for charitable, scientific or educational purposes as Provider Organizations.

1.1.16 Super-Majority. The term “Super-Majority” shall mean two-thirds or more of the applicable total number.

1.1.17 System. The term “System” shall mean the integrated healthcare delivery system composed of the Provider Organizations and their subordinate organizations, as overseen by the Corporation.

Section 1.2 Corporate Purposes. The purposes of the Corporation, in addition to those specified in the Articles of Agreement, are to establish, manage and govern an integrated health care delivery system in support of the purposes and activities of the Provider Organizations to prevent, diagnose, treat and cure human illness. Specifically, the Corporation was formed to serve as the controlling organization for an integrated health care delivery system primarily for the benefit of the general public of Northern New England; to provide health care services to the public in a cost-effective manner; to establish and maintain hospital and provider relationships that work cooperatively throughout the Provider Organizations; to achieve excellence in clinical innovations, service, quality, cost and outcomes, supported by a strong academic program; and to integrate research, training, information technology and academic medicine in the Provider Organizations throughout the System. The Corporation's activities will include, but not be limited to, long-term oversight and planning for the Provider Organizations and their subordinate organizations, the approval of operating and capital budgets for the Provider Organizations and their subordinate organizations, the design and implementation of strategic plans, and the approval of any participation in a Key Strategic Relationship by the Corporation or a Provider Organization. In addition, the Corporation will serve as the overall authority for the development of health care delivery policies for the Provider Organizations and their subordinate organizations and will develop strategic plans for the expansion and direction of health care services within the System. It also will be responsible for monitoring the commitment of the Provider Organizations to their community benefit, educational, and research programs.

Section 1.3 Principal Responsibilities of the Corporation. The Board of Trustees shall be responsible for managing and directing all aspects of the System in furtherance of the purposes of the Corporation as set forth in the Articles of Agreement and in Section 1.2 of these Bylaws. Without limiting the foregoing, the principal responsibilities of the Board of Trustees shall be to: (i) establish the goals, objectives and strategy for the System; (ii) review and approve for consistency with the mission, goals and objectives of the System the proposals and/or decisions of the governing bodies of the Provider Organizations which affect the operation of the System and its governance and administration; (iii) oversee the financial condition of the System, including the financial condition of each of the Provider Organizations and each of its subordinate organizations; (iv) approve policies for and oversee the management and investment of all funds within the System including, without limitation, endowment funds of the

Corporation, the Provider Organizations and their subordinate organizations; (v) make decisions regarding the selection, evaluation, compensation and discharge of the President(s) of the Corporation; (vi) approve the decisions of the Provider Organizations with respect to the selection, evaluation, compensation and discharge of their presidents or chief executive officers; (vii) plan for the location, addition or elimination of services throughout the System; (viii) guide the expansion and evolution of the System to include other institutions and organizations as appropriate; (ix) approve policies for managed care contracting; (x) approve policies for quality of care; (xi) approve policies relating to academic and research programs and affiliations; and (xii) establish such rules and policies and take such action as it may deem appropriate with reference to the acceptance or non-acceptance and disposition of gifts to the Corporation, the Provider Organizations, and their subordinate organizations, whether restricted or unrestricted. The Board shall have the authority and responsibility to assess each of the Provider Organizations for a monetary amount, which need not be equal among the Provider Organizations and which will provide for payment of the operating expenses of the Corporation and the establishment of reasonable financial reserves for the Corporation's activities, and to reallocate assets and resources of the Provider Organizations and their subordinate organizations among the Provider Organizations and their subordinate organizations; provided, however, that the Corporation shall not impose an assessment or require a reallocation of assets or resources if it would cause (i) a default or breach in a Provider Organization's covenants or obligations under bond documents and other financing documents, or (ii) a reduction, withdrawal, suspension or other materially adverse affect (a "Downgrading") of the rating of a Provider Organization's outstanding bonds in the judgment of two (2) independent investment bankers, one selected by the Corporation and one selected by the affected Provider Organization; and further provided that if the two investment bankers so selected do not agree on whether there will be a Downgrading of the bonds, such investment bankers shall select a third investment banker whose opinion regarding whether there will be a Downgrading of the bonds shall be binding and conclusive.

Section 1.4 Modification of Corporation's Responsibilities by Agreement. To the extent the Board of Trustees determines it to be beneficial to the System to do so, the Board of Trustees may modify its responsibilities and authority, as set forth above in Sections 1.2 and 1.3, with respect to any Provider Organization, and may likewise modify by agreement the voting requirements specified below in Sections 3.9.1 or 3.9.2. Any such modifications shall be reflected in a written agreement with such Provider Organization.

ARTICLE 2
OFFICES

The Corporation shall have and continuously maintain an office in Lebanon, New Hampshire, in the County of Grafton, and may have such other offices within or without the State of New Hampshire as the Board may from time-to-time determine.

ARTICLE 3
BOARD OF TRUSTEES

Section 3.1 Powers. All of the business and affairs of the Corporation shall be managed by the Board in a manner consistent with the Articles of Agreement, these Bylaws and applicable law. The Board may delegate such authority as it deems appropriate to the Officers and to such Committees as may be designated by the Board under these Bylaws.

Section 3.2 Composition and Qualifications. Other than as provided with respect to the initial Board in the Articles of Agreement, the Members of which shall serve until the earlier of (i) January 1, 2013, or (ii) the effective date of the addition to the system of one or more Provider Organizations other than MHMH and DHC, the Board shall have between thirteen (13) and twenty-four (24) Members, as determined from time-to-time by the Board. At all times, at least sixty percent of the Corporation's Board Members shall also be serving as members of the Boards of Trustees of DHC and of MHMH. In no event, however, may fifty percent (50%) or more of the Board of Trustees consist of persons who are employed by the Corporation or a Provider Organization. The Board shall be composed as follows:

3.2.1 Ex Officio Board Members. These Board Members shall be *Ex Officio* Members of the Board and shall initially be the President of the Corporation (including Acting or Interim designations), the President of MHMH, the President of DHC, and the Dean of Dartmouth Medical School.

3.2.2 Dartmouth-Hitchcock Board Members. These Board Members shall be Elected Members of the Board and shall be (i) four (4) persons elected by the Corporation's Board of Trustees from among individuals recommended by the President of DHC and approved by the DHC Board of Trustees, and (ii) four (4) persons elected by the Corporation's Board of Trustees from among individuals recommended by the President of MHMH and approved by the MHMH Board of Trustees.

3.2.3 College Board Member. This Board Member shall be an Elected Member of the Board elected by the Board upon the nomination by the Board of Trustees of Dartmouth College (the "College Board of Trustees") of a candidate from among the individuals serving on the College Board of Trustees. The College Board of Trustees Member must continue to be a sitting member of the College Board of Trustees during his or her term on the Board.

3.2.4 Public Board Members. These Board Members shall be Elected Members of the Board, shall be the number of persons representing the difference between the total number determined by the Board and the total of the Ex Officio, Dartmouth-Hitchcock and College Board Members, and shall be persons elected by the Corporation's Board of Trustees from among individuals nominated by the Nominating Committee as representatives of the general public.

Section 3.3 Election and Tenure. The composition of the initial Members of the Board shall be as provided in the Articles of Agreement. After the initial term of the initial Members specified in Section 3.2, the *Ex Officio* Members of the Board shall automatically serve as Members of the Board for so long as they shall hold their respectively specified positions, and the Elected Members of the Board shall be elected as specified in Section 3.2 for terms of four years, provided that Elected Members of each Board Grouping shall, after an initial elected term of four years, serve for staggered terms expiring at intervals of two years and, to this end, Elected Members of the Board may be elected for terms of less than four years. No Board Member, other than one employed by the Corporation, a Provider Organization, or a subsidiary organization of a Provider Organization, shall serve more than twelve (12) consecutive years as a Member of the Board.

Section 3.4 Regular Meetings. A regular Annual Meeting of the Board shall be held during the last four months of each fiscal year for the purpose of electing Members of the Board, Officers and Members of Board Committees and for the transaction of such other business as may come before the Meeting. The Board shall provide by resolution for the holding of additional Regular Meetings to the end that at least four Regular Meetings (including the Annual Meeting) shall be scheduled during each fiscal year. The Board may, by resolution, prescribe the time and place for the holding of Regular Meetings, which may be within or without the State of New Hampshire, and the adoption of such resolution shall constitute notice of such Regular Meetings. If the Board does not prescribe the time and place for the holding of Regular Meetings, such Regular Meetings shall be held at the time and place specified by the Chairperson in the notice of each Regular Meeting. Personal attendance of Board Members at Regular Meetings will be expected.

Section 3.5 Special Meetings. Special Meetings of the Board may be called by, or at the direction of, the Chairperson of the Board or the President(s) of the Corporation, or by the Secretary at the written request of six (6) Members of

the Board, and such a Meeting shall be held at such time and place as shall be designated in the notice thereof.

Section 3.6 Notice; Waiver. Except as otherwise provided herein, notice of the time and place of any Meeting of the Board shall be given in writing to each Trustee, either personally, by first class mail, or by electronic transmission, at least seven (7) days prior thereto. Any Member of the Board may in a manually or electronically signed writing waive notice of any Meeting whether before or after such Meeting. The attendance of a Member of the Board at any Meeting shall constitute a waiver of notice of such Meeting, except where a Member of the Board attends a Meeting for the stated, express purpose of objecting to the transaction of any business on the ground that the Meeting is not lawfully called or convened.

Section 3.7 Quorum. A Majority of the Members of the Board shall constitute a quorum for the transaction of business at any Meeting of the Board, unless otherwise specifically provided by statute, the Articles of Agreement or these Bylaws. Attendance shall be in person, except for emergency meetings called by the Chairperson. The powers of a Member of the Board are exercisable only by the Member himself or herself and not by any proxies, attorneys, conservators, guardians, fiduciaries or other persons representing a Member. If less than a quorum is present at any such Meeting, a Majority of the Members present may adjourn the Meeting from time-to-time, without further notice, until a quorum shall be present.

Section 3.8 Manner of Acting.

3.8.1 Action at Meetings. Except as provided in Section 3.8.2 below, no action of the Board shall be valid unless taken at a Meeting at which a quorum is present. The affirmative vote of a Majority of the Members of the Board physically present at a Meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by statute, the Articles of Agreement or these Bylaws. Members of the Board may participate in any meeting of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting. Such participation shall not be included in the determination of the existence of a quorum.

3.8.2 Action by Unanimous Written Consent. Any action which may be taken at a Meeting of the Board may be taken without a Meeting if a consent in writing (setting forth the action so taken) shall be manually or electronically signed by all Members of the Board.

Section 3.9 Supermajority Voting.

3.9.1 The following actions of the Corporation shall, except as otherwise agreed pursuant to Section 1.4 hereof, require an affirmative Super-Majority vote of the Members of the Board then in office:

- A. Admission of a new organization to the System as a Provider Organization;
- B. Participation by the System in a Key Strategic Relationship;
- C. Withdrawal or removal of a Provider Organization from the System;
- D. Removal of a Member of the Corporation's Board;
- E. Any single assessment, or cumulative assessments in any twelve (12) month period, by the Corporation on a Provider Organization in excess of ___ percent (___%) of that Provider Organization's net asset value (as shown in the audited or unaudited financial statements compiled most recently in advance of the relevant Board action);
- F. Removal of the Corporation's President;
- G. A sale, lease or exchange of substantially all the assets of, or the statutory merger, consolidation, corporate division, dissolution, or liquidation of, the Corporation; and
- H. The amendment of the Articles of Agreement or Bylaws of the Corporation.

3.9.2 Both MHMH and DHC have agreed to incorporate into their governing documents a provision that all material governance, programmatic and financial decisions of their governing bodies will be subject to the approval of, or disapproval or modification by, the Board of the Corporation. Except as otherwise agreed pursuant to Section 1.4 hereof, any additional Provider Organization shall agree and incorporate into its governing documents, as a condition of admission to the System, that it will not take any of the following actions without an affirmative Super-Majority vote of the Members of the Corporation's Board then in office:

- A. Appointment or removal of a Member of the governing board of a Provider Organization;

- B. Final adoption of, and any approval of a material deviation from, the annual and any revised operating and capital budgets of a Provider Organization;
- C. Transfer to any person or organization, with or without consideration, during any twelve (12) month period of tangible, intangible or mixed assets with a value in excess of that amount specified from time to time by the Board for each Provider Organization, which amounts need not be equal;
- D. Any single incurrence, or cumulative incurrences in any twelve (12) month period, of Debt by a Provider Organization in excess of that amount specified from time to time by the Board for each Provider Organization, which amounts need not be equal;
- E. Sale, lease or exchange of any material portion of the assets of, or the statutory merger, consolidation, corporate division, dissolution, or liquidation of, any Provider Organization or a subordinate organization of a Provider Organization;
- F. Appointment of a firm of independent public accountants to conduct an independent audit of a Provider Organization's financial statements or a special project which materially impacts assets, revenues or operations;
- G. The participation by a Provider Organization or a subordinate organization of a Provider Organization in a Key Strategic Relationship;
- H. Appointment, evaluation, and compensation or termination of the president or chief executive officer of a Provider Organization;
- I. Elimination or addition of any material health care service or program by a Provider Organization or a subordinate organization of a Provider Organization; and
- J. The amendment of the Articles of Agreement, Bylaws or other governing documents of a Provider Organization where such proposed amendment would

(i) impact the powers reserved to the Corporation in these Bylaws, (ii) reasonably be expected to have any material strategic, competitive or financial impact on one or more Provider Organizations or on the System as a whole, or (iii) impact the obligations of such Provider Organization under any agreement between or among the Provider Organizations.

Section 3.10 Decisions Subject to Board Action. In addition to the authority to be provided to the Corporation's Board pursuant to Section 3.9.2, MHMH and DHC have agreed, and, except as otherwise agreed pursuant to Section 1.4 hereof, any additional Provider Organization shall agree and incorporate into its governing documents, as a condition of admission to the System, that the Corporation shall have all of the authority specified in Sections 1.2 and 1.3 with respect to each Provider Organization and each of its subsidiary organizations, including, without limitation, the authority to require a Provider Organization or any of its subsidiary organizations to pay the assessments and make the reallocations of assets or resources described in and subject to the limitations of Section 1.3, to make gifts or contributions to other organizations (subject to the same limitations specified in Section 1.3 for assessments or reallocations), and to utilize and adhere to System-wide, coordinated financial planning and budget development.

Section 3.11 Resignation and Removal. Any Member of the Board may resign from the Board at any time by giving written notice to the Chairperson of the Board, the President or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any *Ex Officio* Member of the Board shall cease to be a Member of the Board at the time he or she shall cease to hold the position which was the basis for his or her *ex officio* membership. Any Elected Member of the Board shall cease to be a Member of the Board at the time he or she shall cease to be a Member of the category of persons from which he or she was elected. In addition, any Elected Member of the Board may be removed from the Board without assigning any cause by the vote of the Board as provided in Section 3.9.1 C.

Section 3.12 Vacancies. Any vacancy occurring in the *ex officio* membership of the Board shall be filled by the person succeeding to the position which was the basis for the *ex officio* membership. Any vacancy occurring in the elected membership of the Board shall be filled by the Board in a manner consistent with the original election. A Member of the Board elected to fill a vacancy shall be elected for the unexpired term of such Member's predecessor in office.

Section 3.13 Attendance. Each Elected Member of the Board shall be required to attend at least fifty percent (50%) of all meetings of the Board during each fiscal year of the Board duly convened pursuant to these Bylaws unless

excused in writing by the Chairperson of the Board. Any such Member who fails to meet this minimum requirement of attendance shall be deemed to have resigned such position effective the last meeting thereof during such fiscal year.

Section 3.14 No Compensation. Members of the Board shall receive no compensation for their services as Board Members. By resolution of the Board, either specific and limited or general and continuing, reimbursement for reasonable expenses incurred in attending meetings of the Board or in performing other services to the Corporation may be allowed. A Board Member shall not be barred from serving the Corporation in another capacity and receiving reasonable compensation for such other services.

Section 3.15 Procedure. The Board may adopt its own rules of procedure which shall not be inconsistent with the Articles of Agreement, these Bylaws or applicable law.

ARTICLE 4 COMMITTEES

Section 4.1 Standing Committees. The Corporation shall have an Executive Committee and the following Standing Committees: (a) Compensation Committee, (b) Audit Committee, and (c) Nominating Committee. The Board also may, by resolution adopted by a Majority of the Members of the Board in office, establish one or more additional standing committees or subcommittees, *ad hoc* committees or other committees or subcommittees as it may deem appropriate. The Board also may, by resolution adopted by a Majority of the Members of the Board then in office, dissolve one or more standing, *ad hoc* or other committees or subcommittees as it deems appropriate. Except as otherwise provided in these Bylaws or in the resolution creating the committee or subcommittee, all committees and subcommittees of the Board shall consist of at least two (2) individuals plus a chairperson. Standing Committees and those committees or subcommittees having the authority to exercise the power of the Board shall consist only of Trustees of the Corporation. Other committees or subcommittees serving in an advisory capacity to the Board may consist of both Trustees and non-Trustees, as determined by the Board.

4.1.1 Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Trustees between meetings of the Board, except that neither it nor any other committee or subcommittee shall have any power or authority as to the following: (i) the filling of vacancies in the Board of Trustees; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the amendment or repeal of any resolution of the Board; (iv) action on matters committed by the Bylaws or a resolution of the Board of Trustees to another committee or subcommittee of the Board; and (v) actions subject to a Super-

Majority vote of the Board under Section 3.9.1 of these Bylaws. The Members of the Executive Committee shall include the *Ex Officio* Members of the Board, the Chairperson of the Board, and such other Members of the Board as may be determined by the Board. The Executive Committee shall perform such responsibilities as are delegated to it by the Board including: (i) overseeing day-to-day operations; (ii) reviewing the Corporation's budget prior to submittal to the Board; (iii) overseeing implementation of decisions made by the Board; and (iv) ensuring that critical issues are brought before the Board. Notice of each meeting of the Executive Committee, with a copy of the meeting agenda, shall be given to each Board member in advance of each meeting of the Executive Committee.

4.1.2 Compensation Committee.

- A. Composition and Election. There shall be a Compensation Committee, the membership of which shall consist of the Chairperson of the Board and three (3) or more Members of the Board, who (i) are elected by the Board, acting upon the recommendation of the Chairperson, and (ii) are not employees of the Corporation, a Provider Organization or a subsidiary organization of a Provider Organization.
- B. Authority and Functions. The Compensation Committee shall determine the compensation of Officers of the Corporation within ranges established by the Board and shall oversee and approve or modify the decisions of the Provider Organizations (which shall be reported to the Compensation Committee at least fifteen (15) days prior to their intended implementation) with respect to the selection, evaluation, compensation and discharge of their presidents or chief executive officers. The Committee shall elect its own Chairperson annually.

4.1.3 Audit Committee.

- A. Composition. There shall be an Audit Committee composed of three (3) or more of the Members of the Board who are not employed by the Corporation, a Provider Organization, or a subsidiary organization of a Provider Organization, and who are financially literate, designated by the Chairperson of the Board.

- B. Authority and Functions. The Audit Committee shall select the independent auditor of the Corporation's financial statements and shall review the results of the independent audit of the Corporation and each Provider Organization and report thereon to the Board. The Board may promulgate a charter for the Audit Committee if it deems one appropriate, in order to delineate in greater detail the duties of the Audit Committee. The Committee shall meet at least three (3) times annually at the call of the Chairperson of the Committee and shall report thereafter concerning its decisions and actions to the Board of Trustees.

4.1.4 Nominating Committee. There shall be a Nominating Committee that shall consist of the Ex Officio Members of the Board and six (6) of the remaining Members of the Board designated from time to time by the Chairperson of the Board (or, prior to the designation of Board Groupings, shall consist of nine (9) Members of the Board appointed by the Chairperson of the Board).

- A. Nomination of Trustees. Acting in accordance with these Bylaws and considering all recommendations submitted to it, the Nominating Committee shall prepare nominations for individuals to serve as Public Trustees of the Corporation (or, prior to the designation of Board Groupings, individuals to serve as successors to any of the Trustees whose terms are expiring). The Nominating Committee shall deliver to the Secretary of the Corporation and to each Trustee a list of the nominations of the Committee at least fifteen (15) days prior to the submission of the nominees to the Board for action.
- B. Provider Organization Nominating Committees. Any Provider Organization may establish its own Nominating Committee to evaluate and recommend candidates for Public Trustee positions (or any successor Trustees prior to the designation of Board Groupings) to the Board's Nominating Committee.
- C. Criteria for Nomination of Trustees. In considering nominations for Public Trustees of the Corporation (or any successor Trustees prior to the designation of Board Groupings), the Nominating Committee:

1. Shall consider a diversity of community leaders who by experience in significant medical, business, professional, scientific, philanthropic or community activities can offer meaningful oversight to an integrated health care delivery system that includes one or more academic medical centers, community hospitals and other health care providers and who have the interest and ability to contribute to the advancement of the goals of the Corporation and the System; and
2. Shall ensure that the majority of the Trustees are persons who are not employed by the Corporation, a Provider Organization or a subsidiary organization of a Provider Organization.

Section 4.2 Other Committees.

A. Additional Committees.

1. Composition and Election. The Board, by resolution adopted by a Super-Majority vote of the Members of the Board then in office, may create one or more additional Committees, such as Finance, Development, Compliance, Research and Development, and the like. If an additional Committee is created, the Chairperson of the Board shall designate its Members, specifying one of the Members of the Board to serve as chairperson of the Committee, all subject to ratification by the Board.
2. Authority and Functions. The resolution creating an additional Committee shall designate the authority of the Board which such Committee shall have (if any) and exercise and the functions such Board Committee shall discharge.

- B. Combination of Committees. If the Board determines by a Super-Majority vote of the Members of the Board then in office that any one or more of the Committees or Subcommittees, other than the Executive or

Compensation Committees, should not exist, the Board shall assign the functions of such Committee to a new or existing Committee or to the Board as a whole.

Section 4.3 Tenure. The persons serving on a Committee by virtue of being an Officer of the Corporation or an *Ex Officio* Member of the Board shall automatically be Members of such Committee for so long as they shall hold their respective positions. Unless otherwise provided by the Board, all other Members of a Committee shall continue to serve as such until the next Annual Meeting of the Board and until such Members' successors are elected, unless any such Member sooner resigns or is removed from such Committee. Where deemed feasible, continuity in membership over a period of several years may be advisable for certain Committees.

Section 4.4 Meetings. Meetings of a Committee may be called by, or at the direction of, the Chairperson of the Board, the President of the Corporation, the chairperson of the Committee or a Majority of the Members of the Committee then in office, to be held at such time and place, which may be within or without the State of New Hampshire, as shall be designated in the notice of the Meeting. At its first Meeting of the year each Committee shall adopt a tentative schedule of Meetings to be held during the year.

Section 4.5 Notice. Notice of the time and place of any Meeting of a Committee shall be given in writing to each Member of the Committee, either personally, by first class mail, or by electronic transmission, by the person(s) calling the Meeting at least seven (7) days prior thereto. Any Member of a Committee may, in a manually or electronically signed writing, waive notice of any Meeting whether before or after such Meeting. The attendance of a Member of a Committee at any Meeting shall constitute a waiver of notice of such Meeting, except where a Member of a Committee attends a Meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of a Committee need be specified in the notice or waiver of notice of such Meeting.

Section 4.6 Quorum. A majority of the Members of a Committee, but not less than two Members thereof, shall constitute a quorum for the transaction of business at any Meeting of a Committee, unless otherwise specifically provided by the Articles of Agreement, these Bylaws or by statute. The powers of a Member of a Committee are exercisable only by the Member himself or herself and not by any proxies, attorneys, conservators, guardians, fiduciaries or other persons representing a Member. If less than a majority of the Members of the Committee are present at such Meeting, a majority of the Members of the Committee present may adjourn the Meeting from time-to-time without further notice, until a quorum shall be present.

Section 4.7 Manner of Acting.

4.7.1 Action at Meetings. Except as provided in Section 4.8.2 below, no action of a Committee shall be valid unless taken at a meeting at which a quorum is present. The act of a Majority of the Members of a Committee present at a meeting at which a quorum is present shall be the act of the Committee, unless the act of a greater number is required by statute, the Articles of Agreement, these Bylaws (such as a vote requiring a Super-Majority) or by resolution of the Board. Members of a Committee may participate in any meeting of the Committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting

4.7.2 Action by Unanimous Written Consent. Any action which may be taken at a meeting of a Committee may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be manually or electronically signed by all Members of the Committee.

Section 4.8 Resignations and Removal. Any Member of a Committee may resign therefrom at any time by giving written notice to the Chairperson of the Board, the President of the Corporation or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any elected Member of a Committee may be removed from office at any time by the Board in its sole discretion, without assigning any cause, pursuant to a resolution adopted by a Super-Majority vote of the Members of the Board in office.

Section 4.9 Vacancies. Any vacancy occurring in the membership of a Committee shall be filled by the Board in a manner consistent with the original selection.

Section 4.10 Compensation. Members of a Committee shall receive no compensation for their services as Committee Members. By resolution of the Board, either specific and limited or general and continuing, reimbursement for reasonable expenses incurred in attending meetings of a Committee or in performing other services to the Corporation may be allowed. A Member of a Committee shall not be barred from serving the Corporation in another capacity and receiving reasonable compensation for such other services as long as there is strict compliance with the Corporation's Conflict of Interest Policy.

Section 4.11 Procedure. The chairperson of each Committee may appoint a vice-chairperson and secretary for such Committee. Each Committee may adopt its own rules of procedure which shall not be inconsistent with the Articles of Agreement, these Bylaws or applicable law.

Section 4.12 Subcommittees. Procedures similar to those specified in Sections 4.3 through 4.11 shall apply with respect to the meetings and operations of any subcommittee.

ARTICLE 5 OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be a Chairperson of the Board, a President of the Corporation, a Treasurer and a Secretary. The Corporation may, at the discretion of the Board, have additional Officers, including without limitation, one or more Assistant Treasurers and one or more Assistant Secretaries. Officers other than the Chairperson are not required to be selected from among the existing Members of the Board, but the person elected as the President shall become an *Ex Officio* Member of the Board upon election. The duties of certain Officers are set forth herein.

Section 5.2 Election and Tenure. All Officers shall be elected by the Board at its Annual Meeting. If the election of Officers shall not be held at such Meeting, it shall be held as soon thereafter as convenient. The Chairperson of the Board shall serve for a term of one year and until his or her successor is designated. The President initially shall serve for a term of two (2) years after the date on which the Corporation becomes the sole member of DHC and MHMH, and thereafter the President shall serve for a term of four (4) years, until his or her successor is designated. An appropriate term of office for all other Officers shall be established by the Board prior to the election of such Officers. Each Officer shall hold office from the date of such Officer's election until such Officer's successor shall have been duly elected and qualified, unless such Officer shall sooner resign or be removed.

Section 5.3 Resignation and Removal. Any Officer may resign at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by an affirmative Super-Majority vote of the Members of the Board in office whenever in the judgment of the Board the best interests of the Corporation would be served thereby.

Section 5.4 Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 5.5 Chairperson. The Chairperson of the Board shall be elected from among the Trustees by majority vote from among the Dartmouth-Hitchcock and Public Board Members, and he or she shall be Chairperson of and preside at

all Meetings of the Board and the Executive Committee. The Chairperson shall perform such other duties as may be assigned by the Board or these Bylaws.

Section 5.6 President. The President of the Corporation shall be the chief executive officer of the Corporation, having singular responsibility for the business and affairs of the Corporation as may be more particularly described by the Board including, without limitation, the provision of leadership in: (i) the development and pursuit of the Corporation's policies and strategies; (ii) the resolution of issues concerning financial interrelationships affecting the Corporation and the Provider Organizations; (iii) the coordination of planning processes and operating arrangements; (iv) the furtherance of rapport and cooperation among the Provider Organizations and between the Corporation and the Provider Organizations; (v) the advancement of regional collaboration in health care activities; and (vi) the representation of the Corporation in external affairs. Unless a regular Member, the President shall be invited to attend meetings of all committees and subcommittees of the Corporation other than the Compensation Committee and the Audit Committee. The President shall sign, together with the Secretary or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws or by statute, to some other Officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.7 Treasurer. The Treasurer shall, subject to the direction of the President, have charge and custody of and be responsible for all funds and securities of the Corporation, keep the Corporation's books and records of account, receive and give receipt for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the President or Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board shall determine. The Treasurer shall have the right to delegate these duties to the Corporation's Chief Financial Officer.

Section 5.8 Secretary. The Secretary shall, subject to the direction of the President, keep records of the actions of the Corporation, including a record of the Meetings of the Board and all Committees in one or more books provided for that purpose, which records shall be open to inspection by the Members of the Board at any reasonable time; assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the corporate

records and of the seal of the Corporation; assure that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under its seal, is authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the President or the Board. The Secretary shall have the right to delegate these duties to the Corporation's Assistant Secretary.

Section 5.9 Bonds of Officers. The Board may secure the fidelity of any or all Officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Board.

Section 5.10 Contracts, Checks, Drafts, Deposits, Etc. The Board may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer, if any, and countersigned by the President. All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in one or more such banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 5.11 Delegation. In case of an Officer's absence or for any other reason, the Board may delegate temporarily the powers and duties of any Officer to any other Officer and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee, subject to the general supervision of such Officer.

ARTICLE 6 MISCELLANEOUS

Section 6.1 Gifts. The Board may accept on behalf of the Corporation and in accordance with all applicable compliance policies, any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 6.2 Registered Office and Agent. The Corporation shall maintain a registered office within the State of New Hampshire as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board.

Section 6.3 Conflicts of Interest. The Board shall adopt a conflicts of interest policy applicable to the Trustees and Officers of the Corporation.

Section 6.4 Fiscal Year; Accounting Election. The fiscal year of and method of accounting for the Corporation shall be as the Board shall at any time determine.

Section 6.5 Seal. The Board shall provide a corporate seal for use by the Corporation.

Section 6.6 Loans to Members of the Board and Officers Prohibited. No loans shall be made by the Corporation to any Member of the Board or any Officer. Any Members of the Board who vote for or assent to the making of a loan to a Member of the Board or Officer, and any Member of the Board or Officer participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 6.7 Indemnification of Members of the Board, Officers and Others. The Corporation shall indemnify and hold harmless any Member of the Board or Officer of the Corporation, or former Member of the Board or Officer, and may, at the discretion of the Board, indemnify any employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a Member of the Board, Officer, employee or agent of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Member of the Board, Officer, employee or agent to the full extent permitted under New Hampshire Revised Statutes Annotated sections 293-A:8.51, 293-A:8.52, and 293-A:8.56 or any successor provisions of the laws of the New Hampshire, and shall reimburse such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability.

Section 6.8 Insurance. The Corporation shall be authorized to obtain and maintain insurance on behalf of its current and former Board Members, Officers, employees and agents against liability asserted against or incurred by them in such capacity or arising from their status as a Board Member, Officer, employee or agent, whether or not the Corporation would have power to indemnify such Board Member, Officer, employee or agent against the same liability under New

Hampshire Revised Statutes Annotated sections 293-A:8.51, 293-A:8.52, and 293-A:8.56.

Section 6.9 Additional Organizations. The Board may authorize the formation of such auxiliary, associated and affiliated organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation. The organizational documents of any auxiliary, associated or affiliated organization so authorized shall be subject to the approval of the Board. Such organization shall be subject to these Bylaws and all authorizations, irrespective of their terms, shall be revocable at any time in the discretion of the Board.

Section 6.10 Vote by Presiding Officer. The person acting as presiding officer at any Meeting held pursuant to these Bylaws shall, if a voting Member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 6.11 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

Section 6.12 Articles and Other Headings. The Article and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE 7
AMENDMENTS TO BYLAWS

These Bylaws may be amended by the affirmative vote of a Super-Majority of the Members of the Board as provided in Section 3.9 hereof; provided, however, that notice of the intent to consider amendment of the Bylaws, together with a copy of the amendment to be considered, shall have been given to all Members of the Board then in office at least thirty (30) days prior to the meeting at which the amendment is proposed for adoption.

CERTIFICATE

I, _____, hereby certify that I am the Secretary/Secretary Pro Tem of Dartmouth-Hitchcock Health (the "Corporation"), and that the foregoing document is a complete and accurate copy of the Bylaws of the Corporation as in effect on the date hereof.

This _____ day of May, 2009.
