

SECOND AMENDED AND RESTATED BYLAWS
OF
ALLIANCE HEALTH SERVICES

ARTICLE I
NAME, BUSINESS ADDRESS AND PURPOSES

The name of the corporation is Alliance Health Services (the “Corporation”). The business address and purposes of the Corporation are as set forth in the Articles of Agreement as amended from time to time.

ARTICLE II
MEMBER AND RESERVED POWERS

Section 1. Member. The sole Member of the Corporation is CMC Healthcare System, a tax-exempt New Hampshire voluntary corporation with a principal place of business in Manchester, New Hampshire (“CMCHS”). CMCHS also is the sole member of Catholic Medical Center and manages and operates an integrated health care delivery system in the Greater Manchester, New Hampshire service area (the “Manchester System”), in which the Corporation is a participant. The sole member of CMCHS is Dartmouth-Hitchcock Health, a tax-exempt New Hampshire voluntary corporation (“DHH”), which manages and operates a regional integrated health care delivery system in the Northern New England service area (the “Regional System”), in which CMCHS is a participant.

Section 2. Powers Reserved to CMCHS. Each of the following actions of the Corporation must be approved by the CMCHS Board of Trustees (the “CMCHS Board”) and, where applicable and as set forth in the CMCHS Articles and Bylaws, by either or both DHH and/or the Bishop of the Roman Catholic Diocese of Manchester (the “Bishop”):

2.1. *Amendments of Articles of Agreement and Bylaws.* Any proposed amendment or repeal of the Articles of Agreement or Bylaws of the Corporation which proposed amendment or repeal would (i) impact the powers reserved to CMCHS in this Article II, Section 2, or (ii) reasonably be expected to have any material strategic, competitive or financial impact on one or more of the provider organizations in the Manchester System (of

which CMCHS is the sole member) or in the Manchester System as a whole;

2.2. *Changes to Mission or Ethical and Religious Standards of the Corporation.* Any change in the mission, objectives or purposes of the Corporation or its ethical and religious standards;

2.3. *Appointment or Removal of Trustees.* The appointment or removal of each trustee of the Corporation;

2.4. *Appointment of Chief Physician Executive.* The appointment and termination of the Corporation's Chief Physician Executive;

2.5. *Operating and Capital Budgets.* The final adoption of, and any deviation in a Material Amount from, the annual and any revised operating and capital budgets of the Corporation. For purposes of these Bylaws, the term "Material Amount" will mean a dollar amount equal to or greater than the capital expenditure threshold for acute care facilities set forth in New Hampshire RSA 151-C:5(II)(a) as adjusted for inflation from time to time by the Health Services Planning and Review Board;

2.6. *Conveyance of Assets; Indebtedness.* Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of the Corporation in excess of \$1 million or any conveyance of any assets of the Corporation (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds \$1 million;

2.7. *Clinical Service or Programs.* Any elimination or addition of any material health care service or program proposed by the Corporation;

2.8. *Merger or Acquisition.* Any merger with or consolidation of the Corporation into another entity, or the acquisition by the Corporation of substantially all of the assets of another entity which may have a material effect on the Manchester System, or the sale or lease of substantially all of the assets of the Corporation to any person or entity;

2.9. *New Affiliations.* Any creation of an affiliate or subsidiary organization, or any affiliation of the Corporation with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the

holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control; and

2.10. *Dissolution.* The dissolution or liquidation of the Corporation.

Section 3. Information to be Furnished to the Member. The Corporation will provide CMCHS with such information as CMCHS may reasonably request to fulfill its role as the integrator of the Manchester System, including without limitation financial statements, budgets, strategic plans and quality improvement plans.

ARTICLE III BOARD OF TRUSTEES

Section 1. Number and Composition. The Board of Trustees will be responsible for governing the Corporation, and will be comprised of seventeen (17) seats. To ensure that the Board of Trustees is representative of and responsive to its role within the Manchester System, the Board of Trustees will be composed as follows:

1.1 *Ex Officio Members.* The following individuals will serve on the Corporation's Board of Trustees *ex officio*, with full voting rights: (a) the CMCHS Chief Physician Executive; (b) the Medical Director of the Corporation or, if the same individual holds the office of CMCHS Chief Physician Executive and the Corporation's Medical Director, then the Associate Medical Director of the Corporation; (c) the Dartmouth-Hitchcock Vice President of Community Group Practices; (d) the CMCHS President and Chief Executive Officer; (e) the Dartmouth-Hitchcock Clinic President; and (f) the Catholic Medical Center Physician Practice Associates Medical Director. If any of the above offices are renamed or reorganized, the holder of the successor office will serve on the Corporation's Board of Trustees.

1.2 *Elected Members.* The remaining members of the Board of Trustees will be elected by the Corporation's Board of Trustees from a slate of candidates determined as follows:

- (a) Two (2) members will be nominated by the Dartmouth-Hitchcock Manchester Board of Governors;
- (b) Five (5) members will be nominated by the Dartmouth-Hitchcock Clinic Board of Trustees; and

(c) Four (4) members will be nominated by the Board of Directors of Catholic Medical Center.

At all times there shall be a minimum of five (5) Trustees, none of whom shall be of the same immediate family or related by blood or marriage, and a majority of the Trustees will not be employees of the Corporation or of any provider organization in the Manchester System or the Regional System. The election of the Corporation's Trustees under Section 1.2 above is subject to the approval of CMCHS, as set forth above.

Section 2. Terms. Those Trustees not serving *ex officio* shall serve three (3) year terms which initially will be staggered so that the terms of roughly one-third of the elected Trustees will expire at each annual meeting of the Board of Trustees. The election of the Trustees described in Section 1.2 will be made at the annual meeting of the Board of Trustees. Such elected Trustees may not serve more than four (4) consecutive three-year terms. Each Trustee will serve until reelected for another term or until his or her successor is appointed and qualified, or until his or her resignation, death or removal in the manner provided by these Bylaws.

Section 3. Powers and Duties of the Trustees. The Board of Trustees will be responsible for the management of the business, affairs and property of the Corporation, and may exercise all of the Corporation's powers subject to the powers reserved to CMCHS, DHH and the Bishop in Article II above and these Bylaws generally. Such powers include, without limitation, the power to establish and revise all policies of the Corporation with regard to the conduct of its business. The Board of Trustees may delegate its powers to committees that it appoints from time to time, if such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the Articles of Agreement, or these Bylaws. In addition, the Board of Trustees may assign specified responsibilities for the professional affairs of the Corporation as it deems reasonable or necessary to the Corporation's Board of Governors established under Article V below (the "Board of Governors") and to the officers of the Corporation.

Section 4. Annual Meeting. The annual meeting of the Board of Trustees shall be held at such times and places as determined by the Board from time to time. No notice of the annual meeting is required.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees may be held at such times and at such places as the Board may from time to time determine, and, if so determined, no notice thereof need be given.

Section 6. Special Meetings. Special Meetings of the Board of Trustees will be held at any time or place whenever called by the Chair of the Board of Trustees, or whenever requested in writing by a majority of the Board of Trustees.

Any special meeting of the Board of Trustees may be held without such written notice providing all of the Trustees are present or those not present have waived written notice thereof. The attendance of a Trustee at a meeting will constitute a waiver of notice of such meeting unless the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Such special meetings will be held at the time and place specified in the notice, and business transacted thereat will be confined to the specific purpose or purposes stated in the notice of the meeting and matters reasonably incident thereto.

Section 7. Meetings by Conference Call. Members of the Board of Trustees or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation by these means will constitute presence in person at a meeting.

Section 8. Quorum of Trustees. At any meeting of the Board of Trustees, a majority of the Trustees will be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time without further notice. At such adjourned meeting at which a quorum will be present, such quorum will then be able to vote on all matters that could have been voted on at the original meeting.

Section 9. Voting. Each Trustee will have one vote on all matters to be considered by the Board of Trustees. The vote of a majority of the Trustees present at any properly constituted meeting will be necessary to adopt proposals, except as provided by statute, the Articles of Agreement, or these Bylaws. A Trustee who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken will be presumed to have assented to the action taken unless his dissent will be entered in the minutes of the meeting or unless he will file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or will forward such dissent by registered mail to the secretary of the corporation immediately after

the adjournment of the meeting. Such right to dissent will not apply to a Trustee who voted in favor of such action.

Section 10. Action Approved in Writing. Any action approved in writing by all Trustees will be valid, regardless of whether a meeting of the Trustees has taken place. Email or other electronic transmissions intended to constitute the consent and signature of the sender and otherwise complying with New Hampshire RSA 294-E will constitute a writing for the purpose of this provision.

Section 11. Resignations. Any Trustee of the Corporation may resign at any time by giving written notice to the Chair of the Board of Trustees or to the Secretary of the Corporation. Resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Removal. Any Trustee may be removed, for cause, at any time by a majority vote of the Board of Trustees with the approval of CMCHS.

ARTICLE IV **COMMITTEES OF THE BOARD OF TRUSTEES**

Section 1. Designation; Vacancies. Except as otherwise provided, the Board of Trustees may designate such number of persons, including trustees and non-trustees, as it may from time to time determine, to constitute a committee for a specified purpose, each committee member of which, shall continue to be a member thereof at the pleasure of the Board of Trustees. The Board of Trustees shall have power at any time to change the members of any committee, to fill vacancies, and to discharge any committee.

Section 2. Powers. Each committee appointed by the Board of Trustees shall be subject to the Board of Trustees and report to the Board of Trustees as directed by the Board of Trustees. No committee shall have authority to act on its own behalf or on the Corporation's behalf without the prior written direction of the Board of Trustees. No committee shall have authority to bind the Corporation in any manner without the prior written approval of the Board of Trustees.

Section 3. Procedure; Meetings; Quorum. Each committee shall make its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or by resolution of the committee. A majority of the whole number of the members of each committee shall constitute

a quorum at any meeting, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The Board of Trustees shall have power at any time to change the members of any committee, to fill vacancies, and to discharge the committee.

Section 4. Compensation. Trustees serving on the committees of the Board of Trustees shall not receive any compensation for their services as members of such committees, but may be reimbursed for actual expenses incurred incidental to services performed for the Corporation.

Section 5. Committee Chairs. Committee Chairs shall be appointed annually by the Chair of the Board of Trustees. The Chair of the Board may also appoint interim committee Chairs in the event that a vacancy arises between annual meetings.

ARTICLE V **BOARD OF GOVERNORS**

Section 1. Role of Board of Governors. Subject to general oversight by the Board of Trustees, and coordination by the Corporation's Chief Physician Executive (the "Chief Physician Executive"), the Board of Trustees will assign to the Board of Governors the continuing responsibilities of implementing the policy and programmatic decisions of the Board of Trustees and assisting the officers of the Corporation in managing the professional affairs of the Corporation. In carrying out its assigned responsibilities, and using the Chief Physician Executive as its liaison, the purpose of the Board of Governors shall be: (1) to provide recommendations to the Board of Trustees on issues related to patient care, teaching, research and community service; (2) advise the Board of Trustees with respect to issues affecting medical, educational, research and community service programs; (3) submit recommendations to the Board of Trustees concerning policies, plans, programs, and proposed budgets for the Corporation; (4) implement corporate policies, plans and programs as approved by the Board of Trustees; (5) advise the Board of Trustees on issues which affect the delivery and/or quality of health care to the patients; and (6) manage the professional affairs of the Corporation.

Section 2. Composition. The Board of Governors shall be composed as follows:

2.1. *Executive Members.* The CMCHS President and Chief Executive Officer or his/her designee (the "CMCHS President"), the Medical Director of CMC Physician Practice

Associates, the Chief Physician Executive, the Corporation's Medical Director or Associate Medical Director, and the Associate Medical Director for Quality of the Manchester Division of Dartmouth-Hitchcock Clinic ("DHC-Manchester"), each of whom shall serve *ex officio*;

2.2. *Clinical Department Chairs.* The Chairs of the following Clinical Departments of DHC-Manchester, each of whom shall serve *ex officio* (collectively the "Clinical Department Chairs"): Pediatrics; Adult Medicine; Obstetrics and Gynecology; Surgery and Gastroenterology; Medical Specialties; and Pediatric Specialties (ChaD) ;

2.3. *Elected Representatives.* Three (3) physicians, one (1) associate provider, and one (1) staff member the services of all of whom are included in the Professional Services Agreement between Dartmouth-Hitchcock Clinic and the Corporation, elected by DHC-Manchester under a process recommended by the Chief Physician Executive and approved by the Board of Governors;

2.4. *Community Group Practices Representative.* The Dartmouth-Hitchcock Vice President of Community Group Practices, who shall serve *ex-officio*;

2.5. *Other Specialties Representatives.* Up to three (3) additional representatives of other clinical specialties not covered by Section 2.2 above, as appointed by the Chief Physician Officer; and

2.6. *Others.* Such other members as are recommended by the Chief Physician Executive after consultation with the Board of Governors, subject to approval by the Board of Trustees.

Section 3. Officers. The Corporation's Medical Director will serve as the Chair of the Board of Governors. The Chief Physician Executive will appoint the Vice Chair from among the Board of Governors after consultation with such Board.

Section 4. Committees. The Board of Governors shall establish such committees as it deems necessary or desirable.

Section 5. Accountability and Cooperation. To ensure complete accountability and cooperation in promoting the best interests of the Corporation and its affiliated organizations, the Chair of the Board of Governors, and in her/his absence the Vice Chair, shall report and be accountable to the Chief Physician Executive on all matters regarding the policies and activities of the Corporation.

Section 6. Board of Governors Meetings. The Board of Governors shall meet as often as is necessary, but not less often than quarterly. A majority of the members of the Board of Governors must be present in person or by telephone conference call to constitute a quorum. The affirmative vote of a majority of the members present and voting in person or by telephone conference call shall be required for action at any meeting of the Board of Governors.

Section 7. Special Meetings. Special meetings of the Board of Governors may be called at any time by the President, the Chair or Vice Chair of the Board of Governors, or any one-quarter (25%) of the members of the Board of Governors, on at least three (3) days' written or electronic notice.

ARTICLE VI **OFFICERS**

Section 1. Officers of the Board. The officers of the Corporation's Board of Trustees (the "Board Officers") will consist of a Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees, a Treasurer, a Secretary, and such other officers as the Board of Trustees may determine and elect from time to time. Each of the Chair and Vice-Chair of the Board will be a member of the Board of Trustees. Other Board Officers may be, but will not be required to be, members of the Board of Trustees. Two or more offices may be held by the same person. No employee of the Corporation will hold the position of Board Officer of the Corporation. Board Officers will serve the Corporation only for the charitable purposes of the Corporation; persons having other expressed or intended reasons for being a Trustee will not be elected nor permitted to serve as a Board Officer of the Corporation.

Section 2. Election, Term of Office, Qualifications and Nominations, and Removal of Board Officers. The Board Officers shall be elected by the Board of Trustees for such terms as the Board of Trustees deems fit in its discretion. Each Board Officer shall hold office for such term until his or her death, resignation or removal, and until his or her successor is duly-elected and qualified. Nominations for Board Officers must be submitted to the Board of

Trustees by the Nomination Committee of the Board of Trustees. The Board of Trustees may, by a vote of the majority of Trustees present in person at any meeting thereof called for the purpose, remove from office, with or without cause, any Board Officer elected by it. Removal will be immediately effective upon receipt by the officer or agent of written notice thereof.

Section 3. The Chair and Vice-Chair of the Board. The Chair of the Board will preside over all meetings of the Board of Trustees. He or she will have such other responsibilities as the Board of Trustees may, from time to time, designate. The Vice-Chair will preside over meetings of the Board of Trustees at which the Chair cannot be present.

Section 4. Treasurer. The Treasurer of the Corporation will be the principal financial officer of the Corporation. He or she will have and exercise under the supervision of the Board of Trustees all of the powers and duties commonly incident to his or her office. He or she will deposit the funds of the corporation, or cause them to be deposited, in one or several accounts, in one or more state or federally-chartered banks or duly established savings and loan associations or trust companies as the Board of Trustees may, from time to time, designate. The Treasurer will render or cause to be rendered, at stated periods as the Board of Trustees will determine a written account of the finances of the corporation. He or she will keep or cause to be kept accurate books of account of all corporation transactions, which books will be the property of the corporation and, together with all other of its property in his or her possession, will be subject at all times to the inspection and control of the Board of Trustees. The Treasurer will perform such other duties and will have such other powers as the Board of Trustees may, from time to time, designate.

Section 5. The Secretary. The Secretary of the Corporation will keep accurate minutes and records of the Corporation in books provided for that purpose of all proceedings at the meetings of the Board of Trustees and the membership. It will be the duty of the Secretary to file any certificates required of a secretary by any statute, federal or state. The Secretary will give and serve all notices required by any statute, the Articles of Agreement or these Bylaws to members of this Corporation and the Board of Trustees. The Secretary will be the official custodian of the records and any seal of this corporation. He or she will submit to the Board of Trustees any communication which will be addressed to him or her as Secretary of the Corporation. He or she will attend to all correspondence of the Corporation and will exercise all the duties normally incident to the office of secretary. The Secretary will perform all the duties commonly incident to his office, as well as such other duties as the Board of Trustees may from time to time designate.

Section 6. Executive Officers. The Corporation will have at least two executive officers, the Chief Physician Executive and the Medical Director, and it may have an Associate Medical Director (to be appointed by the Medical Director) or such other executive officers as determined by the Board of Trustees after consultation with the Chief Physician Executive.

Section 7. Chief Physician Executive. Initially, The Chief Physician Executive of the Corporation shall be elected by the Board of Trustees for a term of office of four years, which term may be renewed. Notwithstanding the foregoing, the initial Chief Physician Executive will be the current Medical Director of DHC-Manchester.

7.1. *Chief Physician Executive Duties.* The Chief Physician Executive will be the chief administrative and executive officer of the Corporation. He or she will have such powers as may be reasonably construed as belonging to the chief executive of a corporation and as the Board of Trustees may designate from time to time. The Chief Physician Executive will have general supervision of the affairs of the Corporation will perform such other duties as the Board of Trustees may designate. The Chief Physician Executive may delegate such powers in his or her discretion if such delegation is not inconsistent with these Bylaws, the Articles of Agreement or any specific directive of the Board of Trustees.

7.2. *Reporting.* The Chief Physician Executive will report directly to the President of DHC regarding clinical quality, professional development, group practice development, physician compensation and benefits, and professional affairs generally. The Chief Physician Executive will report directly and concurrently to the CMCHS President regarding physician relations in the Manchester System, economic performance of the Corporation, clinical services delivery and development, and external professional relationships. The Chief Physician Executive also will report to the Board of Trustees regarding the overall performance of the Corporation.

7.3. *Evaluation and Removal.* The Executive Compensation Committee of the Board of Trustees will be responsible for evaluating the overall performance, and determining the compensation of, the Chief Physician Executive. Each of the CMCHS President and the DHC President will serve on the Executive Compensation Committee, *ex officio* with full voting rights, and will deliver his or her evaluation of the Chief Physician Executive Officer's overall performance. The Chief Physician Executive may be removed by the Board of Trustees only upon the joint

recommendation of the CMCHS President and the DHC President and the approval of CMCHS.

7.4. *Appointment of Successor Chief Physician Officer.* If the position of the Chief Physician Executive becomes vacant, Dartmouth-Hitchcock Clinic ("DHC") will form a search committee comprised of members of the Board of Governors, representatives of Catholic Medical Center, CMCHS and DHH, respectively, which committee will follow a process consistent with DHC historical practice. This search committee will recommend a candidate to the Board of Trustees for approval. Upon approval by the Corporation's Board and by the CMCHS Board, the appointment then must be approved by DHH.

Section 8. Medical Director. The Medical Director will be appointed by the Chief Physician Executive after consultation with the Board of Governors and the DHC President, and subject to the approval of the Board of Trustees. The Medical Director will report directly to the Chief Physician Executive.

ARTICLE VII INDEMNIFICATION

Each trustee, officer, and committee member of the Corporation and his or her respective heirs, executors, and administrators will be indemnified by the Corporation against any cost, expense, judgment, and liability, including attorneys' fees, reasonably incurred by or imposed upon said person in connection with any action, suit, or proceeding to which he or she may be made a part or with which he or she will be threatened, by reason of being, or having been, a trustee, officer, or committee member of the Corporation, except (a) with respect to matters as to which he or she will be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such trustee, officer, or committee member and (b) with respect to matters described in RSA 292:2, V-a as to which the articles of agreement of a voluntary corporation may not eliminate or limit the personal liability of a trustee or officer. In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification will be limited to matters covered by the settlement as to which the corporation is advised by counsel that such trustee, officer, or committee member is not liable for willful misconduct as such. The foregoing right of indemnification will be in addition to any other rights to which any trustee, officer, or committee member may otherwise be entitled.

ARTICLE VIII
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans will be contracted on behalf of the Corporation and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation will be signed by such officers or agents of the Corporation and in such manner as will from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation will end on June 30.

ARTICLE X
INSPECTION OF BOOKS AND RECORDS

All books, records, papers, and documents of every kind belonging to the Corporation will be maintained at the principal place of business of the Corporation and will be open to the inspection of the trustees at all reasonable times.

ARTICLE XI
CONFLICT OF INTEREST

From time to time the Board of Trustees shall adopt a policy or policies regarding possible conflicts of interest involving the Corporation and members of the Board of Trustees, officers, or employees of the Corporation (and such other individuals as the Board of Trustees may determine). At a minimum, such policy or policies (i) shall establish criteria for determining when a possible conflict of interest exists; (ii) shall establish a mechanism pursuant to which members of the Board, officers and employees of the Corporation and others shall disclose possible conflicts of interest on at least an annual basis and also when the possible conflict involves a specific issue before the Board of Trustees; and (iii) shall establish procedures pursuant to which the Board of Trustees shall approve of or otherwise deal with potential conflicts of interest as they arise.

ARTICLE XII
NO PRIVATE INUREMENT

This Corporation may hire and pay employees and contract for goods and services in the pursuit of its objectives, but no part of its receipts will be distributed to any private individuals or entities which operate for the benefit of private individuals.

ARTICLE XIII
EXEMPT ACTIVITIES

These Bylaws of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify and to continue qualifying as a voluntary charitable corporation duly organized and existing pursuant to the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax exempt charitable organization organized and operated for any purpose for which an organization may be exempt pursuant to the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIV
AMENDMENTS

Except as otherwise provided by law, these Bylaws may be amended, added to, altered, or repealed, in whole or in part, by a majority vote of the Board

CONFIDENTIAL AND PRIVILEGED COMMON INTEREST MATERIALS

Final Draft: To Be Executed at Closing

of Trustees with the approval of CMCHS at any meeting called for that purpose as provided in the Corporation's Articles of Agreement.

Board Adopted _____/09; effective _____/09