

STATE OF NEW HAMPSHIRE

Recording Fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides

Form No. NP 3
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT
OF
CATHOLIC MEDICAL CENTER
A NEW HAMPSHIRE NONPROFIT CORPORATION**

I, _____, the undersigned, being the _____ (Note 2) of Catholic Medical Center, a New Hampshire nonprofit corporation (the "Corporation"), do hereby certify that a unanimous consent resolution was signed by the Board of Directors of the Corporation on _____, 2009, in Manchester, New Hampshire (Note 3), for the purpose of amending the Articles of Agreement, as approved by the Bishop of the Roman Catholic Diocese of Manchester. (Note 4)

Articles II, VI, VII, IX, and X of the Articles of Agreement, shall be replaced in their entirety with Articles II, VI, VII, IX, and X, and Articles I, III, IV, V and VIII shall be included, as set out hereafter.

I further certify that after such amendments, the Articles of Agreement shall read as follows:

ARTICLE I

The name of this corporation shall be known as CATHOLIC MEDICAL CENTER.

ARTICLE II

The objects for which this corporation is established are as follows:

- A. To establish and operate a hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- B. To do any and all things consistent with the powers granted in the Articles of Agreement of this Corporation and with the Laws of the State of New Hampshire, including serving as the member of other non-profit corporations or the shareholder of for-profit corporations.
- C. To maintain its identity as an acute care hospital in the Roman Catholic tradition. As such, the Corporation will comply with the ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES, the teachings of the Roman Catholic Bishops of the United States of America and the Holy See, as

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interpreted by the Roman Catholic Bishop of Manchester, New Hampshire. The Corporation will conduct its affairs so as to maintain its listing in the official National Catholic Directory.

- D. This Corporation at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists, or may hereafter exist as amended, supplemented or superseded, contributions to which are deductible for federal income tax purposes.
- E. This Corporation shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of 1986, as amended.
- F. No part or portion of the assets or earnings of this Corporation shall ever be distributed to or divided among any individuals, including any member, officer, director, or organizer of this corporation, or any other private individual within the meaning of the Internal Revenue Code of 1986, as amended.
- G. No member of the Board of Directors, officer or other member of the Corporation or its administrative staff shall be individually or collectively liable for any debt or encumbrance of the Corporation.

ARTICLE III

The purpose of this Corporation shall be pursued without regard to race, creed, color, sex or ability to pay.

ARTICLE IV

The principal office of the Corporation shall be at the site of the present Catholic Medical Center, at 100 McGregor Street in the city of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE V

The procedures and polices for the internal governance of the Corporation shall be as set forth in the By-Laws.

ARTICLE VI

Each of the following actions of the Corporation must be approved by the Board of Trustees of its Sole Member (as defined in Article VIII (the "CMCHS Board") and, where applicable and as set forth in the Sole Member's Articles of Agreement and Bylaws, by either or both Dartmouth-Hitchcock Health ("DHH") and/or the Bishop of the Roman Catholic Diocese of Manchester (the "Bishop"):

1. *Amendments of Articles of Agreement.* Any proposed amendment or repeal of the Articles of Agreement of the Corporation which proposed amendment or repeal would (i) impact the powers reserved to the Sole Member in this Article VI, 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. *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;

3. *Appointment or Removal of Directors.* The appointment or removal of each Director of the Corporation;

4. *Appointment of President and Chief Executive Officer.* The appointment and termination of the Corporation's President and Chief Executive Officer;

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 Articles, 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;

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 a material amount 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 a material amount;

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

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;

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

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

11. *Information to be Furnished to the Member.* The Corporation will provide the Sole Member with such information as the Sole Member 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 VII

1. These Articles of Agreement may be amended or repealed by a two-thirds vote of the members of the Corporation's Board of Directors. Any such amendment or appeal which may (a) impact the powers reserved to the Sole Member in the Corporation's Articles, or (b) reasonably be expected to have any material strategic, competitive or financial impact on one or more entities of which the Sole Member is the sole member or on the integrated health care delivery system managed by the Sole Member as a whole, must be approved by a majority vote of the CMCHS Board.

2. At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the Ethical and Religious Directives for Catholic Health Care Services promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services, whether directly or by delegation of authority, in such manner as he deems appropriate.

ARTICLE VIII

The sole member of the Corporation shall be CMC Healthcare System (the "Sole Member", also referred to as "CMCHS") which shall possess such reserved powers as are set forth in Article VI hereof.

ARTICLE IX

The provisions for the disposition of the corporate assets in the event of the dissolution of the Corporation are: In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed to the Sole Member. If the Sole Member does not exist or is not an organization exempt from federal income taxation pursuant to Section 501 (c)(3) of the Code, then the assets of the Corporation, if any, shall be distributed to one or more organizations exempt from federal income taxation pursuant to Section 501(c)(3) of the Code as determined by the Corporation's Board of Directors, subject to the approval of CMCHS' sole member, DHH, and the Roman Catholic Bishop of Manchester (with respect to stable patrimony). Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as the Court shall determine are organized and operated exclusively for such purposes.

ARTICLE X

The provisions eliminating or limiting the personal liability of Directors are: Each Director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director or officer, or both, except with respect to: (1) any breach of the Director's or officer's duty of loyalty to the Corporation or its member; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the Director or officer derived any improper personal benefit.

(signature page follows)

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A true record, attest: _____

Date signed: _____, 2009

- Notes:
1. Make check payable to N.H. Secretary of State.
 2. Clerk, secretary or other officer.
 3. Town/city and state.
 4. Enter either "Board of Directors" or "Trustees".

Mail fee with DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business.

3/05
CD Misc. NP-3 V-1.1

**AMENDED AND RESTATED
BY-LAWS OF
CATHOLIC MEDICAL CENTER**

AMENDED AND RESTATED BYLAWS
OF
CATHOLIC MEDICAL CENTER

ARTICLE I

NAME, OFFICES AND PURPOSE

Section 1. Name. The name of the corporation whose By-Laws are set forth hereinafter is Catholic Medical Center (the “Corporation”).

Section 2. Principal Office. The principal office of the Corporation shall be located on the premises of Catholic Medical Center (the “Hospital”) located at 100 McGregor Street, Manchester, New Hampshire 03102, or such other place as may be determined from time to time by the Board of Directors.

Section 3. Purpose. The Corporation is a Catholic acute care hospital whose purpose is to extend Christ’s healing ministry to all who seek its services. The Corporation, as an agency of the Roman Catholic Church, shall provide health care in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services* as interpreted by the Roman Catholic Bishop of Manchester (the “Bishop”). The Corporation shall employ the highest quality health care professionals and the most appropriate technology to deliver an array of services either directly or through strategic alliances with other compatible health care providers. The Corporation shall treat with dignity and compassion the body, mind and spirit of all who seek or provide care and comfort. In particular, the purposes for which this Corporation has been formed are:

- A. To establish and operate a hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- B. To do any and all things consistent with the powers granted in the Articles of Agreement of this Corporation and with the Laws of the State of New Hampshire, including serving as the member of other non-profit corporations or the shareholder of for-profit corporations.
- C. To maintain its identity as an acute care hospital in the Roman Catholic tradition. As such, the Corporation will comply with the *Ethical and Religious Directives for Catholic Health Care Services*, the teachings of the Roman Catholic Bishops of the United States of America and the Holy See, as interpreted by the Bishop. The Corporation will conduct its affairs so as to maintain its listing in the official National Catholic Directory.

Regardless of any Article or vote prescribing the method of amending the Corporation's Articles of Agreement, the Corporation's Articles of Agreement cannot be amended without receiving prior approval for such amendment from the Bishop.

- D. This Corporation at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists, or may hereafter exist as amended, supplemented or superseded, contributions to which are deductible for federal income tax purposes.
- E. This Corporation shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of 1986, as amended.
- F. No part or portion of the assets or earnings of this Corporation shall ever be distributed to or divided among any individuals, including any member, officer, director, trustee, or organizer of this corporation, or any other private individual within the meaning of the Internal Revenue Code of 1986, as amended.
- G. No member of the Board of Directors, officer or other member of the Corporation or its administrative staff shall be individually or collectively liable for any debt or encumbrance of the Corporation.
- H. In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall revert to CMC Healthcare System or, in the event that CMC Healthcare System no longer exists, to the Bishop as provided in Article IX of the Articles of Agreement.

ARTICLE II

SOLE MEMBER

Section 1. Sole Member. The Sole Member of the Corporation shall be CMC Healthcare System. The Sole Member of the Corporation shall have all powers conferred on it by law, these By-Laws and the Articles of Agreement, as amended.

Section 2. Member's Action Without Meeting. Any action desired or necessary to be taken by the Sole Member may be taken without a meeting if the Sole Member consents by signing a written consent resolving to take such action. The Recording Secretary shall file such consent resolutions with the corporate records of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs and business of the Corporation shall be governed by the Board of Directors, who may exercise all of the powers of the Corporation, except those powers reserved to the Sole Member by Article VI of the Corporation's Articles of Agreement or by these By-Laws. The Board of Directors is responsible for establishing policy, maintaining quality patient care and providing for the management and planning of the Corporation. It shall serve as the judicial organ for review, appraisal and ultimate appeal within the Corporation. It shall assure that the facilities, personnel, equipment, supplies, money and management are available to the extent required for fully accredited status in every area where such standards have been established. It shall, at all times, take adequate measures to protect the safety of all patients, employees, staff and all others using its services and facilities. The Board of Directors shall have the non-delegable duty of making all appointments and reappointments, defining the scope of privileges, and reducing, extending, suspending or terminating the privileges of any member of the Corporation's medical staff. The Board of Directors shall be responsible for making any and all reports required under State and Federal law governing adverse professional review actions taken against any member of the medical staff.

Without limiting the generality of the foregoing, and subject to the Sole Member's reserved powers and those of the Bishop, the Board of Directors shall have the power to determine all policies of the Corporation with regard to the conduct of the business of the Hospital.

The Board of Directors may from time to time delegate particular responsibilities to Committees of the Corporation in accordance with Article IV of these Bylaws, or to specified officers of the Corporation, as it shall deem advisable.

The Board of Directors may adopt such rules and regulations for the conduct of its meeting and the management of the Corporation not inconsistent with these By-Laws, the Corporation's Articles of Agreement, or the laws of the State of New Hampshire as they may deem proper.

Section 2. Number and Qualifications. The number of Directors of the Corporation shall be a minimum of eight (8) and a maximum of twenty-one (21). There shall at all times be a minimum of at least five (5) Directors who are not of the same immediate family or related by blood or marriage. The number of Directors within such range may be increased or diminished by action of a majority of the Board of Directors at any regular or special meeting at which a quorum of Directors is present, except that no such action shall be effective to remove any Director then in office and any such action will be subject to review and approval by the Board of Trustees of CMC Healthcare System and the Bishop.

Including the President of the Medical Staff who will serve as an non- *ex officio* member of the Board as provided in Section 4 of this Article, a total of twenty-five percent (25%) of the Directors shall be physicians who are members of the Medical Staff of the Hospital. In addition

to the President of the Medical Staff, the remaining physician Directors shall be nominated by the Medical Staff and their names shall be submitted to the Nominating Committee and made subject to the review and approval procedures set forth in Article III, Section 4 below.

Ex officio directors shall not be included in the total number of Directors.

Section 3. Voting. Each Director shall have the full right to vote and participate in the governance and affairs of the Corporation.

Section 4. Appointment. All appointments of Directors to serve on the Corporation's Board of Directors shall be nominated by the Nominating Committee of the Board of Directors, approved by the Roman Catholic Bishop of Manchester and elected by the Sole Member. One-third (1/3) (or as close to one-third (1/3) as is possible given the number of Directors then in office) of the Director positions shall be appointed each year for three (3) year terms, such that over the course of any given three (3) year period there shall have been an appointment for each Director position. Upon adoption of these By-Laws, the then existing Directors ("Initial Directors") shall be assigned terms of one, two or three years by the Sole Member retroactive to January 1, 2001 and each such respective Director's term shall be filled in the ordinary course set forth in Section 5.

The President and Chief Executive Officer of Catholic Medical Center shall be appointed to the Board of Directors as an *ex officio* director of the Corporation, with the full right to vote and participate in the governance and affairs of the Corporation except as set forth in Section 11 of this Article, by virtue of such individual's election as President and Chief Executive Officer of Catholic Medical Center.

The Bishop's delegate for healthcare shall also be a member of the Board of Directors and shall serve as an *ex officio* director of the Corporation, with the full right to vote and participate in the governance and affairs of the Corporation except as set forth in Section 11 of this Article.

The President of the Medical Staff of Catholic Medical Center shall be appointed by the Board of Directors as an *ex officio* Director of the Corporation, with the right to vote and participate in the governance and affairs of the Corporation except as set forth in Section 11 of this Article, by virtue of such individual's election as President of the CMC Medical Staff.

Section 5. Term of Office. Each Director shall continue in office for a term of three (3) years and until reelected for another term or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal in the manner hereinafter provided. Directors shall not be able to serve more than two (2) consecutive complete terms, with a maximum length of service of eight (8) years except for *ex officio* members if an individual was appointed to fill a vacancy on the Board of Directors prior to being duly elected to serve as a Director pursuant to these By-Laws or was an Initial Director.

Section 6. Quorum Initially Present and Manner of Acting. A quorum of the Board of Directors is a simple majority. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees there from, provided, however, any

action taken therein is approved by at least two-thirds (2/3) of the required quorum for such meeting. Less than a quorum may adjourn the meeting. At all meetings of the Board of Directors, each Director present shall have one vote. At all meetings of the Board of Directors, all questions, and the manner of deciding which is not specifically regulated by statute, by the Bylaws, or by the Corporation's Articles of Agreement, shall be determined by the majority of the Directors present at the meeting.

Section 7. Place of Meeting. The Board of Directors may hold its meetings and have one or more offices at such places within the State of New Hampshire as the Board from time to time may determine or, in the case of meetings, as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 8. Books and Records. The correct and complete books and records of account and minutes of the proceedings of the Board of Directors shall be kept by the Recording Secretary of the Corporation.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. Notice of regular meetings need not be given.

Section 10. Annual Meetings. The annual meeting of the Corporation shall be held during the month of January on such date and at such hour as may be fixed by the Board of Directors and stated in the notice of such meeting or on such other date and at such time as shall be stated in the notice of the meeting or otherwise specified by the Board. The Secretary shall serve personally, or by mail, a written notice not less than ten (10) nor more than sixty (60) days before such meeting.

Section 11. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chair, or by the Secretary at the request of any three (3) Directors at the time being in office. Written notice of each such meeting shall be given to each Director either by mail addressed to such Director at his or her residence or usual place of business at least three (3) days before the day on which the meeting is to be held, or (ii) by facsimile, in person or by telephone. Every such notice shall state the time and place of the meeting, and shall state the agenda of items to be discussed at such meeting. No business other than that specified in the agenda contained in the notice for the meeting shall be transacted at any special meeting of the Board of Directors, without the unanimous written consent of each of the Directors. Notice of any meeting of the Board need not be given to any Director, however, if waived by him or her in writing or by facsimile, whether before or after such meeting be held, or if he or she shall be present at such meeting unless his or her attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors shall be present thereat without objection that the meeting is not lawfully convened.

Section 12. Executive Session. Upon the call of the Chair, the Board of Directors shall meet in executive session without the presence of the employees of Catholic Medical Center or

any of the Affiliated Entities, including employees who may be serving as Directors unless invited by the Chair to remain during the Executive Session. The Board may conduct any lawful business of the Corporation at such meeting.

Section 13. Attendance. Directors who miss three consecutive meetings of the Board or are not present for at least 75% of regular or special Board meetings in a calendar year shall be considered to have resigned from the Board and the Board may, in its discretion, choose to accept or decline to accept the resignation. Attendance records shall be maintained by the Recording Secretary of the Board. When the attendance record of a Director indicates that if the Director is absent from one more Board meeting, the Director will be unable to fulfill the attendance requirement, then the Recording Secretary shall so inform the Chair. The Chair will then inform the Director that absence from one more Board meeting, in that calendar year, will be considered as a submission of resignation by that Director from the Board.

A Director not attending at least 60% of committee meetings in a calendar year shall be considered to have resigned from that committee and from the Board and the Board may, in its discretion, choose to accept or decline to accept the resignation. Attendance records shall be maintained by the Recording Secretary of the Committee. When the attendance record of a Director indicates that if the Director is absent from one or more committee meeting, the Director will be unable to fulfill the 60% attendance requirement, then the Recording Secretary shall so inform the Chair of the Committee. The Chair of the Committee shall then inform the Chair of the Board. The Chair of the Board will inform the Director that absence from one more committee meeting in that calendar year will be considered as a submission of resignation by that Director from that Committee and the Board.

Section 14. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Chair of the Board of Directors or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 15. Removal of Directors. Any Director may be removed, with cause, at any time, by a majority vote of the Directors, at a duly called meeting of the Board of Directors of the Corporation.

Section 16. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or removal shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for appointment to the Board of Directors.

Section 17. Compensation. Directors shall not receive any compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred incidental to services performed for the Corporation.

Section 18. Directors' Participation in Meeting By Telephone. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment enabling all Directors participating in the meeting to hear one

another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 19. Directors' Action Without Meeting. If all the Directors entitled to vote and then holding office severally or collectively consent in writing to any action taken or to be taken by the Corporation, then such action shall be valid as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consent or consents with the minutes of the meetings of the Board of Directors.

ARTICLE IV

COMMITTEES OF BOARD OF DIRECTORS

Section 1. Designation; Vacancies. Except as provided herein, the Chair of the Board of Directors may designate such number of persons, including Directors and non-Directors, as the Chair may from time to time determine, to constitute a standing committee or a special committee for a specified purpose, each committee member of which, unless otherwise determined by the Board, shall continue to be a member thereof at the pleasure of the Board of Directors. The Board of Directors shall have power at any time to change the members of any committee, and to discharge any committee.

Section 2. Powers. Each committee shall be subject to the authority of the Board of Directors and shall report to the Board of Directors as directed by the Board of Directors. 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 Directors. No committee shall have authority to bind the Corporation in any manner without the prior written approval of the Board of Directors.

Section 3. Standing Committees. The standing committees of the Board of Directors shall be:

- Executive Committee
- Finance Committee
- Nominating Committee
- Governance Committee
- Ethics Committee
- Strategic Planning Committee
- Quality Management Committee
- Institutional Review Board
- Mission Effectiveness Committee
- Corporate Compliance Committee

Section 4. Special Committees. Special committees may be established by the Chair of the Board of Directors with the knowledge and approval of the Board of Directors. The Chair of the Board of Directors may invite experts, consultants, and those with special skills and

experience to serve on special committees even though such persons are not members of the Board of Directors.

Section 5. Required Procedures For All Committees. Subject to the provisions of these Bylaws, 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. Only Board members may chair committees of the Board. Except as elsewhere indicated, committee chairs shall be appointed annually by the Chair. The Chair may also fill interim vacancies in committee chairs as needed. Committee chairs shall report to the Board of Directors. The President of the Corporation, or his/her designee shall serve as an ex-officio member without vote on all standing and special committees except where it is otherwise designated. All committees of the Board of Directors will meet on a regular schedule to be established by the committee; no further notice of regular meetings is required. Special committee meetings may be called by the committee chair at any time; written or telephonic notice of a special meeting shall be given at least 24 hours in advance of the meeting. Written minutes shall be kept of all committee meetings and shall be a record of business introduced, transactions and reports made, conclusions reached and recommendations made. In addition, the minutes shall record each member present or not present. Committee chairs shall report committee activities at all regular meetings of the Board of Directors of the Corporation. A quorum for all committee meetings shall be a majority of the members of the committee. Voting shall be finalized by majority vote at all committee meetings at which a quorum is present. All decisions and actions by all committees are subject to ratification by the Board of Directors.

Section 6. Authority of Committees. Unless limited by the Articles of Agreement or these By-Laws, each committee may exercise those aspects of the authority of the Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee. Each standing committee may exercise those aspects of the authority of the Board of Directors which are specified in these Bylaws. The following powers are specifically reserved for the Board of Directors and may not be assumed by any committee:

- A. Approve any action which the New Hampshire Voluntary Corporation Act requires be approved by members;
- B. Grant Medical Staff membership and delineated clinical privileges;
- C. Approve and implement mechanisms for appointment to the Medical Staff and granting of clinical privileges;
- D. Approve the bylaws and rules and regulations of the Medical Staff.

Section 7. Executive Committee.

- A. Composition. The Executive Committee shall be comprised of the following individuals:

Chair of the Board

Secretary

Vice Chair of the Board	Treasurer
President	Bishop's Delegate
At-large member(s)	President of the CMC Medical Staff

- B. Responsibilities. The responsibilities of the Executive Committee shall be to:

Act with full authority of the Board of Directors for the transaction of business between meetings of the Board, subject to those powers reserved to the full Board of Directors pursuant to Section 6 of this Article IV.

- C. Meetings. The Executive Committee shall meet as necessary to carry out its responsibilities set forth above.

Section 8. Finance Committee.

- A. Composition. The Chair of the Board of Directors of the Corporation shall designate the members of the Finance Committee pursuant to Article IV, Section 1 of the By-Laws. The Treasurer of the Corporation shall be the *ex officio* Chair of the Finance Committee.
- B. Responsibilities. The responsibilities of the Finance Committee shall be to establish policy related to financial affairs, to provide recommendations and advice concerning the Corporation's financial plans and to provide decision-making with regard to invested funds.
- C. Meetings. The Finance Committee shall meet at least quarterly.

Section 9. Nominating Committee.

- A. Composition. The Chair of the Board of Directors of the Corporation shall designate the members of the Nominating Committee pursuant to Article IV, Section 1 of the By-Laws. The Bishop's Delegate for Health Care shall serve as Chair.
- B. Responsibilities. The responsibilities of the Nominating Committee shall be to nominate officers and members of the Board of Directors of the Corporation and its subsidiaries and affiliates; to recommend candidates to fill vacancies on the Board of Directors of both the Corporation and its subsidiaries and affiliates; to recommend candidates to serve as officers of both the Corporation and its subsidiaries and affiliates; and to receive and consider nominations for the Medical Staff members of the Board of Directors of the Corporation and its subsidiaries and affiliates.
- C. Meetings. The Nominating Committee shall meet as necessary to carry out its responsibilities as set forth above.

Section 10. Governance Committee.

- A. Composition. The Chair of the Board of Directors of the Corporation shall designate the members of the Governance Committee pursuant to Article IV, Section 1 of the By-Laws.
- B. Responsibilities. The responsibilities of the Governance Committee shall be to evaluate the composition of the Board of Directors and to recommend changes to the composition of the Board; to periodically review the governing documents and proposed amendments to the governing documents of the Corporation and its subsidiaries and affiliates and to propose revisions to them as necessary; and to review proposed amendments to the Medical Staff By-Laws and Rules and Regulations for recommendation to the Board of Directors of the Corporation or its subsidiaries or affiliates.
- C. Meetings. The Governance Committee shall meet at least annually.

Section 11. Ethics Committee.

- A. Composition. The Ethics Committee shall be composed of at least ten (10) members as follows:
- At least two (2) directors
 - Two (2) physicians
 - Two (2) representatives of the Bishop
 - Two (2) administrative representatives
 - Two (2) community members with strong backgrounds in the field of ethics

Other non-voting members of management will attend as required.

- B. Responsibilities. The responsibilities of the Ethics Committee shall be to:
1. Monitor any bioethical problems which occur in the hospital;
 2. Investigate the ethical impact of scientific advances. (For example: organ transplantation, the prolongation of life, human experimentation, etc.);
 3. Act as an advisory group to the President and Chief Executive Officer on bioethical issues not previously covered in the *Ethical and Religious Directives for Catholic Health Care Services*;

4. Increase awareness, sensitivity and information relative to the ethical dimension of health care delivery;
5. Keep abreast of the theological issues raised by new technology, especially as it concerns birth and death;
6. Develop and recommend to the Board of Directors, after consultation with scientists, medical experts, including medical staff of the hospital, lawyers, ethicists and moral theologians, certain policies relative to ethical and moral issues presented in the Hospital;
7. Provide a forum for Directors, Medical Staff, Administration, Nursing Service, ethicists and moral theologians to discuss advances in technology and their impact on bioethical issues; and
8. Serve in a consultative role to physicians, patients, their legal guardians or hospital staff persons who request a consultation concerning a medical decision having ethical implications, for whom the Committee shall arrive in a nonbinding advisory capacity for patient care.

C. Meetings. The Ethics Committee shall meet at least quarterly.

Section 12. Strategic Planning Committee.

- A. Composition. The Chair of the Board of Directors of the Corporation shall designate the members of the Strategic Planning Committee pursuant to Article IV, Section 1 of the By-Laws.
- B. Responsibilities. The responsibilities of the Strategic Planning Committee shall be to review strategic initiatives of the Corporation and make recommendations to the Board and its committees as deemed appropriate.
- C. Meetings. The Strategic Planning Committee shall meet at least twice a year or as necessary to advise the Board and its Committees as set forth above.

Section 13. Quality Management Committee.

- A. Composition. The Quality Management Committee shall be composed of at least six (6) members appointed by the Chair as follows:
 - At least two (2) directors

- Two (2) administrative representatives, including one from nursing; and
- Two (2) members of the Medical Staff.

Other non-voting members of management will attend as required.

- B. Responsibilities. The responsibilities of the Quality Management Committee shall be to review and make recommendations to the Board of Directors with respect to issues concerning the standard of care expected by the Hospital from its employees, agents, independent contractors, and Medical Staff as well as of a system of performance evaluation of all clinical and administrative staff; and shall review all litigation and claims related to nonfeasance or misfeasance by employees, agents or independent contractors of the Hospital.
- C. Meetings. The Quality Management Committee shall meet at least quarterly.

Section 14. Institutional Review Board.

- A. Composition. The Chair of the Board of Directors of the Corporation shall appoint the members of the Institutional Review Board pursuant to Article IV, Section 1 of the By-Laws consistent with the following requirements:
1. The IRB shall consist of at least five (5) members, but no more than fifteen (15) members;
 2. The Chair of the Board will endeavor to appoint members to the IRB who have varying backgrounds, including racial and cultural diversity, experience and expertise to adequately review research activities conducted within Catholic Medical Center and its affiliates;
 3. At least one (1) member of the IRB shall not be otherwise associated with Catholic Medical Center nor its affiliates nor be a member of the immediate family of a person who is so affiliated with the same;
 4. IRB members shall not be from a single professional group and shall not be composed entirely of men or entirely of women;
 5. At least one (1) member's background and profession must be in a non-scientific area and at least one (1) member's background and profession must be in a scientific area;
 6. At least one (1) member of the IRB shall be a physician with active medical staff privileges at Catholic Medical Center;
 7. At least one (1) member of the IRB shall be a CMC hospital pharmacist; and

8. At least two (2) members of the IRB shall be affiliated with Catholic Medical Center.
- B. Responsibilities. The IRB shall review all research involving systematic, clinical investigations of drugs and medical devices, behavioral investigations and other research involving human subjects performed by members of the medical, nursing or ancillary staffs of Catholic Medical Center and its affiliates. Specifically, the responsibilities of the IRB shall be as follows:
1. Review research involving humans and to monitor the protection of human subjects in order to ensure the ethical norms are met;
 2. Ensure that research protocols provide good scientific design, competent investigators, a favorable balance of risks and benefits, adequate informed consent, an equitable selection of subjects, justification for research in special populations and consideration of compensation for research induced injury;
 3. Review, evaluate, approve and monitor all research conducted on the premises in accordance with applicable federal and state statutes, rules and regulations in order to protect the patient and the public;
 4. Assure that no member of the IRB shall participate in the initial or continual review of any project in which that member has a conflict of interest and to adjudicate such conflicts of interest;
 5. Assure that officials of Catholic Medical Center or its affiliates do not approve research on human subjects if it has not been approved by the IRB, provided however, that even where research has been approved by the IRB, it may be subject to further corporate review and approval or disapproval by officials of Catholic Medical Center or its affiliates; and
 6. Assure that each IRB member shall have the opportunity to exercise one (1) vote for rendering decisions on each research project that comes before the committee for review, approval, or ratification.
 7. Invite individuals with competence in special areas to assist in the review of complex issues, which require expertise beyond or in addition to that available on the IRB. These individuals shall not be entitled to vote on matters before the IRB.
- C. Authority. In addition to the foregoing, the IRB has the authority to determine what research involves human subjects requiring the IRB to review, approve, modify, disapprove and monitor such research. Further, the IRB has the authority to suspend and/or terminate a research project in progress, or place restrictions on said project when appropriate for the protection of human subjects in accordance with the IRB's requirements or that has been associated with unexpected serious harms to participants. The IRB shall ensure that informed consent is obtained from each prospective subject which will be properly documented unless the

research meets regulatory criteria and applicable laws for waiver of informed consent. The IRB retains the authority to observe, or have a third party observe, the informed consent process. The IRB shall protect the privacy of the subjects and the confidentiality of any clinical data obtained.

D. Meetings. Meetings of the IRB shall be scheduled as often as necessary to review and approve investigational research proposals, projects and studies, but in any event, meetings shall be scheduled at least quarterly.

Section 15. Mission Effectiveness Committee.

A. Composition. The Mission Effectiveness Committee shall be composed of the Bishop's Delegate for Healthcare, the Corporation's President and CEO, and other individuals recommended by the President and CEO and appointed by the Board of Directors for a one year term at the Annual Meeting.

B. Responsibilities. The responsibilities of the Mission Effectiveness Committee will be to strengthen the Catholic identity of the Corporation and its affiliates through an integrated approach of ethics, theology, workplace spirituality and leadership formation and to guide and advise the President and CEO of the Corporation and the Director of Mission Effectiveness and Pastoral Care to insure that patients' spiritual needs are met.

C. Meetings. The Mission Effectiveness Committee will meet at least twice a year at the call of the President and CEO of the Corporation.

Section 16. Corporate Compliance Committee.

A. Composition. The Corporate Compliance Committee shall be composed of one Board member who will serve as the Committee Chair, the Corporation's Chief Financial Officer, and such other members who may or may not be members of the Board recommended by the President and CEO and appointed by the Board of Directors for a one year term at the Annual Meeting.

B. Responsibilities. The responsibilities of the Corporate Compliance Committee will be to review compliance issues and activities; determine the need for project teams to address risk areas; and to review, recommend and oversee the implementation of the corporate compliance plan and policies for the Corporation.

C. Meetings. The Corporate Compliance Committee will meet at least twice a year at the call of the Chair of the Committee.

Section 17. Compensation. With the exception of members of the Board employed by the Corporation, Directors serving on the committees of the Board of Directors 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.

ARTICLE V

THE MEDICAL STAFF.

Section 1. General. The Medical Staff shall function in accordance with the Medical Staff Bylaws, Credentialing Policy, and Rules and Regulations of Catholic Medical Center, which shall govern all activities of the Medical Staff of this Corporation. The Board specifically reserves the authority to take any action that is appropriate with respect to any individual appointed to the Medical Staff or granted clinical privileges or the right to practice at the Corporation, regarding clinical incompetence, inappropriate behavior, or violations of the Medical Staff Bylaws, Credentialing Policy, or Rules and Regulations.

Section 2. Evaluating Professional Needs. From time to time, the Board shall evaluate the number, demographics, admissions, and activities of members of the Medical Staff in various health care areas so that an appropriate number of practitioners in each health care area is determined, maintained, and revised as needed, in light of the needs of the communities served by the Corporation.

Section 3. Peer Review Protection. All minutes, reports, recommendations, communications, and actions with respect to credentialing, peer review, quality assurance or related matters made or taken by the Board, or its committees, or by the Medical Staff, including any officer, department chairperson, section chief, or committee chairperson, or by any clinical department, section, or committee on behalf of the Corporation are deemed to be covered by the provisions of NHRSA 151:13-a and/or the corresponding provisions of any subsequent federal or state statute providing protection to peer review, quality assurance, or related activities. Furthermore, the individuals, committees and/or panels charged with conducting investigations, or preparing findings, recommendations or reports, pursuant to these Bylaws or the Medical Staff Bylaws, Credentialing Policy, Rules and Regulations, or other policies of the Medical Staff or Medical Center shall be considered to be acting on behalf of the Corporation and its Board when engaged in such activities and actions, and thus shall be deemed to be protected by the Health Care Quality Improvement Act of 1986 and under applicable New Hampshire law.

Section 4. Contracts. The President and Chief Executive Officer shall be authorized to execute contracts with physicians, groups of physicians or other health care providers for the performance of clinical services. To the extent that any such contract confers the exclusive right to perform specified services within the Corporation or any of its subsidiaries or affiliates, no other person may exercise clinical privileges to perform the specified services while the contract is in effect.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of the Corporation shall include a Chair of the Board, a Vice Chair, a President and Chief Executive Officer, a Treasurer, a Secretary and such other officers as the Board of Directors may from time to time deem appropriate. One person may hold more than one office and perform the duties of more than one of said officers.

Section 2. Election, Term of Office and Qualifications. Except as otherwise provided herein, the officers shall be appointed by the Sole Member annually for a one-year term. No officer shall serve more than two consecutive one-year terms. Each officer shall hold office for such term or until the death, resignation, or removal of such officer in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed, by a two-thirds (2/3) majority of the Board of Directors and upon the approval of the Sole Member, whenever the Board of Directors believes that the best interests of the Corporation will be served by such action.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Chair of the Board of Directors, to the President and Chief Executive Officer or to the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment to such office.

Section 6. The Chair of the Board. The Chair of the Board shall be appointed by the Sole Member with the approval of the Bishop. The Chair of the Board shall, if present, preside at all meetings of the Board of Directors. The Chair of the Board shall, in general, perform all duties incident to the office of Chair of the Board, subject, however, to the direction and control of the Board of Directors, and such other duties as from time to time may be assigned to him or to her by the Board of Directors. Employees of the Corporation are ineligible to serve as the Chair of the Board.

Section 7. Vice Chair: The Vice Chair of the board shall be appointed by the Sole Member. The vice Chair of the Board shall discharge all of the responsibilities of the chair of the Board in the event the Chair is unavailable or unable to discharge the responsibilities set forth herein.

Section 8. The President and Chief Executive Officer. The President and Chief Executive Officer shall be the chief executive and administrative officer of the Corporation who shall be nominated by the Board of Directors, approved by the Bishop and elected by the Sole Member. The President and Chief Executive Officer shall have general and active supervision and direction over the day-to-day business and affairs of the Corporation and over its several

officers, subject, however, to the direction and control of the Board of Directors. The President and Chief Executive Officer shall sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Board of Directors, and shall perform all such other duties as from time to time may be assigned to him or her by the Board of Directors. The responsibilities of the President and Chief Executive Officer and further terms and conditions related to the exercise of such office may be set forth in such an Employment Agreement as is authorized by the Board of Directors.

Section 9. The Secretary. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President and Chief Executive Officer. A Recording Secretary shall be appointed separately by the Chair.

Section 10. The Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or by the Chair.

ARTICLE VII

CONTRACTS, CHECKS, NOTES, ETC.

Section 1. Execution of Contracts. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any one of the following officers: President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Treasurer, Secretary or Executive Vice President. The Board of Directors may, however, authorize any two of said officers to sign checks, drafts and orders for the payment of money in excess of specified amounts, and may designate officers and employees of the Corporation other than those named above, or different combinations of such officers and employees, who may, in the name of the Corporation, execute checks, drafts, and orders for the payment of money on its behalf.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors, any officer may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances. Notwithstanding the foregoing or anything herein to the contrary, under no circumstances is the Corporation to make any loans of money or property to any Directors or officers of the Corporation.

ARTICLE VIII

CONFLICT OF INTEREST

Any possible conflict of interest on the part of any Director or officer or employee, or a member of the immediate family of any such person, of the Corporation shall be disclosed in writing to the Corporation's Board of Directors. The possible conflict of interest shall be made of record through complete and full written disclosure to the Board of Directors when such individual has an interest that involves a specific issue before the Board of Directors.

A transaction involving a Director or officer, or a member of the immediate family of any such person, shall be prohibited unless it is in the best interests of the Corporation, the transaction is for goods or services in the ordinary course of business of the Corporation for the actual or reasonable value (or a discounted value) of the goods or services, the transaction is fair to the Corporation and the appropriate actions as set forth herein are taken. When the transaction involving a Director or officer, or a member of the immediate family of any such person, exceeds Five Hundred Dollars (\$500.00) but is less than Five Thousand Dollars (\$5,000.00) in a fiscal year, the transaction must be approved by affirmative votes (and those affirmative votes must equal or exceed any quorum requirement specified herein) from at least two-thirds (2/3) of the Disinterested Directors (as hereinafter defined) without the participation, voting or presence of any Director or officer with a financial interest in the transaction or a Director or officer who has had a pecuniary benefit transaction with the Corporation in the same fiscal year. When the transaction involving a Director or officer, or a member of the immediate family of any such person, is in an amount equal to or greater than Five Thousand Dollars (\$5,000) in a fiscal year, then: (i) the two-thirds vote of the Disinterested Directors set forth in the preceding sentence is required; and (ii) the Corporation must publish notice of the transaction in a newspaper of general circulation in the community in which the Corporation's principal office is located, Manchester, or a newspaper of general circulation throughout the State of New Hampshire prior to consummation of the transaction; and (iii) the Corporation must provide written notice of the transaction to the Office of the Director of Charitable Trusts within the Office of the New Hampshire Attorney General prior to consummation of the transaction. The minutes of the meeting in which a transaction is discussed pursuant to this Article VI shall reflect that a disclosure was made, the abstention from voting and the actual vote itself. CMC shall maintain a list of such transactions, including the names of those persons involved and the amount of the transaction and keep such list available for inspection by Board members and contributors to CMC. The list shall be reported to the office of the Director of Charitable Trusts each year as part of CMC's annual report to the Office of the Director of Charitable Trusts.

Every new Director will be advised of this policy upon assuming the position of Director and shall sign a statement acknowledging an understanding of and agreement to the Conflict of Interest Policy as set forth in this Article VI. The Board of Directors will comply with all requirements of New Hampshire law concerning conflicts of interest related to non-profit entities and such New Hampshire requirements are incorporated into and made a part of this Article VI. For the purposes of these By-Laws, a "Disinterested Director" is a Director who does not have a

financial interest in the transaction under consideration and has not been involved in a different transaction subject to this Article VI within the same fiscal year.

Under no circumstances is the Corporation to make any loans of money or property to any Directors or officers of the Corporation. The Corporation shall not sell, lease for a term of greater than five (5) years, purchase or convey any real estate or interest in real estate to or from a Director or officer without the prior approval of the probate court after a finding that the sale or lease is fair to the Corporation.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors.

ARTICLE X

ANNUAL SELF-EVALUATION

The Board of Directors will conduct an annual self-evaluation. The evaluation shall give each member of the Board an opportunity to express his/her individual judgment as to the performance of the Board in its principal responsibilities during the preceding year.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given to the Sole Member or any Director by these By-Laws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE XII

AMENDMENT OF BY-LAWS

The power to alter, amend or repeal these By-Laws or to adopt new By-Laws shall be vested in the Board of Directors, who may make any such alteration, amendment, repeal or adoption by a two-thirds (2/3) majority vote at any meeting or special meeting of the Board of Directors called for such purpose, provided that notice of the proposed change is given in the notice of the meeting, and that such change shall be subject to the approval of the Sole Member and the Bishop, where applicable.

ARTICLE XIII

INDEMNIFICATION

The Directors and officers of the Corporation shall not be personally liable to the Corporation or its Member for monetary damages for any breach or alleged breach of fiduciary duty as a Director or officer, or both, except with respect to:

1. Any breach of the Director's or officer's duty of loyalty to the Corporation or its Sole Member;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or
3. Any transaction from which the Director or officer derived any improper personal benefit.

ARTICLE XIV

CHARITABLE NATURE AND TAX EXEMPT STATUS OF CORPORATION

No person, firm or corporation shall ever receive any dividend or profit from the undertaking of this Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct any activities not permitted to be conducted by a corporation exempt from taxation under Section 501 (c) (3) of the Code, or by a corporation, the contributions to which are deductible by a contributor under Section 170 (c) (2) of the Code. No part of the net earnings of this Corporation shall inure to the personal benefit of any Director, individual or entity.

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall be disposed of as set forth in the Corporation's Articles of Agreement.

ARTICLE XV

AUXILIARY OR VOLUNTARY BOARDS

Auxiliary or voluntary groups to the Corporation may be organized as approved by the Board of Directors. Auxiliary or voluntary groups may be established for the purpose of: (a) raising funds for the Corporation; (b) volunteering services in, or on behalf of, the Corporation; and (c) otherwise promoting the comfort and welfare of the Corporation's patients. Each

auxiliary or voluntary group shall furnish a written annual report of its activities to the Board of Directors at the close of the Corporation's fiscal year. Each group which raises funds for the benefit of the Corporation shall also submit an annual financial statement at the close of its fiscal year. Such auxiliary or voluntary groups shall have the authority, subject to the review and approval of the Corporation's Board of Directors, to draft and adopt By-Laws.

ATTEST:

I, the undersigned Secretary of the Corporation, hereby attest that the foregoing is a true, complete and accurate set of the Revised By-Laws of the Corporation as adopted on June 28, 2001; amended on October 30, 2003, November 17, 2005, December 21, 2006 and _____, 2009.

_____, Secretary