

AMENDED AND RESTATED
CORPORATE BYLAWS
FOR
HEYWOOD HEALTHCARE, INC.
ARTICLE I
ORGANIZATION AND PURPOSES

1.1 Name. As provided in its Articles of Organization (as amended), the name of this Corporation shall be Heywood Healthcare, Inc. (the “Corporation”).

1.2 Purposes. The Corporation is a non-profit charitable organization incorporated under Chapter 180 of the Massachusetts General Laws and is formed for the purposes set forth in the Articles of Organization of the Corporation as they may be amended from time to time (the “Articles”).

1.3 Effective Date. The effective date (the “Effective Date”) of these amended and restated bylaws (these “Bylaws”) is January 1, 2013.

1.4 Members. The Corporation shall have no members. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the articles of organization or Bylaws of the Corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation.

ARTICLE II
THE CORPORATORS

2.1 Composition of Corporators.

2.1.1 Corporator Status. Upon the Effective Date, the corporators of the Corporation (the “Corporators”) shall consist of those individuals whose names were contained in the books and records of the Corporation as serving in such capacity upon the Effective Date. Corporators shall not be considered members as described under Massachusetts General Laws Ch. 180.

2.1.2 Election and Term. Corporators shall be elected by the Board of Trustees at the annual meeting of the Board. Corporators shall serve for a five (5) year term and shall be eligible to serve an unlimited number of terms in office.

2.1.3 Qualifications. In addition to such qualifications as may be established from time to time by the Board of Trustees of the Corporation, Corporators shall: (i) be residents of the area served by, or otherwise have an interest in, the Corporation and its affiliates; (ii) be eighteen (18) years of age or older; and (iii) have contributed to the Corporation for and with

respect to each year of service an amount not less than that established for such year by the Board of Trustees.

2.1.4 Automatic Termination. Periodically, but not less than annually, the Board of Trustees shall cause the continuing qualification of all Corporators to be reviewed. Corporators who fail to meet the criteria set forth in or established pursuant to Section 2.1.3, shall thereupon automatically, without further action by the Board of Trustees or the Corporation, be terminated from the position of Corporator and such termination shall not be deemed a removal under Section 2.1.6.

2.1.5 Resignation. A Corporator may resign at any time by giving written notice of such resignation to the Chair or Clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

2.1.6 Removal. A Corporator may be removed for cause by the affirmative vote of not less than two-thirds of the Board of Trustees. A Corporator subject to removal shall be entitled to attend and be heard at the meeting at which a removal action is to be considered or taken.

2.2 Powers of Corporators. The Corporators shall not have any voting rights with respect to the Corporation.

2.3 Meetings of Corporators.

2.3.1 Annual Meetings. There shall be an annual meeting of the Corporators which, unless otherwise decided by the Board of Trustees, shall be held on the second Tuesday of December of each year, and at a time and place within the service area of the Corporation as shall be determined by the Chair or the Board of Trustees. At the annual meeting the Corporators shall receive an annual report regarding the activities and financial information for the Corporation.

2.3.2 Notice of Meetings. Notice of the Annual Meeting of the Corporators shall be given by the Chair or Clerk. Notice shall be given in person, by email, or by written notice mailed to such Corporator's business or home address at least seven (7) days in advance of the meeting.

**ARTICLE III
BOARD OF TRUSTEES**

3.1 Board Authority. The Board of Trustees shall have the control, management and direction of the affairs of the corporation, except as otherwise provided by law, the Articles or these Bylaws.

3.2 Composition of Board.

3.2.1 Membership.

3.2.1.1 Trustees. The Board of Trustees (the “Board” or the “Trustees”) shall consist of between twelve (12) and twenty-two (22) individuals (each a “Trustee”), such number being established for the ensuing year by the Board of Trustees. At all times from the Effective Date through December 31, 2018, at least one-third (1/3) of the Trustees excluding *ex officio* Trustees shall represent the Athol Memorial Hospital primary service area for the fiscal year ending September 30, 2012, which includes the Towns of Athol, Erving, New Salem, Orange, Petersham, Phillipston, Royalston, Templeton, Warwick and Wendell.

3.2.1.2 President and CEO. The President and CEO of the Corporation shall serve as an *ex officio*, voting member of the Board of Trustees and shall not be included in the total number of Trustees set by the Board of Trustees in accordance with Section 3.2.1.1

3.2.1.3 Medical Staff. The Presidents of the Medical Staff of Athol Memorial Hospital and The Henry Heywood Memorial Hospital shall serve as *ex officio*, voting members of the Board of Trustees and shall not be included in the total number of Trustees set by the Board of Trustees in accordance with Section 3.2.1.1.

3.3 Qualifications. No more than twenty percent (20%) of the members of the Board of Trustees, excluding *ex officio* Trustees, may be (i) physicians participating in any medical practice affiliated with the Corporation or having medical staff privileges at a hospital affiliated with the Corporation; (ii) other persons such as employees or contractors who receive compensation from the Corporation or its affiliates; and (iii) members of the families of or persons having a financial interest in the businesses of persons described in (i) or (ii) above.

In addition, at all times at least a majority of the Trustees shall also be Trustees of The Henry Heywood Memorial Hospital, Athol Memorial Hospital, or other entity of which the Corporation is the sole corporate member (the “Supported Organizations”).¹

3.4 Election and Term.

3.4.1 Term. Trustees shall be elected for a three (3) year term.

3.4.2 Classes. The Trustees shall be divided into three (3) classes of approximately the same size with one class of Trustees being elected by the Board of Trustees at the Annual Meeting of the Board. Trustees shall hold office until their successors are duly qualified and elected or until their earlier death, disqualification, removal or resignation.

¹ This majority requirement must be included and complied with if the Corporation will need to be classified as a supporting organization under Code Section 509(a)(3)

3.4.3 Age Limit. Other than those Trustees appointed to serve pursuant to the Definitive Agreement (“Initial Trustees”) entered into between the Corporation; The Henry Heywood Memorial Hospital; the Athol Memorial Hospital; and the affiliates of such organizations (the “Definitive Agreement”), no person shall serve as a Trustee after the Annual Meeting of the Corporation that follows such individual’s 75th birthday.

3.4.4 Deleted.

3.4.5 Term Limits. Trustees may serve a maximum of nine (9) consecutive years as a Trustee (the “Term Limit”); provided, however, that a partial term shall count towards a Term Limit only if it exceeds one and one-half (1-1/2) years. A trustee shall be eligible for a new Term Limit after being absent from the Board of Trustees for at least one (1) year.

3.4.6 Exception to Term Limit. Notwithstanding the Term Limit provided above, Trustees may be eligible to serve one (1) additional three (3) year term, if otherwise qualified to serve as a Trustee, if the Board of Trustees by majority vote finds that an extension of eligibility of service is desirable for the continuity, stability, skills or expertise of the Board. Any Trustee being considered for the additional term shall not participate in such vote.

3.5 Resignation. A Trustee may resign at any time by delivering written notice of such resignation to the Chair, the Clerk, a meeting of the Board of Trustees, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. Unless excused by the Chair, absence from more than three (3) consecutive Board meetings shall be considered an automatic resignation and shall require no further action on the part of the Board other than to fill the vacancy in accordance with these Bylaws.

3.6 Removal. A Trustee may be removed with or without cause two-thirds (2/3) vote of all Trustees then in office. A Trustee may be removed for cause only after reasonable notice and opportunity to be heard before the Board.

3.7 Vacancies. A vacancy on the Board may be filled for the unexpired term by the remaining Trustees. The Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.8 Trustees Emeritus. Any current Trustee who has served as a member of the Board of Trustees shall be eligible to be named as an Honorary Trustee Emeritus. Such status is honorary and in name only, and does not afford the individual any rights and privileges enjoyed by an elected Trustee.

3.9 Meetings of Board.

3.9.1 Annual Meeting. There shall be an annual meeting of the Trustees at such time and place as determined by the Board. Notice shall not be required for the Annual Meeting of the Board.

3.9.2 Regular Meetings. The Board shall meet as often as it deems necessary and proper, and at such time and place within the service area of the Corporation as determined by the Board. Notice shall not be required for Regular Meeting of the Board.

3.9.3 Special Meetings. Special meetings of the Trustees may be held at any time and place within the service area of the Corporation as may be called by the Chair or by the Clerk upon the request of not less than five (5) Trustees. Notice of Special Meetings of the Board shall be given by the Chair or Clerk. Notice shall be given in person, by email, or by written notice mailed to such Trustee's business or home address at least forty-eight (48) hours in advance of the meeting.

3.9.4 Waiver of Notice of Meetings. Notice need not be given to any Trustee who executes, before or after the meeting, a written waiver of notice, or to any Trustee who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice. Unless otherwise stated in these Bylaws, a notice or waiver of notice of a Trustees' meeting need not specify the purposes of the meeting.

3.9.5 Presence by Communications Equipment. Trustees may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

3.10 Quorum. At any meeting of the Trustees a majority of the Trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11 Action by Trustees.

3.11.1 Generally. When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question, unless otherwise provided by law, the Articles or these Bylaws.

3.11.2 Actions Requiring Super-Majority. A three-fourths (3/4) vote of the Trustees then serving shall be required to allow either of the Supported Organization's main hospital buildings located at 242 Green Street, Gardner, Massachusetts, and 2203 Main Street, Athol, Massachusetts (each a "Facility") to be used for any purpose other than to operate a health care facility. Further, before taking such action, the Corporation shall consult with the Town Boards of Gardner and Athol regarding possible uses for the Facility at issue; provided, however, that a final decision regarding any disposition of either Facility shall be vested with the Corporation's Board of Trustees. If the Board of Trustees votes to discontinue use of the Facility located in Athol as a health care facility and to dispose of the property, the Corporation shall provide notice to the Town Board of Athol of a right of first refusal for the Town of Athol, or a designee of the Town Board which is a not-for-profit organization governed by a local community board, for a sixty (60) day period from the date of the Corporation's notice to provide notice of its intent to exercise its right of first refusal to take title to that Facility directly or through its designee in lieu of an alternate disposition by the Corporation.

3.11.3 Action by Consent. Any action that by law, the Articles or these Bylaws requires a meeting of the Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the Trustee meetings.

ARTICLE IV OFFICERS

4.1 Number Designation. The officers of the Corporation (the “Officers”) shall consist of a Chair, a Vice Chair, a Second Vice Chair, a President & CEO, a Treasurer and a Clerk. Additional persons may be elected or appointed officers with such other titles as the Board may from time to time determine.

4.2 Election and Term. The Officers except the President & CEO shall be elected by the Board for two (2) year terms. The offices of Treasurer and Clerk shall be elected in alternating years for purposes of staggering terms of office. The President & CEO shall be appointed by the Board of Trustees and shall serve at the pleasure of the Board.

4.3 Term Limits. A Trustee will be limited to two (2) two (2) year terms in any single officer position. In order to be elected as an officer, a Trustee must have a minimum of two (2) years remaining on the Trustee’s Term Limit. No extensions of the Term Limit shall be granted so a Trustee may serve as an Officer.

4.4 Qualification. The Officers, except for the President & CEO, shall be Trustees. The Clerk shall be a resident of the Commonwealth of Massachusetts.

4.5 Resignation. An Officer may resign at any time by giving written notice of such resignation to the Chair or Clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

4.6 Removal. Subject to the provisions of any contract of employment or service with respect to such position, an Officer may be removed, with or without cause, by the affirmative vote of not less than two-thirds (2/3) of the Trustee.

4.7 Vacancies. A vacancy in any office may be filled by the Trustees.

4.8 Powers and Duties of Officers.

4.8.1 Chair. The Chair, when present, shall preside at all meetings of the Trustees and shall have such other powers and duties as are specified in these Bylaws, as are usually vested in the office of the Chair of a board, and as may be vested in such office by the Trustees.

4.8.2 Vice Chair. The Vice Chair, in the absence or disability of the Chair, shall perform the duties and exercise the powers of the Chair and shall have such other powers and duties as are specified in these Bylaws, as are usually vested in the office of the Vice Chair of a board, and as may be vested in such office by the Trustees.

4.8.3 Second Vice Chair. The Second Vice Chair, in the absence or disability of the Vice Chair, shall perform the duties and exercise the powers of the Vice Chair and shall have such other powers and duties as are specified in these Bylaws, as are usually vested in the office of the Second Vice Chair of a board, and as may be vested in such office by the Trustees.

4.8.4 President & CEO. The President & CEO, subject to the direction of the Board, shall be the chief executive officer of the Corporation and shall be responsible for the general supervision, direction and control of the business of the Corporation and shall perform such other duties and shall have such other powers as the Board or the Chair may from time to time prescribe.

4.8.5 Treasurer. The Treasurer shall be entrusted with the custody and disbursement of all monies belonging to the Corporation, jointly with such other officer or officers of the Corporation as the Board shall designate. The Treasurer shall have the custody of all securities belonging to the Corporation forming any part of the restricted funds or endowment and trust funds and shall keep the same for safe keeping in such places with such banks or trust companies and upon such terms with respect to access and withdrawal as the Board may from time to time prescribe. The Treasurer shall, not less than annually but otherwise as often as directed by the Board, provide the Board with a detailed statement of the financial transactions and condition of the Corporation. The Treasurer's accounts shall be audited annually in such manner as the Board may direct.

4.8.6 Clerk. The Clerk shall keep the records of all meetings of the Board, the Corporators and, upon the direction of the Board, committees of the Board, shall keep such records at the principal place of the Corporation and shall have such other powers and duties as are specified in these Bylaws, as are usually vested in the office of the clerk of a board, and as may be vested in such office by the Board. All such records shall be open to the inspection of the Board.

4.9 Other Officers. All other officers shall have such powers and authority, not inconsistent with these Bylaws, as shall be prescribed by the Board or the Chair.

ARTICLE V COMMITTEES

5.1 Committees Generally. The Trustees may elect or appoint one or more committees. The Trustees may delegate to any committee that consists of at least a majority of committee members whom are Trustees any or all of their powers except the power: (a) to change the principal office of the Corporation; (b) to elect officers required by these Bylaws to be elected by the Board of Trustees and to fill any vacancies in any such office; (c) to remove officers or Trustees from office; and (d) to take any action that is not consistent with law, the Articles, or these Bylaws; provided, however, that any action taken by such committee that constitutes an exercise of a power otherwise reserved to the Board by law, the Articles or these Bylaws, shall require the majority vote of those members of such committees that are Trustees. The members of any committee shall remain in office at the pleasure of the Trustees. No more than twenty percent (20%) of the members of any committee with Board delegated authority shall be (i) physicians participating in the medical practice affiliated with the Corporation or

having medical staff privileges at any affiliated hospitals; (ii) other persons such as employees or contractors who receive compensation from the Corporation; and (iii) members of the families of or persons having a financial interest in the businesses of persons described in (i) or (ii) above; provided, however, that committees that have authority over any clinical aspects shall not be subject to this limitation.

5.2 Executive Committee. The Board of Trustees may designate from among its members an Executive Committee which shall have all the authority of the Board except as limited by Section 5.1 above. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provide.

5.3 Audit Committee. The Trustees shall appoint an Audit Committee which will assist the Board of Trustees in fulfilling its responsibility to oversee management's conduct of the Corporation's financial reporting process. The Audit Committee shall consist of at least three (3) members and shall operate consistent with such other requirements as the Board of Trustees shall establish.

5.4 Compensation Committee. The Trustees shall appoint a Compensation Committee which will review and recommend appropriate compensation levels for highly compensated individuals employed by or under contract to affiliates of the Corporation. Such rates of compensation will reflect competitive fair market value rates and will not exceed reasonable compensation for services obtained. The Compensation Committee shall be composed of at least three (3) members. If the Compensation Committee becomes responsible for setting compensation for physicians employed by or under contract to the Corporation or any of its affiliates, none of the Compensation Committee members shall be physicians with a current or prior affiliation with the Corporation or any affiliate of the Corporation, including, but not limited to, affiliation by employment, contracting, or election as an officer or trustee of the Corporation.

5.5 Nominating Committee. There shall be a Nominating Committee consisting of at least three (3) members, who shall be appointed by the Chair of the Board of Trustees and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees for the Board of Trustees at the next Annual Meeting following its election.

5.6 Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Corporation or the chair of the committee or by vote of a majority of all of the members of the committee.

5.7 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Trustees.

5.8 Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

ARTICLE VI INDEMNIFICATION OF TRUSTEES AND OTHERS

6.1 Definitions.

For purposes of this Article:

(a) “Indemnitee” means any person who serves or has served as a member of the Board of Trustees, any person who serves or has served as an officer of the Corporation or in any other office filled by election or appointment by the Board of Trustees and any person who serves or has served as an employee of the Corporation.

(b) “Proceeding” means any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened in or before any court, tribunal, administrative or legislative body or agency, and any claim which could be the subject of a Proceeding.

(c) “Expense” means any fine or penalty, and any liability fixed by a judgment, order, decree or award in a Proceeding, and any amounts reasonably paid in settlement of a Proceeding and for professional fees and other disbursements reasonably incurred in connection with a Proceeding if such amounts are approved in advance by vote of a majority of the disinterested Trustees. The term “Expense” shall include any taxes or penalties imposed on a Trustee or officer with respect to any employee benefit plan of the Corporation.

6.2 Right to Indemnification. Except as limited by law or as provided in this Article, each Indemnitee (and his or her heirs and personal representatives) shall be indemnified by the Corporation against any Expense incurred by such Indemnitee in connection with each Proceeding in which he or she is involved as a result of serving or having served in such official capacity with the Corporation.

6.3 Indemnification Not Available. No indemnification shall be provided to an Indemnitee with respect to a Proceeding in which it shall have been adjudicated that said Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

6.4 Compromise or Settlement. In the event that a Proceeding is compromised or settled so as to impose any liability or obligation on an Indemnitee or upon the Corporation, no indemnification shall be provided as to such Indemnitee with respect to such Proceeding if it is determined by a majority of the disinterested Trustees then in office that with respect to the matter involved in such Proceeding said Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. In lieu of submitting the question to a vote of the disinterested Trustees, as provided above, the Corporation may deny indemnification to said Indemnitee with respect to such Proceeding, if there has been obtained at the request of a majority of the Trustees then in office, an opinion in writing of independent legal counsel, other than counsel to the Corporation, to the effect that said Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

6.5 Advances. The Corporation shall pay sums on account of indemnification in advance of a final disposition of a Proceeding upon receipt of an undertaking by the Indemnitee to repay such sums if it is subsequently established that said Indemnitee is not entitled to indemnification pursuant to Sections 8.3 and 8.4 hereof, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

6.6 Not Exclusive. Nothing in this Article shall limit any lawful rights to indemnification existing independently of this Article.

6.7 Insurance. The provisions of this Article shall not limit the power of the Board of Trustees to authorize the purchase and maintenance of insurance on behalf of any Trustee or officer against any liability incurred by said Trustee or officer in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

ARTICLE VII CONFLICTS OF INTEREST

7.1 Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Trustee, director, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

If a person is deemed to have a conflict of interest with respect to any entity within the North Central Healthcare system, that individual is deemed to have a conflict of interest with respect to all entities within the health care system.

7.2 Disclosure of Conflicts of Interest. A Trustee or officer shall disclose a conflict of interest: (a) prior to discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Trustee or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Clerk of the Corporation shall distribute annually to all Trustees and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 7.3 of this Article was used.

7.3 Approval of Contracts and Transactions Involving Potential Conflicts of Interest. A Trustee or officer who has or learns about a potential conflict of interest should disclose promptly to the Clerk of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Trustee or officer should not be present at the meeting

7.4 Validity of Actions. A contract or other transaction that involves a Conflict of Interest (as defined in Section 7.1), shall not be either void or voidable, or in any way affected, solely for this reason; solely because such Trustee or Trustees or officer or officers (“Interested Party”) are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction; or because the Interested Party’s vote was counted in error for such purposes, if:

- (i) the material facts as to such Trustee’s or officer’s interest in such contract or transaction and as to any such common Trusteeship, officership or financial interest are disclosed in good faith or known to the Board or committee; and
- (ii) the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or officers.

7.5 Employee Conflicts of Interest. An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The President & CEO shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the President & CEO may consult with legal counsel.

The President & CEO shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President & CEO has approved.

ARTICLE VIII

ADDITIONAL PROVISIONS

8.1 Fiscal Year. The fiscal year of the Corporation shall commence on October 1st of each calendar year.

8.2 Execution of Instruments. Except as the Board may generally or in particular cases otherwise determine, all checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the Chair, the President & CEO, or the Treasurer, except as otherwise required by law. The Board may adopt a policy that authorizes additional individuals to sign checks, deeds, leases, transfers contracts on behalf of the Corporation subject to certain restrictions.

8.3 Voting of Interest in Other Entities. Except as the Board may generally or in particular cases otherwise determine, the Chair, the President & CEO, or the Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or agent for the Corporation at any meeting of stockholders, members, partners or owners of any other corporation or organization in which the Corporation holds an equity or membership interest.

8.4 Books and Records. There shall be kept at the office of the Corporation (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Board of Trustees and the Executive Committee; (3) a current list of the Trustees and officers of the Corporation and their residence addresses; (4) a list of record containing the names and addresses of all corporators; (5) a copy of these Bylaws; (6) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service or suitable alternative documentation; and (7) copies of the past three (3) years information returns and Forms 990-T (if any) to the Internal Revenue Service.

ARTICLE IX AMENDMENTS

These Bylaws may be amended, repealed, restated or revised by the affirmative vote of not less than two-thirds of the Trustees; provided, that (a) any provision requiring a greater super-

majority vote may only be amended by vote of the Board of Trustees by the same super-majority voting requirement; and (b) Section 3.2.1.1 may only be amended by three-quarters (3/4) vote of the Board of Trustees.

Amended and Restated: May 21, 2015.