

Adopted on December 20, 2001

BY-LAWS OF
CMC HEALTHCARE SYSTEM

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BY-LAWS OF
CMC HEALTHCARE SYSTEM

ARTICLE I

NAME, OFFICES AND PURPOSE

Section 1. Name. The name of the corporation whose By-Laws are set forth hereinafter is CMC HEALTHCARE SYSTEM (the "Corporation").

Section 2. Principal Office. The principal office of the Corporation shall be located on the premises of 100 McGregor Street, Manchester, New Hampshire 03102, or such other place as may be determined from time to time by the Board of Governors.

Section 3. Purpose. The purpose of the Corporation is to function as a supporting organization to benefit, serve as the sole member of, help carry out the purposes of, and uphold, promote and further the welfare, programs and activities of Catholic Medical Center, Hillcrest Terrace, Alliance Resources, Inc., Alliance Ambulatory Services, LLC and any and all other for-profit and non-profit entities affiliated with Catholic Medical Center (collectively, the "Affiliated Entities"). The Corporation, as an agency of the Roman Catholic Church, shall provide its services within the scope and in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services*, in accordance with the direction of, and as interpreted by, the Roman Catholic Bishop of Manchester, New Hampshire (the "Bishop").

ARTICLE II

MEMBERS

Section 1. Members and Qualification. The governors of the Corporation shall be the Members of the Corporation. Appointment of an individual as a governor of the Corporation shall constitute automatically the appointment of such individual as a Member of the Corporation. The Members of the Corporation shall have all powers and responsibilities conferred on them by law, these By-Laws and the Articles of Agreement.

Section 2. Place of Meetings. All meetings of the Members of the Corporation shall be held at such time and place as may from time to time be fixed by the Board of Governors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3. Special Meetings. A special meeting of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chair of the Board or by a majority of the Board of Governors, or upon written application therefor to the Secretary by at least five (5) Members. Written notice of such meeting, stating the purpose for which it is called, shall be served personally, or by mail, not less than ten (10) nor more than sixty (60) days before the date set for such meeting. If mailed, it shall be directed to every Member at each Member's respective address; but at any meeting at which all Members shall be present, or of which all Members not present have waived notice in writing, the giving of notice as above-required may be foregone, unless a Member's attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the Members.

Section 4. Quorum. At each meeting of the Members, the presence, in person, of at least a majority of the Members shall constitute a quorum for the transaction of business except where otherwise provided by law, by these By-Laws or by the Articles of Agreement of the Corporation or any amendment thereto. In the absence of a quorum at any meeting or any adjournment thereof, the Members of the Corporation present in person shall have the power to adjourn the meeting from time to time, until additional Members necessary to constitute a quorum shall be present either in person or by telephone.

Section 5. Organization. The Chair of the Board shall preside at every meeting of the Members, and shall appoint a secretary pro tempore.

Section 6. Voting. Each Member of the Corporation, except as otherwise provided by law, by the Articles of Agreement of the Corporation or by these By-Laws, at every meeting of the Members shall be entitled to one (1) vote in person. At any meeting of Members at which a quorum is present, a majority represented thereat in person shall decide any question brought before such meeting unless a larger or different vote or proportion is required by law or by the Articles of Agreement of the Corporation or by these By-Laws.

Section 7. Members' Action Without Meeting. Any action which may be taken at a meeting of Members may be taken without such a meeting if all of the Members consent by signing, severally or collectively, written Unanimous Consent Resolutions which set forth the action so taken or to be taken. The Secretary shall file such consent resolutions with the minutes of the meetings of the Members.

Section 8. Removal. A Member shall be removed automatically as a Member of the Corporation upon the removal or resignation of such member as a Governor of the Corporation or the expiration or termination of such Member's term as a Governor of the Corporation.

ARTICLE III

BOARD OF GOVERNORS

Section 1. General Powers. The affairs and business of the Corporation shall be controlled and managed by the Board of Governors, who may exercise all of the powers of the Corporation, except those powers reserved to the Bishop by Article VII of the Corporation's Articles of Agreement or by these By-Laws. The Board of Governors is responsible for establishing policy of the Corporation. It shall serve as the judicial organ for review, appraisal and ultimate appeal within the Corporation and its Affiliated Entities.

Without limiting the generality of the foregoing, the Board of Governors shall, with respect to the Corporation, have the power to determine all policies of the Corporation with regard to the conduct of the business of the Corporation, subject to the limited reserved powers of the Bishop set forth in Article VIII of the Corporation's Articles of Agreement. The Board of Governors 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.

Section 2. Number and Qualifications. The number of Governors of the Corporation shall be a minimum of five (5) and a maximum of ten (10). There shall at all times be a minimum of at least five (5) Governors who are not of the same immediate family or related by blood or marriage. The number of Governors may be increased or diminished by action of a majority of the Board of Governors at any regular or special meeting at which a quorum of Governors is present and with the approval of the Bishop, except that no such action shall be effective to remove any Governor then in office. Qualifications for membership on the Board of Governors includes membership on the Catholic Medical Center Board of Directors.

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

Section 4. Appointment; Ex Officio Governors; Chair. The Governors of the Corporation shall be appointed to the Board of Governors by the Roman Catholic Bishop of Manchester. Both the Chair of the Board of Directors of Catholic Medical Center and the President of Catholic Medical Center shall serve *ex officio* with vote on the Board of Governors. The Chair of the Board of Governors shall be that individual appointed by the Bishop as his Delegate for Healthcare and who serves as an *ex officio* voting member of the Board of Directors of Catholic Medical Center pursuant to Article III, Section 4 of Catholic Medical Center's By-Laws.

Section 5. Term of Office. Each Governor shall continue in office for a renewable term of one year and 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 provided herein.

Section 6. Quorum and Manner of Acting. A quorum of the Governors shall be required to transact any business. A majority of the total number of Governors then holding office shall constitute a quorum for the transaction of business at any meeting except where otherwise provided by statute, the Corporation's Articles of Agreement or these By-Laws. Less than a quorum may adjourn the meeting. At all meetings of the Board of Governors, each Governor present shall have one (1) vote. At all meetings of the Board of Governors, all questions, the manner of deciding which is not specifically regulated by statute, by these By-Laws or by the Corporation's Articles of Agreement, shall be determined by a majority of the Governors present at the meeting.

Section 7. Place of Meeting. The Board of Governors 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 Governors shall be kept by the Secretary of the Corporation.

Section 9. Regular Meetings. Regular meetings of the Board of Governors 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. Special Meetings; Notice. Special meetings of the Board of Governors shall be held whenever called by the Chair, or by the Secretary at the request of any three (3) Governors at the time being in office. Written notice of each such meeting shall be given to each Governor either (i) by mail addressed to such Governor at his or her residence or usual place of business at least five (5) days before the day on which the meeting is to be held, or (ii) by facsimile, in person or by telephone, prior to the time of such meeting. 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 Governors, without the unanimous written consent of each of the Governors. Notice of any meeting of the Board need not be given to any Governor, 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 Governors shall be present thereat without objection that the meeting is not lawfully convened.

Section 11. Executive Session. Upon the call of the Chair of the Board of Governors with the approval of the Bishop, the Board of Governors shall meet in executive session without the presence of the employees, including employee Governors, of the Corporation, Catholic Medical Center or any of the Affiliated Entities, 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 12. Resignations. Any Governor of the Corporation may resign at any time by giving written notice to the Chair of the Board of Governors 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 13. Removal of Governors. Any Governor may be removed, with cause, at any time, by a majority vote of the Governors and the written approval of the Bishop, at a duly called meeting of the Board of Governors of the Corporation or by the Roman Catholic Bishop of Manchester with or without cause. A Governor shall be removed automatically as a Governor of the Corporation upon the removal or resignation of such Governor as a member of the Board of Directors of Catholic Medical Center or upon the expiration or termination of such Governor's term as a member of the Board of Directors of Catholic Medical Center.

Section 14. Vacancies. Any vacancy in the Board of Governors 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 Governors.

Section 15. Compensation. Governors 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 16. Governors' Participation in Meeting By Telephone. A Governor may participate in a meeting of the Board of Governors by means of conference telephone or similar communication equipment enabling all Governors 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 17. Governors' Action Without Meeting. If all the Governors 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 Governors. The Secretary shall file such consent or consents with the minutes of the meetings of the Board of Governors.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the Corporation shall include a Chair of the Board, a President, a Treasurer and a Secretary who shall be the registered agent and such other officers as

the Board of Governors may from time to time deem appropriate. One person may hold the offices and perform the duties of more than one of said officers.

Section 2. Election, Term of Office and Qualifications. The officers shall be appointed annually by the Roman Catholic Bishop of Manchester and shall serve for a renewable term of one year or until such time as their successors are appointed. 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 the Roman Catholic Bishop of Manchester whenever he 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 Governors, to the President 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. As set forth in Article III, Section 4, the Bishop's Delegate for Healthcare shall serve as the Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board of Governors. Except where by law the signature of the President is required, the Chair of the Board shall possess the same power as the President to sign all certificates, contracts and other instruments of the Corporation which may be authorized by the Board of Governors. 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 Governors, and such other duties as from time to time may be assigned to him or her by the Board of Governors. Employees of the Corporation are ineligible to serve as the Chair of the Board.

Section 7. The President. The President shall be the individual elected to be the President of Catholic Medical Center, and shall serve in the office of President of the Corporation until such time as such individual no longer serves as President of Catholic Medical Center. The President shall be the chief executive and administrative officer of the Corporation and 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 Governors. The President shall sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Board of Governors, and shall perform all such other duties as from time to time may be assigned to him or her by the Board of Governors. The responsibilities of the President 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 Governors.

Section 8. 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 Governors or by the Chair.

Section 9. The Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned to him or her by the Board of Governors or by the Chair.

ARTICLE V

CONFLICT OF INTEREST

Any possible conflict of interest on the part of any Governor 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 Governors. The possible conflict of interest shall be made of record through complete and full written disclosure to the Board of Governors when such individual has an interest that involves a specific issue before the Board of Governors.

A transaction involving a Governor 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 Governor 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 Governors (as hereinafter defined) without the participation, voting or presence of any Governor or officer with a financial interest in the transaction or a Governor or officer who has had a pecuniary benefit transaction with the Corporation in the same fiscal year. When the transaction involving a Governor 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 Governors 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.

Every new Governor will be advised of this policy upon assuming the position of Governor 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 Governors 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 Governor" is a Governor 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 Governors 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 Governor or officer without the prior approval of the probate court after a finding that the sale or lease is fair to the Corporation.

ARTICLE VI

CONTRACTS, CHECKS, NOTES, ETC.

Section 1. Execution of Contracts. All contracts and agreements authorized by the Board of Governors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Governors, or unless otherwise required by law, be signed by any one of the following officers: Chair, President, Chief Financial Officer of CMC, Treasurer or Secretary. The Board of Governors 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 Governors. When authorized by the Board of Governors, 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 Governors or officers of the Corporation.

ARTICLE VII

FISCAL YEAR

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

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Governor 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 IX

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 Governors, 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 Governors called for such purpose, provided that notice of the proposed change is given in the notice of the meeting and distributed prior to the meeting to members of the Board of Governors and members of the CMC Board of Directors, and the notice shall state that such change shall be subject to the approval of the Roman Catholic Bishop of Manchester.

ARTICLE X

INDEMNIFICATION

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

1. Any breach of the Governor's or officer's duty of loyalty to the Corporation or its Member or Members;
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 Governor or officer derived any improper personal benefit.

ARTICLE XI

TAX EXEMPT STATUS

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

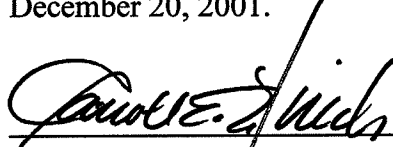
ARTICLE XII

POWER TO AUDIT

In his sole and absolute discretion, the Roman Catholic Bishop of Manchester shall have the power to require a certified audit of the finances of the Corporation, and to appoint the certified public accountant to perform such audit. The expense of such audit shall be borne by the Corporation.

ATTEST:

I, the undersigned Secretary of the Corporation, hereby attest that the foregoing is a true, complete and accurate set of the By-Laws of the Corporation as adopted on December 20, 2001.



Carroll Winch, Secretary

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