

AMENDED AND RESTATED BYLAWS
OF
WENTWORTH-DOUGLASS HOSPITAL

Effective - January 1, 2017

ARTICLE I

Name, Purpose, Principal Office and Fiscal Year

1.1 Name and Purpose. The name shall be Wentworth-Douglass Hospital (the “Corporation”), and the purposes of the Corporation shall be as set forth in the Articles of Agreement, as from time to time amended (the “Articles”).

1.2 Location. The location of the principal office of the Corporation shall be in Dover, New Hampshire, or at any other place in the State of New Hampshire as the Trustees may from time to time determine.

1.3 Nondiscrimination. The business of the Corporation shall in all respects be conducted without discrimination on the basis of race, national origin, religion, gender, sexual orientation, handicap or economic status (a) in the appointment, employment and treatment of medical staff, employees or personnel of any category, (b) in the selection of Trustees or officers or the assignment of their duties and responsibilities; and (c) the treatment or admission of patients. The employment and personnel practices of the Corporation shall at all times comply with all applicable legal requirements and conform to the best standards of fairness and human dignity.

1.4 Fiscal Year. The fiscal year of the Corporation shall be October 1 through September 30 unless otherwise decided by the Board of Trustees of the Corporation (the “Board of Trustees”).

1.5 Definitions. As used in these Bylaws the following terms shall have the following meanings:

1.5.1 MGH or the Member. The Massachusetts General Hospital, a Massachusetts charitable corporation exempt from federal taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

1.5.2 Partners. Partners HealthCare System, Inc., a Massachusetts charitable corporation exempt from federal taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

1.5.3 Partners System. A comprehensive, integrated health care delivery system (i) that is comprised of Partners and all hospital, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise by, or otherwise affiliated with, Partners and (ii) that provides, without limitation, hospital, physician and other health care services, education and research for the prevention, diagnosis, treatment and cure of human illness and community service.

1.5.4 WDH Subsidiaries. All hospital, charitable, scientific, educational, research and other institutions and entities that are now or hereafter controlled, directly or indirectly, by the Corporation including, without limitation, Wentworth-Douglass Hospital & Health Foundation, Wentworth-Douglass Physician Corporation and Wentworth-Douglass Community Health Corporation.

1.5.5 Trustees. The members of the Corporation's Board of Trustees, consisting of both the Local Trustees and the MGH Designated Trustees as defined in Section 3.1 hereof.

1.5.6 The Code. The Internal Revenue Code of 1986 and the regulations issued thereunder, each as amended and in effect from time to time (or any successor thereto).

1.6 Compliance with Governance Agreement. In exercising their respective authorities and fulfilling their respective responsibilities under these Bylaws, the Member and the Board of Trustees of the Corporation will comply with the provisions of the Governance Agreement dated as of [] (the "Governance Agreement") by and among the Corporation, the Member and Wentworth-Douglass Health System, a New Hampshire not-for-profit corporation.

ARTICLE II

Membership

2.1 Sole Member. The sole Member of the Corporation shall be MGH, acting through its board of trustees, or one or more committees thereof, or by or through such other persons or organizations, including without limitation the board of directors of Partners or one or more committees thereof, as may from time to time be designated by the board of trustees of the Member to act on its behalf.

2.2 Annual Meeting. The Annual Meeting of the Member (the "Annual Meeting of the Member") shall be held at the regularly scheduled July meeting of the board of trustees of the Member or at such other date or hour as may be fixed by the Member for the election of Trustees of the Corporation and for the transaction of such other business as may properly come before it. If the Annual Meeting of the Member is not held on the day provided therefor, a Special Meeting in lieu of the Annual Meeting of the Member may be held with all the force and effect of an Annual Meeting of the Member, and in such case all references in these Bylaws to the Annual Meeting of the Member shall be deemed to refer to such Special Meeting.

2.3 Special Meetings. A Special Meeting of the Member may be called by the Member at any time or as otherwise required by law, and notice thereof shall be issued by the Secretary, or

in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer of the Corporation, whenever requested to do so in writing by the Member.

2.4 Notices. Notices of the Annual Meeting of the Member and Special Meetings of the Member shall be given by the Secretary or an Assistant Secretary by written or electronic notice mailed to the Member at its address recorded in the records of the Corporation at least ten (10) days prior to the date of the meeting. The notice of any meeting shall specify the time and place of the meeting and, except for the Annual Meeting of the Member, shall contain a brief statement of the purpose of the meeting as called, but no detailed statement need be included. No such notice need be given to the Member if a written waiver of notice, executed by the Member (or its authorized attorney) before or after such meeting, shall be filed with the records of the meeting.

2.5 Place of Meetings. All meetings of the Member shall be at the principal office of the Member in Boston, Massachusetts, or at such other place as shall be specified in the notice of the meeting.

2.6 Action by Writing. Any action required or permitted to be taken at a meeting of the Member may be taken without a meeting if a written consent thereto is (i) signed by an officer or representative of the Member who is duly authorized by the board of trustees of the Member to take such action and (ii) is filed with the records of the Member's meetings. Any such consent shall be treated for all purposes as a vote at a meeting.

2.7 Voting. At each meeting of the Member, only the Member shall be entitled to vote.

2.8 Membership Certificate. The Corporation shall issue a membership certificate to the Member evidencing its membership in the Corporation.

ARTICLE III

Board of Trustees

3.1 Composition.

(a) The Board of Trustees of the Corporation shall have such number of persons, not to exceed twenty-one (21) and not to be less than seventeen (17), as may be determined by the Member from time to time upon the recommendation of the WDH Nominating Committee (defined and described in Section 6.4 hereof), which number shall comprise the following:

(1) the President of the Corporation, *ex officio* as a non-voting Trustee;

- (2) the President of the Medical Staff of the Corporation, *ex officio* as a voting Trustee;
 - (3) eleven (11) to fourteen (14) persons who are residents of the communities served by the Corporation and who are elected by the Member from nominations made by the WDH Nominating Committee, reviewed by the Board of Trustees and approved by the MGH Nominating Committee; and
 - (4) four (4) or five (5) persons drawn from the MGH and Partners communities (the “MGH Designated Trustees”) who are elected by the Member from nominations made by the nominating committee of the board of trustees of the Member (the “MGH Nominating Committee”).
- (b) The Trustees described in Section 3.1(a)(1), (2) and (3) shall be designated as the “Local Trustees,” and the Trustees described in Sections 3.1(a)(3) and (4) shall be referred to as the “Elected Trustees” all of whom will be voting Trustees. The Local Trustees as of the date of adoption of these Amended and Restated Bylaws (the “Initial Local Trustees”) are listed on Exhibit C to the Governance Agreement.
- (c) By no later than the Annual Meeting of the Member in 2017, the Member will reduce the number of persons on the Board of Trustees from twenty-one (21) to seventeen (17), with the Board of Trustees thereupon comprising four (4) MGH Designated Trustees and thirteen (13) Local Trustees consisting of the President, serving *ex officio* as a non-voting Local Trustee, the President of the Medical Staff, serving *ex officio* as a voting Local Trustee and eleven (11) Elected Local Trustees.

3.2 Election and Tenure. Acting on nominations that have been made by the WDH Nominating Committee, reviewed by the Board of Trustees and approved by the MGH Nominating Committee in accordance with the WDH Trustee Selection Criteria attached hereto as Exhibit A, the Member shall elect at each Annual Meeting of the Member such number of Elected Trustees as are necessary to fill any vacancies then existing or which will exist because of the expiration of the terms of Elected Trustees at such Annual Meeting. Unless otherwise provided in these Bylaws, each Elected Trustee shall be elected for a term of three (3) years commencing at such Annual Meeting of the Member and continuing thereafter until a successor is elected or until such Elected Trustee sooner dies, resigns or is removed. In order to achieve and maintain staggered terms for three classes (of approximately equal size) of Elected Trustees or for such other reasons as the Member in its discretion may determine, the Member may at any time, after receiving the recommendations of the Board of Trustees and the MGH Nominating Committee, elect one or more of the nominees to serve for a term of less than three (3) years. Notwithstanding the foregoing, the Member shall elect or re-elect the Initial Local Trustees for initial and/or renewed terms that continue to the dates specified on Exhibit C to the Governance Agreement. After completion of the terms of the Initial Local Trustees specified on said Exhibit

C, except as otherwise provided in these Bylaws, all Elected Trustees shall serve for terms of three (3) years each, subject to the term limits described in Section 3.3 hereof,.

3.3 Term Limits. No person who has served as an Elected Trustee for nine (9) consecutive years shall be eligible for re-election until one (1) year following the date on which such Trustee's last term expired; *provided, however*, that (i) the Initial Local Trustees shall be eligible to serve to the dates specified on Exhibit C to the Governance Agreement; and (ii) at the expiration of the last of the three (3) consecutive terms of any Elected Trustee then serving as the Chairman, Vice Chairman, Treasurer or Secretary, such Elected Trustee will be eligible to be re-elected for one additional consecutive three (3) year term. For the purposes of these term limitations service on the board of any Subsidiary shall not be deemed to be a term as an Elected Trustee of WDH, and a term shall be deemed "consecutive" to a prior or subsequent term if the period of time separating such term from the prior or subsequent term is equal to or less than 365 days.

3.4 Age Limit. No person shall be eligible for election or re-election as an Elected Trustee after reaching the age of seventy-five.

3.5 Emeritus Trustees. The Trustees then in office may from time to time elect Local Trustees who retire from the Board of Trustees to serve as Emeritus Trustees in recognition of outstanding service to the Corporation. Emeritus Trustees shall be entitled to notice of, and may attend, all meetings of the Board of Trustees but shall have no vote and shall not be included in determining the Trustees then in office for purposes of voting requirements, quorums or otherwise.

3.6 Meetings. The Board of Trustees shall meet at least monthly, one of which meetings shall directly follow the Annual Meeting of the Member, at such time and place as the Trustees may determine. Special Meetings shall be held as may be considered necessary by the Member, the Chairman of the Board, the President or by a majority of the Board of Trustees.

3.7 Vacancies. Vacancies in the Board of Trustees may be filled by the Member in accordance with Section 3.2, and the person so elected shall serve for the balance of the vacant term being filled by such election.

3.8 Resignations. Any Trustee may resign at any time by delivering a resignation in writing to (a) the Chairman of the Board, the President or the Secretary, (b) any meeting of the Member or the Board of Trustees, or (c) the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time; *provided, however*, that the Board of Trustees may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Trustee in his or her resignation.

3.9 Removals. Any Elected Trustee may be removed at any time for cause by vote of the Member. An Elected Trustee may be removed for cause only after reasonable notice of the grounds for the removal and an opportunity to be heard before the body proposing the removal. For the purposes of this Section 3.9, cause for removal of an Elected Trustee shall include any of the following as determined by the Member:

- (a) inappropriate use or disclosure of confidential information of the Corporation or of any other institution or entity within the Partners System (a “Partners Organization”);
- (b) failure to adhere to any code of conduct or policies on conflict of interest adopted by the Member or Partners (“Partners COI Policies”);
- (c) recurring pursuit of personal interests in conflict with the best interests of the Corporation or of any other Partners Organization;
- (d) permitting or engaging in the misuse of the funds or other property of the Corporation or of any other Partners Organization;
- (e) engaging in unlawful or grossly negligent conduct related to the affairs of the Corporation or of any other Partners Organization;
- (f) repeated failure to attend Board of Trustee meetings or participate in other Trustee functions at which attendance is expected; and
- (g) failure to discharge responsibilities as a Trustee with ordinary prudence and in a manner reasonably believed to be in the best interests of the Corporation and the Partners System.

3.10 Notice. Notice of regularly scheduled meetings of the Board of Trustees shall be mailed or sent by or by facsimile, e-mail or other electronic means by the Secretary or by the President or his appointee at least three (3) days in advance of the meeting to each Trustee at the Trustee’s address as set forth in the records of the Corporation. Notice of Special Meetings of the Board of Trustees shall be given by the Secretary or by the President or his appointee by mail or by facsimile, e-mail or other electronic means at least three (3) days before the meeting to the Trustee’s address as set forth in the records of the Corporation or by facsimile, e-mail or other electronic means at least twenty-four hours before the meeting to said address, or in person or by telephone at least four (4) hours before the meeting. The presence of a Trustee at any meeting shall be deemed a waiver of actual notice, and notice of any meeting may be waived in writing by a Trustee at any time.

3.11 Quorum and Voting. A majority of the Elected Trustees then in office shall constitute a quorum for the transaction of business. A majority of the Elected Trustees present at any meeting may adjourn the meeting from time to time, and such meeting may be continued as adjourned without further notice. If a quorum is present, a majority of the Elected Trustees present may take any action on behalf of the Board of Trustees except to the extent that a larger or different number is required by law, the Articles, these Bylaws or any agreement that binds the Corporation.

3.12 Action by Writing. Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all Elected Trustees shall consent in writing to such action and file their consents with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as votes at a meeting.

3.13 Participation through Communication Equipment. Trustees or the members of any committee of the Trustees may participate in any meeting of the Trustees or any such committee by means of a conference telephone, video or similar communication equipment which shall permit all persons participating in such meeting to hear each other at the same time; and participation by such means shall constitute presence in person at the meeting.

3.14 Procedure for Leave of Absence.

(a) Elected Trustees may, for health reasons or other compelling personal reasons, be granted leaves of absence for a stated period of time not to exceed one year. Absence for longer than one year shall constitute voluntary resignation from the Board of Trustees. The Corporation will maintain directors and officers liability insurance coverage for the Elected Trustee during any such leave.

(b) Requests for a leave of absence shall be made to the Chairman of the Board and shall state the beginning and anticipated ending dates and reason for the requested leave. The Chairman of the Board shall communicate the request to the Board of Trustees for its approval.

(c) If the leave was for health reasons, prior to reinstatement the Elected Trustee must submit a report from his or her attending physician indicating that he or she is physically and/or mentally capable of resuming the Elected Trustee's fiduciary responsibilities. The Chairman of the Board shall review such report and, if the report is acceptable, present a recommendation on reinstatement to the Board of Trustees for its approval.

(d) Leaves of absence are matters of courtesy, not of right. In the event that the Board of Trustees determines in its sole discretion that an Elected Trustee has not demonstrated a valid medical or personal reason for the leave of absence, or that the skill set of the Elected Trustee would create a void on the Board of Trustees, the Board of Trustees will deny the request. In such event the Elected Trustee who has requested the leave may withdraw such request or

voluntarily resign from the Board of Trustees. The resulting vacancy may be filled in accordance with Section 3.2 hereof. The determination by the Board of Trustees shall be final, with no recourse by the Elected Trustee to a hearing or appeal.

(e) During the leave of absence, the Elected Trustee shall not exercise any governance responsibilities and shall be excused from all Board responsibilities (e.g. meeting attendance, committee service), and his or her electronic access while on leave of absence will be governed by applicable Corporation policy.

(f) The duration of the leave of absence will be counted towards the Elected Trustee's tenure for purposes of Sections 3.2 and 3.3 hereof.

ARTICLE IV

Responsibility and Authority of the Trustees and the Member

4.1 Responsibility and Authority of the Trustees. Except as otherwise provided by law, the Articles or these Bylaws, the Board of Trustees shall have responsibility and authority to discharge all such lawful powers, rights, privileges and duties (a) as are consistent with the New Hampshire Revised Statutes Annotated Chapters 292 and 295, as now in effect and as hereafter amended (or the corresponding provision(s) of any future New Hampshire Statutes and any other applicable law), (b) as are set forth in this Section 4.1, (c) as may be set forth elsewhere in these Bylaws or (d) as may be determined by the Member from time to time. In order to ensure consistency and compliance with the programs, plans, budgets, standards and other requirements established by the Member for the Partners System, the Board of Trustees shall:

4.1.1 Financial Matters.

- (a) Oversee the development of the annual operating and capital budgets of the Corporation within financial targets and time periods established by Partners for the Partners System and provided to the Corporation; review and approve such annual operating and capital budgets; and present such budgets to the Member for its review and approval in accordance with the procedure described in Section 4.2.2(a) hereof as part of the annual consolidated operating and capital budgets of the Partners System;
- (b) Review and approve such revisions to the annual operating and capital budgets of the Corporation as the Board of Trustees determines to be necessary or appropriate from time to time and present any such budgets that include material revisions to the Member for its review and approval in accordance with the procedure described in Section 4.2.2(a) hereof.

- (c) (i) Monitor the results of operations of the Corporation relative to the annual or revised operating budget of the Corporation approved by the Board of Trustees and the Member; and (ii) monitor the expenditure of funds on capital projects by the Corporation relative to the annual or revised capital budget of the Corporation approved by the Board of Trustees and the Member;
- (d) Review and approve all unbudgeted operating and capital expenditures of the Corporation and, for each such unbudgeted expenditure that exceeds such amount as may be specified by the Member from time to time, present such expenditure to the Member for its review and approval;
- (e) Review and approve each transaction pursuant to which the Corporation would incur new debt through lender financing or would guaranty the lender-financed debt of others and present such transaction to the Member for its review and approval;
- (f) Review and approve all budgeted and unbudgeted transfers of the funds (including surplus funds) or other property of the Corporation to any other entity in the Partners System for the support of System-wide initiatives or for other purposes; provided, however, that in order to approve any such transfer the Board of Trustees must determine that such System-wide initiative or other purpose will provide benefits to the Corporation that are comparable to the benefits that are expected to be realized by other organizations within the Partners System or that such transfer is otherwise in the best interests of the Corporation;
- (g) Review the annual audit of the Corporation as presented by the independent public accountants selected by Partners; and
- (h) Oversee fundraising and development activities for the Wentworth-Douglass Hospital & Health Foundation consistent with the mission and the overall strategies of WDH and the Partners System.

4.1.2 Executive Management.

- (a) President of the Corporation. (i) Elect the President in accordance with the procedure described in Section 5.4.1 hereof; and (ii) within compensation programs and guidelines established by the Member, annually evaluate the performance of the President and make recommendations to the Member who shall determine the President's compensation.

- (b) Other Senior Management of the Corporation. (i) Select candidates for election or appointment as officers and senior managers of the Corporation (in addition to officers and senior managers appointed by the President); (ii) establish performance objectives and annually evaluate the performance of such officers and senior managers against such objectives; and (iii) within compensation guidelines established by the Member, determine the compensation of such officers and senior managers.

4.1.3 Strategic Planning.

- (a) Understand and support the mission, vision and goals of WDH and the Partners System;
- (b) Support the planning processes of the Subsidiaries;
- (c) In collaboration with the Member, develop and oversee the implementation of a strategic plan.

4.1.4 Advocacy. With other institutions and entities within the Partners System as coordinated by the Member, represent and serve as an advocate for the interests of the Partners System, the Corporation and the Subsidiaries (including their clinicians, researchers, patients and staff and the citizens of the communities that they serve) to governmental bodies and officials, accreditation agencies and the community at large.

4.1.5 Board Performance.

- (a) Ensure continuing, comprehensive communication by the Corporation with the Member and its management and with the trustees and management of other institutions and entities within the Partners System regarding the strategies, objectives, performance and issues of the Corporation, the Subsidiaries and the Partners System;
- (b) Receive and review regular reports on the performance and overall effectiveness of the Corporation, the Subsidiaries, the Member and the Partners System;
- (c) In coordination with the Member, provide for the orientation of new Trustees and the continuing education of incumbent Trustees; and
- (d) In coordination with the Member, conduct periodic assessments and evaluations of the performance of the Board of Trustees.

4.1.6 Conduct of Operations. Consistent with the responsibility and authority of the Trustees as set forth in these Bylaws and consistent with any applicable policies of the Partners System, authorize and approve (or delegate to the officers and senior managers of the Corporation the authority to authorize and approve) such policies, procedures, agreements and other commitments binding on the Corporation as may be necessary to conduct the operations of the Corporation.

4.2 Responsibility and Authority of the Member. The responsibility and authority of the Member (the “Reserved Powers”) are set forth in Sections 4.2.1, 4.2.2 and 4.2.3 hereof.

4.2.1 Responsibility for Corporation's Affairs. In furtherance of its purposes to coordinate and support the Partners System, the Member shall have the responsibility and authority to oversee the affairs, funds and other property of the Corporation and to oversee the Board of Trustees in the exercise of its responsibility and authority as set forth in applicable law, the Articles and these Bylaws. The Member shall at all times exercise its responsibility and authority in a manner that is consistent with the Articles and these Bylaws and with applicable law including, without limitation, New Hampshire charitable trust law.

4.2.2 Matters Requiring Approval by the Member. In addition to other matters that require approval by the Member by law or as specified in the Articles or these Bylaws, the following actions of the Board of Trustees shall require review and approval by the Member:

- (a) Final adoption of the annual and any materially revised operating and capital budgets of the Corporation submitted by the Board of Trustees pursuant to Section 4.1.1(a) and (b) hereof. In the event that the Member does not approve any such annual or revised budget as submitted by the Board of Trustees, the Member shall advise the Board of Trustees of the reasons for such disapproval, and the Board of Trustees shall then have a reasonable period of time (not to exceed 60 days), as specified by the Member, to resubmit a modified annual or revised budget, consistent with the financial targets that have been established by Partners for the Partners System, that is responsive to the reasons for the Member's disapproval. If the Board of Trustees fails to submit on a timely basis a modified annual or revised budget that is responsive, in the Member's judgment, to the reasons for the prior disapproval, the Member shall have the right, after consultation with the Board of Trustees, by a two-thirds majority vote of the Member's Board of Trustees to adopt and approve annual or revised operating and capital budget for the Corporation which shall become the budget for the Corporation for the fiscal period specified therein;

- (b) In the event that the Member requests that the Board of Trustees submit a revised operating or capital budget for the Corporation, the Board of Trustees shall have a reasonable period of time (not to exceed 60 days), as specified by the Member, to submit such revised budget consistent with the financial targets that have been established by Partners for the Partners System and responsive to the request of the Member. If the Board of Trustees fails to submit to the Member within such time period specified by the Member a revised operating or capital budget that is responsive, in the Member's judgment, to the Member's request, the Member shall have the right, after consultation with the Board of Trustees, by a two-thirds majority vote of the Member's Board of Trustees to adopt and approve a revised operating or capital budget for the Corporation which shall become the budget for the Corporation for the fiscal period specified therein.
- (c) Each unbudgeted operating or capital expenditure of the Corporation that exceeds such amount as has been specified by the Member from time to time;
- (d) Each transaction pursuant to which the Corporation would incur new debt through lender financing or would guaranty the lender-financed debt of others;
- (e) Each material agreement or other commitment binding on the Corporation that requires an expenditure of funds in excess of such amount as has been specified by the Member from time to time;
- (f) Additions to or discontinuations of, or material changes in, any service line of the Corporation;
- (g) Any pledge, sale or other disposition of all or substantially all of the property or assets of the Corporation;
- (h) A liquidation, dissolution or other restructuring of the Corporation;
- (i) Any transaction or project that requires an expenditure of funds in excess of such amount as has been specified by the Member from time to time;
- (j) Any new business venture proposed by the Corporation involving an investment that exceeds such amount as has been specified by the Member from time to time;

(k) Each capital fundraising campaign proposed for the support of the Corporation or the Subsidiaries; and

(l) Compensation policies for the Corporation and the Subsidiaries.

4.2.3 Transfer of Corporation Funds or Other Property. In the event that the Board of Trustees has approved a transfer of the funds (including surplus funds) or other property of Corporation in accordance with the requirements of Section 4.1.1(f) hereof but the Board of Trustees subsequently fails to implement such transfer, the Member will have the authority to implement such Board-approved transfer; provided, however that prior to implementing any such transfer, (i) the Member will request that the Board of Trustees reconsider its decision not to implement the transfer and (ii) if after such reasonable time period (not to exceed 60 days) as has been specified by the Member the Board of Trustees does not implement the transfer, the Member will have the authority by a two-thirds majority vote of its Board of Trustees to implement such transfer of the funds or other property of the Corporation.

4.3 Sole Member of Subsidiaries. The Corporation, acting through the Board of Trustees or by or through any person or persons designated by the Board of Trustees to act on behalf of the Corporation, shall have and exercise such powers and duties as the sole member of each Subsidiary as are required or permitted by law or as are specifically set forth in the bylaws of such Subsidiary, which bylaws may be amended only in the manner set forth therein.

ARTICLE V

Officers

5.1 Officers. The Corporation shall have a Chairman of the Board, a Vice Chairman, a President, a Secretary, a Treasurer, one or more Assistant Secretaries and Assistant Treasurers and such other officers as the Board of Trustees or the President may from time to time elect or appoint. Officers (other than the Chairman of the Board and Vice Chairman) may, but need not be, Trustees, and except for the President shall not, by reason of their respective offices, become members of the Board of Trustees.

5.2 Annual Election of Officers. At the first meeting of the Board of Trustees following each Annual Meeting of the Member, the Board of Trustees shall elect the Chairman of the Board, the Vice Chairman, the Treasurer and the Secretary. Other officers may be elected or appointed at any time by the Board of Trustees or by the President, in each case specifying the title, powers, duties and terms of office of such officer.

5.3 Tenure. The Chairman, Vice Chairman, Treasurer and Secretary of the Corporation shall hold office until the first meeting of the Board of Trustees after the Annual Meeting of the

Member following the date of such officer's election and until a successor is elected, or until the officer sooner dies, resigns, becomes disqualified or is removed from office. Other officers elected or appointed by the Board of Trustees or the President shall serve for such terms as the Board of Trustees or the President may specify at the time of such officer's election or appointment (not to exceed four years).

5.4 Vacancies.

5.4.1 Vacancy in the Office of President. Upon the occurrence of a vacancy in the office of the President, the Board of Trustees shall establish a search committee comprising the Chief Executive Officer of the Member and such Elected Trustees and others, as the Elected Trustees, in consultation with the Chief Executive Officer of the Member, may determine. The search committee shall submit to the Board of Trustees a nomination for the person to hold the office of the President, and the Board of Trustees shall act upon such nomination to elect the President and submit such election to the Member for its ratification.

5.4.2 Vacancies in Other Offices. The Board of Trustees may fill a vacancy in any office (other than the President) whose incumbent was elected or appointed by the Board of Trustees. The President may fill a vacancy in any office whose incumbent was appointed by the President. The person so elected or appointed will serve for the balance of the unexpired term of the office being filled or until a successor is elected or appointed or the incumbent dies, resigns, becomes disqualified or is removed.

5.5 Chairman of the Board; Vice Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Trustees when present and shall perform the duties incident to the office. The Vice Chairman, if any, shall have, exercise, and discharge the powers and duties of the Chairman during the absence or disability of the Chairman. In the event that both the Chairman and the Vice Chairman, if any, shall be absent or unable to act, the Elected Trustees may elect from their number a temporary Chairman to have, exercise and discharge the powers of the Chairman during the absence or disability of both the Chairman and Vice Chairman.

5.6 President. The President shall be the chief executive officer of the Corporation and, as such, shall direct the activities of the Corporation, promote collaborative opportunities and the consistency of policies and procedures among the Corporation, the Subsidiaries and other institutions and entities within the Partners System, and have, exercise, and discharge such other powers and duties as these Bylaws, the Member or the Board of Trustees may assign to the President. The President may appoint vice presidents and other officers of the Corporation and may retain other employees, each of whom shall have, exercise and discharge such powers and duties as the President or the Board of Trustees may assign to such individual.

5.7 Treasurer. The Treasurer, subject to the direction and control of the Board of Trustees, has general charge of the financial affairs of the Corporation and responsibility for the care and custody of its funds, securities and valuable papers, except records and documents required by these Bylaws or by vote of the Board of Trustees to be kept by some other person. If required by vote of the Board of Trustees, the Treasurer shall give bond in such form and with such sureties as the Board of Trustees may require. If one or more Assistant Treasurers have been elected, an Assistant Treasurer may discharge the duties of the Treasurer in the event of the Treasurer's absence or disability.

5.8 Secretary. The Secretary shall (i) attend and keep records of all meetings of the Board of Trustees; (ii) keep a record of the names and addresses of the Board of Trustees and of its officers and those serving on the various committees; (iii) issue notice for meetings; and (iv) perform such other duties as usually pertain to the office. Any Assistant Secretary may also discharge one or more of the duties of the Secretary.

5.9 Resignations. Any officer may resign at any time by delivering a resignation in writing to (i) the Chairman, the President or the Secretary, (ii) any meeting of the Member or the Trustees, or (iii) the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time; *provided, however*, that the Board of Trustees may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Trustee in his or her resignation.

5.10 Removals. The President may be removed at any time with or without cause by (i) the president of the Member, after consultation with the Board of Trustees and with the approval of the Board of Trustees of the Member, or (ii) by the vote of a majority of the Elected Trustees then in office, with the approval of either the president of the Member or the Board of Trustees of the Member. Any other officer elected or appointed by the Board of Trustees may be removed at any time with or without cause by the vote of a majority of the Elected Trustees then in office. An officer appointed by the President may be removed at any time with or without cause by the vote of a majority of the Elected Trustees then in office or by the President. An officer may be removed for cause only after reasonable notice of the grounds for the removal and an opportunity to be heard before the body or person proposing the removal.

ARTICLE VI

Committees of the Board of Trustees

6.1 Committees. The standing committees of the Board of Trustees shall be the Executive Committee, Joint Conference Committee, Strategic Planning Committee, Finance Committee, Human Resources Committee, Quality Improvement Committee, Bylaws Committee, Regulatory Compliance Committee and Nominating Committee. All standing committees shall have such responsibilities and authority as shall be set forth in these Bylaws or otherwise determined by the

Board of Trustees from time to time. The Board of Trustees may, by vote of a majority of the Board of Trustees then in office, establish other standing and special committees and reorganize existing committees and delegate to any such committee or committees such responsibilities and authority as the Trustees may from time to time determine.

6.2 Composition of Committees. The members and chairs of all standing and special committees of the Board of Trustees shall be nominated by the Chairman of the Board, upon the advice of the President, and appointed by a vote of the Elected Trustees for one-year terms, unless otherwise specified by the Board of Trustees. The members of standing and special committees may include Emeritus Trustees and persons who are not Trustees.

6.3 General Provisions Regarding Committees. Whenever any committee shall be authorized by the Board of Trustees or by these Bylaws to act on behalf of the Board of Trustees on any matter requiring action by the Board of Trustees, only the votes of the members who are specifically appointed to a committee shall be counted in determining the committee's action. Fifty percent (50%) of the members of a committee shall be a quorum for purposes of action on behalf of such committee. Each committee (i) shall determine its procedures regarding voting, quorum, and notice, etc. to the extent not covered by these Bylaws, (ii) shall report regularly to the Board of Trustees, and (iii) may invite any person or persons to meet with the committee in an advisory capacity. If a person serves *ex officio* on a committee in more than one capacity, such person shall be counted only once for purposes of determining the presence of a quorum and shall be entitled to one vote only.

6.4 WDH Nominating Committee. The WDH Nominating Committee shall consist of all of the Local Trustees. The WDH Nominating Committee shall be responsible for recruiting, identifying and vetting potential candidates to serve as Local Trustees and submitting such candidates to the Board of Trustees in accordance with Section 3.2 hereof. The WDH Nominating Committee shall also recruit, identify and vet candidates for the boards of trustees of the Subsidiaries, excluding the Wentworth-Douglass Hospital & Health Foundation, and submitting such candidates to the Board of Trustees for election. It may establish such rules and procedures for the presentation and consideration of names as it from time to time considers in the best interests of the Corporation and the Subsidiaries and in accordance with the qualifications defined in these Bylaws and/or the Subsidiary's bylaws. The WDH Nominating Committee shall also present a recommended slate of officers at the Annual Meeting of the Board of Trustees.

6.5 Executive Committee. The Executive Committee shall consist of the officers of the Board of Trustees, the Medical Staff President and the President. If still an Elected Trustee, the immediate past Chairman of the Board shall also be a member. The Committee shall, in the interim between meetings of the Board, exercise all the power of that body, except for such powers as may be excluded by law, the Articles or these Bylaws, but in accordance with the general policy of the Corporation and the Subsidiaries and the direction of the Board of Trustees.

The Chairman of the Board shall serve as the Chairman of the Executive Committee. The Secretary will keep a record of all meetings and all action taken by the Executive Committee. Such records shall be submitted to each Elected Trustee as soon as practical following each meeting of the Executive Committee. The Executive Committee shall hold meetings at such times as the Chairman of the Committee may determine, but at least quarterly.

6.6 Joint Conference Committee. The Joint Conference Committee shall consist of the Chairman of the Board, the President, three trustees (one of which shall be the Vice Chairman of the Board), the three officers of the Hospital medical staff, and an appointee to the medical staff elected annually by the medical staff entitled to vote. The Chairman of the Board shall serve as Chairman of the Committee. The Joint Conference Committee shall meet on an ad hoc basis to act as a liaison group for discussion of administrative matters and conflict resolution between the Board of Trustees, President, and the Hospital medical staff. The Chairman or any two members of the Committee may call a meeting. The Committee shall designate some person to act as Secretary of the Committee who will keep a record of all meetings and all actions taken by the Committee. Such records shall be submitted to the Board of Trustees and the Medical Executive Committee. Should a Committee member have a conflict based on the matter being brought forward, the Chairman may appoint a replacement for that Committee member until such time the matter has been resolved.

6.7 Finance Committee. The Finance Committee shall consist of the Treasurer and not less than three Trustees. In addition, the Chairman of the Board and the President shall serve as ex-officio members, with vote. The Treasurer shall serve as Chairman. The Vice President of Finance/CFO shall act as a staff resource to the Committee. The Committee shall be responsible for: (a) reviewing the annual budget prepared by the President and shall thereafter submit a recommended budget for consideration by the Board of Trustees; (b) supervising the management of all Board designated and donor restricted funds of the Corporation and its subsidiaries and arranging for all of these funds to be properly invested consistent with applicable state and federal regulations; (c) requiring reports concerning such investments and see that the income, after deductions of legitimate expenses, is paid into the proper fund of the Corporation and its subsidiaries and that both principal and interest are used in accordance with the terms of the donor restricted fund; (d) assuring that an annual independent financial audit of the Corporation and its subsidiaries is accomplished; (e) assuring the completion of annual IRS Form 990 tax returns for the Corporation and its subsidiaries; (f) managing and investing restricted and unrestricted donations in accordance with the tax-exempt purposes of the Corporation and its subsidiaries and donor intent as appropriate; (g) carrying out (solely in its corporate representative capacity) the Corporation's fiduciary duties and responsibilities for the management of the assets of each ERISA Title I covered employee retirement benefit plan sponsored or maintained by the Corporation and its subsidiaries. The Committee shall have the authority and discretion to delegate such duties and responsibilities to an investment advisor for the sole purpose of recommending plan investment options and plan advisors; and (h) managing and investing non-fiduciary funds of the Corporation set aside to assist with payment of

employee benefit obligations under any “top-hat” nonqualified retirement benefit plan exempt from ERISA Title I sponsored or maintained by the Corporation and its subsidiaries. The Finance Committee shall hold meetings at such times as the Chairman of the Committee may determine, but at least quarterly.

6.8 Human Resource Committee. The Human Resource Committee shall consist of the President and a minimum of four Trustees appointed by the Chairman of the Board of Trustees. The Vice President of Human Resources shall act as a staff resource to the Committee. The Human Resource Committee shall review all human resource programs relating to the Corporation and its subsidiaries including, but not limited to, overall compensation and benefit expense management, administration, employee education, and review all personnel matters relating to the Corporation and its subsidiaries. The Human Resource Committee shall carry out (solely in its corporate representative capacity) the Corporation’s administrative duties and responsibilities for each employee retirement benefit plan covered by ERISA Title I and each “top-hat” nonqualified retirement benefit plan exempt from ERISA Title I sponsored or maintained by the Corporation and its subsidiaries, including all discretionary and nondiscretionary acts pertaining to plan administration and operation, but excluding all duties and responsibilities delegated to the Finance Committee for such retirement benefit plans. The Committee may delegate its nondiscretionary duties and responsibilities for the retirement benefit plans to third party service providers. The Committee shall make recommendations and report to the Board at least semi-annually.

6.9 Quality Improvement Committee. The Quality Improvement Committee shall consist of not less than two Trustees, the Chief Quality and Safety Officer, Chief Medical Officer/VP of Clinical Integration, a member of the Hospital Medical Staff, Vice President of the Medical Staff, the President & CEO, Vice President of Patient Care Services, Chief Information Officer, Vice President of Finance, Medical Director for Wentworth-Douglass Physician Corporation, Chairman of the Department of Medicine, and Chairman of the Department of Surgery, all of whom shall be voting members. Representatives of Quality Improvement, Risk Management, and Nursing shall serve as staff to the Committee. The Board may, in its discretion, appoint additional members to the Quality Improvement Committee. The Chairman of the Board shall appoint the Committee Chairman. The Quality Improvement Committee shall monitor and assess the effectiveness of the quality improvement programs, risk management programs, and safety programs of the Corporation and its subsidiaries. The Committee will also analyze and make recommendations concerning compliance with the requirements established by The Joint Commission and other accrediting bodies. The Committee shall meet at least quarterly and report to the Board of Trustees following each meeting.

6.10 Strategic Planning Committee. The Strategic Planning Committee will consist of three members of the Medical Staff (one being the Medical Director of Wentworth-Douglass Physician Corporation), not less than three Trustees, the President & CEO, the Chief Medical Officer/VP of Clinical Integration Officer, and the Senior Vice President of Operations, all of

whom shall be voting members. A Trustee member of the Committee will chair the Committee. Each of the Vice President of Patient Care Services, Executive Vice President, Chairman of the Department of Medicine, and Chairman of the Department of Surgery, if not a current voting member, shall participate in the meetings, without vote. The Vice President/Chief Strategy Officer shall act as a staff resource to the Committee. The Committee shall consider and address matters relating to the future direction of the Corporation, including but not limited to, consideration of mergers and affiliations, facility master planning under the site master plan, future services and technology, information technology strategies, medical staff planning, medical staff integration strategies, the furtherance of the care and treatment of patients, and other matters with a goal of ensuring the Corporation and its subsidiaries shall provide the most effective available methods of meeting the needs of the areas served within available resources. The Strategic Planning Committee shall meet as often as is necessary to fulfill its responsibilities, but not less than six times per year.

6.11 Bylaws Committee. The Bylaws Committee shall be appointed each year and shall be charged with both a general and specific appraisal of the Bylaws and their compliance with any changes in federal or state laws or any regulations affecting the Bylaws of the Corporation and its subsidiaries. The Bylaws Committee will meet as needed, but at least annually.

6.12 Regulatory Compliance Committee. The Regulatory Compliance Committee provides oversight for the Organization's Regulatory Compliance program to ensure adherence to internal controls developed to abide by applicable federal and state law and the program requirements of federal, state, and private health plans by the Corporation and its subsidiaries. The Committee shall meet at least quarterly. The Regulatory Compliance Committee shall consist of not less than three Trustees, the President & CEO, Vice President of Finance/CFO, Vice President of Human Resources, Executive Vice President, Chief Information Officer, and Vice President of Regulatory Compliance, (who shall also act as a staff resource to the Committee). The Committee shall be chaired by one of the Trustees serving on the Committee.

ARTICLE VII

Medical Staff

7.1 Organization. The Board of Trustees shall provide an organization structure for the physicians and other healthcare providers granted practice privileges at the Corporation. This organization of the Corporation's medical staff (the "Medical Staff") shall function under the Medical Staff Bylaws approved by the Board of Trustees (the "Medical Staff Bylaws"). The Board of Trustees shall consider recommendations of the Medical Staff and appoint to the Medical Staff, in numbers not exceeding the Corporation's needs, physicians and other healthcare providers who meet the qualifications for membership as set forth in the Medical Staff Bylaws. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of patients, subject to such limitations as are contained in these Bylaws and the

Medical Staff Bylaws, and subject further to any limitations attached to the physician's or other provider's appointment. The Board of Trustees shall have full power and authority to create, prescribe and approve bylaws and rules and regulations for the Medical Staff to appoint, suspend or remove any physician or other appointed provider from the Medical Staff.

7.2 Appointments.

(a) All applications for appointment to the medical staff shall be in writing and addressed to the President and CEO of the Hospital. The application shall contain full information, including, but not limited to, the applicant's education, licensure, practice, previous hospital experience, and any other information pertinent to the judgment of the application, including any unfavorable history with regard to licensure and hospital privileges. Also, proof the physician carries malpractice insurance in the amount of \$1 Million per individual/\$3 Million per incident, by a company that is approved by the state of New Hampshire Insurance Department to do business in the state. Further, that the insurance amounts apply per individual physician or Affiliate Staff member associated with the physician. Each physician shall be required to provide to the Hospital a Certification of Insurance that requires the Hospital to be notified of any cancellation or change in coverage at least ten days prior to said change or cancellation. The Credentials Committee of the medical staff shall verify the above information and the Credentials Committee shall recommend appointments to the Medical Executive Committee. Thereafter, the Medical Executive Committee shall make its recommendations to the Wentworth-Douglass Hospital Board of Trustees for final action.

(b) All appointments to the medical staff shall be for no more than two years, renewable by the Wentworth-Douglass Hospital Board of Trustees, in accordance with the procedures for reappointment set forth in the Medical Staff Bylaws. The Wentworth-Douglass Hospital Board of Trustees shall make a final determination after completion of the appointment and reappointment procedures set forth in the Medical Staff Bylaws. The procedures adopted for application and reapplication shall afford the applicant the due process to which he is entitled to under the law.

(c) The Wentworth-Douglass Hospital Board of Trustees shall make all appointments for clinical chiefs of service (department chairmen) upon recommendation of the Medical Executive Committee. Duties and responsibilities of the clinical chiefs shall include the requirement to maintain their qualifications for medical staff membership and privileges appropriate to their assignments.

7.3 Contracts for Services

(a) From time to time, the Hospital may enter into contracts with practitioners and/or groups of practitioners for the performance of clinical and/or administrative services at one or more hospital(s)/sites owned or operated by the Hospital. All individuals providing services at

the hospital(s)/sites pursuant to such contracts shall obtain and maintain medical staff appointment and/or clinical privileges at the hospital(s)/sites in question.

(b) To the extent that any such contract confers the exclusive right to perform specified services at the hospital(s)/sites on the other party to the contract, or to the extent that the Board of Trustees, by resolution, limits the category of practitioners who may exercise any clinical specialty to only permit employees of the Hospital, Wentworth-Douglass Physician Corporation, or other Subsidiaries of the Hospital, to perform certain designated clinical services, no other person except those so authorized may exercise clinical privileges to perform the specified services at the hospital(s)/sites while the contract is in effect. In addition, individuals who have previously been appointed with clinical privileges in specialties where another individual or group has been granted the exclusive right to perform services in that specialty, shall not be eligible for reappointment or renewal of clinical privileges, or at the discretion of the Board of Trustees, shall not be eligible to continue to exercise clinical privileges for the remainder of their then current appointment term.

(c) If any such an arrangement would have the effect of preventing an individual currently appointed to the medical staff or who has been granted clinical privileges from exercising clinical privileges that had previously been granted, or render that individual ineligible for reappointment, that individual shall receive written notice of such action and shall be provided an opportunity to meet with the Board Executive Committee at a time and pursuant to such procedures as the Board of Trustees shall adopt. Other than the notice and opportunity to meet with the Board Executive Committee described in the preceding sentence, said individual shall not be entitled to any other procedural rights with respect to the decision or the effect of the contract on his clinical privileges, notwithstanding any other provision of these Bylaws or the Medical Staff Bylaws.

ARTICLE VIII

Conflict of Interest; Personal Liability

8.1 Conflict of Interest. Any Trustee or a member of such Trustee's immediate family that proposes to enter into a pecuniary benefit transaction (as defined by New Hampshire Revised Statutes Annotated 7:19-a) with the Corporation shall have an affirmative obligation to disclose such interest, or that of his or her family member, and shall be prohibited from participating in the discussion on the subject or voting thereon. The Board of Trustees shall authorize the Trustee, or a member of such Trustee's immediate family, to enter into such pecuniary benefit transactions only in accordance with the applicable provisions of (i) New Hampshire Revised Statutes Annotated 7:19-a, as it may exist from time to time, and (ii) Partners COI Policies as they may exist from time to time. All Trustees shall be subject to the Partners COI Policies.

8.2 Limit on Personal Liability. No Trustee or officer of the Corporation shall be personally liable to the Corporation or its Member for monetary damages for breach of fiduciary duty as a

Trustee or officer; *provided, however*, that this paragraph shall not eliminate or limit the liability of a Trustee or officer of the Corporation (i) for any breach of the Trustee's or officer's duty of loyalty to the Corporation or its Member, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction for which the Trustee or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Bylaws, shall apply to or have any effect on the liability or alleged liability of any Trustee or officer of the Corporation for or with respect to any acts or omissions of such Trustee or officer occurring prior to such amendment, modification or repeal.

ARTICLE IX

Indemnification; Insurance

9.1 Indemnification.

(a) To the extent permitted by law and consistent with the Corporation's status as an organization qualified under § 501(c)(3) of the Internal Revenue Code, the Corporation:

(i) shall indemnify the Member, each of the Trustees, the President, each senior vice president and each vice president of the Corporation;

(ii) shall indemnify each person who serves as a member of any of the following committees of the Corporation: (1) a committee elected or appointed by the Board of Trustees pursuant to Section 6.1; (2) a Medical Peer Review Committee; (3) an institutional review board; and (4) any other committee of the Corporation designated by the Board of Trustees as qualifying for indemnification under this subparagraph (ii);

(iii) may indemnify any other officer and any employee or agent of the Corporation and any person who serves the Corporation in a volunteer capacity; and

(iv) may indemnify any person who, at the Corporation's request, serves as a trustee, director, committee member, officer, employee or agent of any other entity in which the Corporation shall have an interest or serves in any capacity with respect to any employee benefit plan of the Corporation or such other entity (each such person described in subparagraphs (i), (ii), (iii) and (iv) hereof being hereinafter referred to as an "Indemnified Person");

against all liabilities and expenses, of whatever nature, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by the

Indemnified Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which the Indemnified Person may be involved or with which the Indemnified Person may be threatened, by reason of serving or having served the Corporation, such other entity or such employee benefit plan. Subject to the provisions of paragraph 9.1(b) below, the Board of Trustees, after consultation with the Member and its legal counsel, shall determine on a case by case basis those individuals who will be indemnified pursuant to subparagraphs (iii) and (iv) hereof.

(b) Notwithstanding the foregoing, however, the Corporation shall not indemnify any Indemnified Person with respect to any matter as to which such Indemnified Person shall have been adjudicated in any proceeding or determined by the Board of Trustees, after consultation with the Member and its legal counsel, not to have acted in good faith in the reasonable belief that such Indemnified Person's action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an entity in which the Corporation has an interest or with respect to an employee benefit plan, in the best interests of such other entity or the participants or beneficiaries of such employee benefit plan).

(c) Subject to the provisions of paragraph 9.1(b) above, the Board of Trustees may and, in the case of an Indemnified Person described in Section 9.1(a)(i) and (ii) hereof shall, authorize that the Corporation pay expenses, including counsel fees, reasonably incurred by an Indemnified Person in connection with the defense or disposition of any such action, suit or other proceeding, in advance of the final disposition, upon receipt of a commitment in writing by the Indemnified Person to repay to the Corporation the amounts so paid if the Indemnified Person shall be adjudicated in any proceeding or determined by the Board of Trustees, after consultation with the Member and its legal counsel, not to have acted in good faith in the reasonable belief that such Indemnified Person's action was in the best interests of the Corporation, other entity or the participants or beneficiaries of an employee benefit plan, as the case may be, which commitment may be accepted without reference to the financial ability of such Indemnified Person to make repayment.

(d) The right to indemnification provided by this Article IX shall not be exclusive of or prejudice or otherwise affect any other rights of the Indemnified Person including any rights to indemnification, immunity or limitation of liability to which such Indemnified Person may be entitled by contract with the Corporation or under law, and shall extend to the successors, estate, heirs, executors and administrators of each Indemnified Person.

9.2 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by such person in any such capacity, or arising out of such person's status as such,

whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE X

Miscellaneous

10.1 Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation on its behalf shall be signed by the Chairman, the President or the Vice President of Finance/CFO except as the Board of Trustees or the President may generally or in particular cases otherwise delegate such power.

10.2 Prohibition Against Sharing in Corporate Earnings. No Trustee, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive, at any time, any of the earnings from the operation of the Corporation; *provided* this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in the normal course of business in affecting any of its purposes as shall be fixed by the Board of Trustees. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, the remaining assets of the Corporation, after payment of its debts, shall be distributed to one or more New Hampshire organizations which are exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (or any successor provision thereof describing charitable organizations exempt from federal income taxation) and which are being operated for purposes similar to those of this Corporation.

10.3 Exempt Activities. Notwithstanding any other provisions of these Bylaws, no Trustee, officer, employee or representative of the Corporation shall take any action or carry on any activity, by or on behalf of, the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(a) of the Code as described in Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

10.4 Voting of Interest in Other Corporations. When authorized by the Board, the President may waive notice of, and act as (or appoint any person or persons to act as) proxy or attorney-in-fact for the Corporation (with or without power of substitution) at, any meeting of stockholders or members of any other corporation or organization in which this Corporation holds an equity or membership interest.

10.5 Corporate Records. The original, or attested copies of, the Articles, these Bylaws

and records of all meetings of the Board, shall be kept in the State of New Hampshire at the principal office of the Corporation, or at the office of the Secretary and shall be available at all reasonable times for the inspection of any Trustee for any purpose relative to the affairs of the Corporation.

10.6 Evidence of Authority. A certificate by the Secretary, acting secretary or assistant secretary, as to any action taken by the Board, any committee or any officer or representative of the Corporation shall, as to all persons who rely on the certificate in good faith, be conclusive evidence of such action.

ARTICLE XI

Amendments

These Bylaws may be amended in whole or part or repealed and new bylaws adopted by a two-thirds majority vote of the Elected Trustees; *provided, however*, that such vote must include the affirmative vote of at least three (3) of the MGH Designated Trustees; and *provided further that* not less than ten (10) days prior to any such action by the Board of Trustees a written draft of the proposed action shall have been submitted to all of the Trustees.

Exhibit A
WDH Trustee Selection Criteria

All candidates being considered for nomination and election to the WDH Board of Trustees should possess the following characteristics:

1. Employment, professional status or personal experience that reflect a record of personal and professional accomplishment.
2. Well-regarded in the communities served by the Hospital, with a long-term, good reputation for high ethical standards.
3. Absence of conflicts of interest as defined in the Partners Code of Conduct and Conflict of Interest Policies, unless any such conflict is required pursuant to such policies.
4. An understanding and commitment to the mission of the Hospital and of the Partners System.
5. Willingness and availability to contribute time and energy to the Hospital's Board and its committees.

When considering candidates for nomination and election to the WDH Board of Trustees, the goal of the MGH Nominating and Governance Committee and the MGH Board of Trustees should be a WDH Board whose members demonstrate a balance of the following characteristics:

6. Knowledge in fields such as clinical care, finance, government and community affairs, education, research and technology, philanthropy and information systems.
7. Enhances the Hospital's and Partners' commitment to diversity.

8. Demonstrates a strategic perspective and an awareness of the dynamics of the complex and ever-changing healthcare environment and the need to participate and capitalize on opportunities that enhance the mission, vision and principles of the Hospital and of the Partners System.
9. Service and experience with other boards of directors/trustees with a record of preparation, attendance, participation, interest and initiative.
10. Willing and enthusiastic promoter of the Hospital and of the Partners System.
11. Geographic residence or other connection to the area served by the Hospital.
12. Connections with public and influential community organizers and stakeholders important to the Hospital and/or the Partners System.