

APPENDIX G

Home Health & Hospice Care Proposed Amended Bylaws

**BYLAWS
OF
HOME HEALTH & HOSPICE CARE**

ARTICLE I

Name

The name of the Corporation shall be Home Health & Hospice Care, a New Hampshire non-profit corporation, hereinafter the "Corporation" or "HHHC."

ARTICLE II

Powers and Purpose

Section 2.1. Purpose. The purpose for which this Corporation is established and organized and for which it shall be operated exclusively is to provide community home health, and hospice, and bereavement services that enhance independence and the quality of life. The Corporation carries out this purpose through two primary missions: first, provision of hospice and bereavement services through its Community Hospice House and at patient homes and nursing facilities; and, second, provision of home care services including nursing, rehabilitation, therapy, medical social work, and licensed nursing assistance. The Corporation shall have the power to do all acts and things reasonably incident or desirable to further such purpose, including the power to receive by purchase, gift, grant, devise, bequest or in any other lawful manner any real or personal property and to hold, use, improve, operate, manage, lease, convey, convert and invest or otherwise dispose of by gift, sale, lease, or otherwise any real or personal property; to participate as joint venture or partner, general or limited, with others in connection with any act or thing in which this Corporation is empowered to engage; and to exercise all general powers conferred by Chapter 292, as amended, provided that the exercise of such powers furthers the purpose of the Corporation and provided further that no part of net earnings of the Corporation will inure to the benefit of any private individual, no substantial part of the activities of the Corporation will involve the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted by 26 U.S.C. § 501(h), and the Corporation will not participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of any candidate for public office.

Section 2.2. Limitations.

- (a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any

successor provision.

- (b) The Corporation is not organized for pecuniary profit and shall not have any capital stock.
- (c) In the event of dissolution of the Corporation, the corporate assets shall be distributed only to organizations organized and operated for scientific, educational or other charitable purposes, within the meaning of 26 U.S.C. § 501 (c)(3), as it may be amended, as determined by vote of the Board of Directors of the Corporation in accordance with the provisions of the Bylaws. No portion of such assets shall be distributed to or inure to the benefit of any officer, director, member or employee of the Corporation or other individual or to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or intervening in (including the publishing or distributing of statements) and political campaign on behalf of any candidate for public office.

ARTICLE III

Location

Section 3.1. The principal office of the Corporation shall be located at 7 Executive Park Drive, Merrimack, New Hampshire.

Section 3.2. The Corporation may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE IV

Membership

Section 4.1. The sole member of the Corporation shall be SolutionHealth, a New Hampshire voluntary corporation ("SolutionHealth"). SolutionHealth shall participate exclusively through action by its board of trustees.

ARTICLE IV

Directors

Section 54.1. Powers. The Directors shall supervise and control the business, the property and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws.

Section 54.2. Number. There shall be a Board of Directors of the Corporation of not less than eight (8) persons and not more than twenty-five (25) persons, including two (2) ex officio Directors, which shall be the Corporation's Chief Executive Officer and the current President of the Good Cheer Society. The President of the Good Cheer Society will hold an ex officio Director position in perpetuity.

Section 54.3. Term. Directors shall be elected for a term of three (3) years, renewable at the end of each three (3) year term, in accordance with the voting procedures specified in Section 6.8(b)(i) below. ~~upon the vote of the Board of Directors at the Corporation's Annual Meeting.~~ Board terms are based on calendar years. If a new Director is elected to the Board other than at the Annual Meeting, then the first year of his/her/their term shall be a partial term. Terms of office shall begin immediately after election.

Section 54.4. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors in accordance with voting procedures specified in Section 6.8(b)(i) below. ~~by a majority of the Directors then in office.~~ A Director elected to fill a vacancy shall be elected for the unexpired term of the Director member's predecessor in office.

Section 54.5. Removal. Any Director may at any time be removed from office in accordance with the voting procedures specified in Section 6.8(b)(i) below. ~~for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds (2/3) of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meeting of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the Chairperson of the Board has excused the absences.~~

Section 54.6. Compensation. Directors shall not receive salaries for their services.

Section 54.7. Director Emeritus. There shall be a special category of Directorship known as Director Emeritus, who is nominated by the Nominating Committee and elected by the Board of Directors. This distinctive category is awarded to a person whom the board feels has significantly furthered the mission of the organization. A Director Emeritus shall serve in perpetuity.

ARTICLE VI

Meetings of the Directors

Section 65.1. Annual Meeting. The annual meeting of the Board of Directors shall take place each year in December or at such other time and date and place as shall be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors and Officers of the Corporation and to transact such other business as may properly come before the meeting. The Board of Directors shall elect a Chairperson, Vice

Chairperson, Treasurer and Secretary at its annual meeting. Notice of the annual meeting shall be given to the Directors at least ten (10) days prior thereto and may be given by electronic mail, hand delivered or by first class mail with all fees prepaid.

Section 65.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times per year upon the call of the Chairperson.

Section 65.3. Special Meetings. Special meetings of the Board of the Corporation may be called by the Chairperson of the Board or by written petition of one-third (1/3) of the members of the Board, and can be conducted in person, by electronic mail systems or by conference call. A quorum of not less than a majority of the Directors of the Corporation is required for a vote by any of the means stated above subject to the provisions of Sections 6.7 and 6.8 below. A special meeting notification shall be given in the same manner as notices for regular board meetings.

Section 65.4. Notice of Meeting. It shall be the responsibility of the Secretary to insure that each ~~Director member of the Board~~ is notified at least ten (10) business days before each regular meeting and at least five (5) days before any special meeting. Such notification shall be in writing or via electronic mail and shall be sent to the last known mailing or electronic mail address of each ~~Director-Board-member~~.

Section 65.5. Telephone Meetings. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone or video conference shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

Section 65.6. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

Section 65.7. Quorum. A majority of the Directors then in office will constitute a quorum at any meeting of the Board. ~~Each member present shall have one vote. Except as otherwise provided in these Bylaws, a majority of those present and voting shall decide all questions.~~ If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6.8. Voting-Required.

(a) Each Director present shall have one vote. Except as otherwise provided in these Bylaws, a majority of those present and voting shall decide all questions unless otherwise expressly provided by law, by the Corporation's Articles of Agreement, or by these Bylaws.

(b) Major Matters. The following actions shall be authorized only if the matter is initiated and authorized in accordance with the following paragraphs. For purposes of these paragraphs, a particular required vote (e.g., "majority" or "two-thirds") refers to the fraction of the number of Directors present at any meeting at which a quorum is present.

Material Corporate Organizational Actions.

- i. *Election or Removal of HHC Director.* Any action to elect an HHC Director shall be initiated by the HHC Board through nominating a candidate to fill the vacancy and shall be authorized by a majority vote of each the HHC Board and the SolutionHealth Board. Any action to remove an HHC Director may be initiated by either the HHC Board or the SolutionHealth Board and shall be authorized by a majority vote of each of the HHC Board and the SolutionHealth Board. Notwithstanding the above, any action by SolutionHealth to remove an HHC Director must be for cause.
- ii. *Amendment of HHC Articles.* Any action to amend the HHC Articles of Agreement may be initiated by action of either the HHC Board or SolutionHealth Board and shall be authorized by a two-thirds (2/3) vote of each the HHC Board and the SolutionHealth Board.
- iii. *Amendment of HHC Bylaws.* Any action to amend the HHC Bylaws may be initiated by action of either the HHC Board or the SolutionHealth Board and shall be authorized by a two-thirds vote of each the HHC Board and the SolutionHealth Board.
- iv. *Dissolution of HHC.* Any action to effect a legal dissolution of HHC as a corporate entity shall be initiated by a proposal of either the HHC Board or the SolutionHealth Board, and shall be authorized by a two-thirds (2/3) vote of each of the HHC Board and the SolutionHealth Board.
- v. *Formation or Dissolution of HHC Affiliate.* Any action to form or to dissolve an affiliate of HHC shall be initiated by a proposal of either the HHC Board or the SolutionHealth Board, and shall be authorized by a two-thirds (2/3) vote of each of the HHC Board and the SolutionHealth Board.

Material Executive Operating Authority.

- i.vi. *Appointment of the HHC President/CEO.* SolutionHealth's Chief Executive Officer ("CEO") shall manage the process of recruiting and presenting candidates for President/CEO of HHC in consultation with the HHC Board. Any action to appoint the HHC President/CEO shall be authorized by a majority vote of each of the HHC Board and the SolutionHealth Board.

- vii. Removal of the HHC President/CEO. SolutionHealth's CEO shall consult with, and conduct a due diligence performance review with, the HHC Board to determine whether there is a basis to recommend removal of the HHC President/CEO. Any action to remove the HHC President/CEO must be initiated by a recommendation of the SolutionHealth CEO and shall be authorized by a majority vote of each of the HHC Board and the SolutionHealth Board.

Material Corporate Transaction Authority.

- viii. Merger, Consolidation, etc. The SolutionHealth Board shall have sole authority to propose that HHC merge, acquire, consolidate or affiliate with another hospital, health system, or other like professional entity. Any action to merge, acquire, consolidate or affiliate shall be authorized by a two-thirds (2/3) vote of each of the HHC Board and the Solution Health Board.
- ix. Material Indebtedness or Lien. Any action to create, incur or assume any indebtedness for money or any lien by HHC that exceeds \$100,000.00 in the aggregate per year shall be proposed only by the SolutionHealth Board, and such action shall be authorized by a majority vote of each of the HHC Board and the SolutionHealth Board.
- x. Actions Regarding HHC Corporate Assets. Any action to purchase, sell, lease or transfer assets of HHC in excess of \$100,000.00 in the aggregate in any year shall be proposed only by the SolutionHealth Board, and such action shall be authorized by a majority vote of each of the HHC Board and the SolutionHealth Board. Any action to purchase, sell, lease or transfer assets of HHC below \$100,000 in the aggregate in any year shall not require any proposal by, or approval from, the SolutionHealth Board.

Material Budget Authority.

- xi. HHC Operating and Capital Budgets. The SolutionHealth CEO shall, with the assistance of the HHC President/CEO, manage the development of HHC's annual operating and capital budgets in consultation with the HHC Board. Any action to approve HHC's annual operating or capital budgets must be initiated by a recommendation of the SolutionHealth CEO and shall be authorized solely by a majority vote of the SolutionHealth Board.
- xii. Deviation from Approved HHC Operating or Capital Budget. The SolutionHealth CEO shall, with the assistance of the HHC President/CEO and in consultation with the HHC Board, manage the development of any proposal to deviate from HHC's annual operating or capital budget whenever the proposed deviation is greater than five percent (5%) of the total expenditure amount of the approved annual operating or capital budget. Any action to approve such a deviation must be initiated by the SolutionHealth CEO.

recommended for approval to the SolutionHealth Board by the SolutionHealth CEO, and shall be authorized solely by a majority vote of the SolutionHealth Board.

Material Activity Authority.

- xiii. *Adoption of Compensation and Benefit Programs.* The SolutionHealth CEO shall manage the development of any proposal to adopt or modify the compensation or benefit programs of HHHHC, with the assistance of the HHHHC President/CEO and in consultation with the HHHHC Executive Committee. Any action to approve such an adoption or modification of compensation or benefit plans must be initiated by a recommendation by the SolutionHealth CEO to the SolutionHealth Board and shall be authorized solely by a majority vote of the SolutionHealth Board.
- xiv. *Approval of Information Technology Systems.* The SolutionHealth CEO shall manage the development of any information technology programs or systems with the assistance of the HHHHC President/CEO. Any action to approve such a program or system must be initiated by a recommendation of the SolutionHealth CEO to the SolutionHealth Board and shall be authorized solely by a majority vote of the SolutionHealth Board.
- xv. *Approval of Financial Accounting Systems & Auditors.* The SolutionHealth CEO shall manage the development of the financial accounting systems of HHHHC, and the engagement of HHHHC's independent financial auditors, with the assistance of the HHHHC President/CEO. Any action to approve such financial accounting systems or auditors must be initiated by a recommendation of the SolutionHealth CEO to the SolutionHealth Finance/Audit Committee who then must recommend such action to the SolutionHealth Board. Such action shall be authorized solely by a majority vote of the SolutionHealth Board.
- xvi. *Addition, Elimination, or Material Modification of Clinical Service Programs.* The HHHHC President/CEO shall manage clinical/health care service program development and delivery by HHHHC. Any action to add, eliminate, or materially modify a HHHHC clinical/health care service program shall be authorized by a majority vote of each of the HHHHC Board and the SolutionHealth Board.
- xvii. *Development or Implementation of HHHHC Community Relations Plan.* The HHHHC President/CEO shall manage the development and implementation of the HHHHC community relations plan with the assistance of the SolutionHealth CEO and the HHHHC Board. Any action to make a material addition to the HHHHC community relations plan shall be authorized by a majority vote of each of the HHHHC Board and the SolutionHealth Board.

xviii. Adoption or Modification of HHHC Financial and Investment Management Policies. The SolutionHealth CEO shall manage the development and implementation of the HHHC financial and investment management policies with the assistance of the HHHC President/CEO. Any action to adopt or modify HHHC's financial or investment management policies must be recommended by the SolutionHealth CEO to the SolutionHealth Board, and such action shall be authorized solely by a majority vote of the SolutionHealth Board. For the avoidance of doubt, this Section shall not apply to the adoption or modification of financial or investment management policies relating to the HHHC Community Hospice House Endowment, or HHHC's Board-Restricted Funds, over which HHHC shall retain sole and exclusive control.

Retained Authority by HHHC.

xix. Material Modification of HHHC Volunteer Program. The HHHC President/CEO shall manage the development and implementation of the HHHC volunteer program. Any proposed material modification to the HHHC volunteer program shall be authorized solely by a majority vote of the HHHC Board.

xx. Development and Implementation of HHHC Community Benefits Plan. The HHHC President/CEO shall manage the development and implementation of HHHC's Community Benefits Plan. Any proposed material modification to the HHHC Community Benefits Plan shall be authorized solely by a majority vote of the HHHC Board.

xxi. Philanthropic Activities of HHHC. The HHHC President/CEO shall manage HHHC's philanthropic activities with input and counsel from the HHHC Board. Any material action related to HHHC's philanthropic activities shall be authorized solely by a majority vote of the HHHC Board.

xxii. HHHC Community Hospice House. The HHHC President/CEO shall manage the HHHC Community Hospice House and its programs and services. The HHHC President/CEO shall also manage the development and implementation of the financial and investment management policies relating to the Community Hospice House Endowment. Any material action related to the operations of the Community Hospice House, or adoption or modification of HHHC Community Hospice Endowment financial or investment management policies, shall be authorized solely by a majority vote of the HHHC Board.

xxiii. HHHC Board-Restricted Funds. The HHHC Board shall manage the investment and distribution of HHHC board-restricted funds. Any action with respect to these funds shall be authorized solely by a majority vote of the HHHC Board.

Section 65.98. Action by Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without meeting if:

- (a) Consents in writing, setting forth the action so taken, shall be signed by a majority of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- (b) Consents by electronic mail, setting forth the action so taken, are submitted by a majority of all the Directors, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE VII

Notice

Section 76.1. General. Whenever under the provisions of law or these bylaws, notice if required to be given to any person, such notice may be given via US mail or overnight delivery service with postage prepaid, or electronic mail, shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Corporation. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

Section 76.2. Waiver of Notice. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purposes of objection at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully call or convened.

ARTICLE VIII

Officers

Section 87.1. Officers. The Officers of the Corporation shall minimally consist of a Chairperson, Vice-Chairperson, a Secretary and a Treasurer. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer.

Section 87.2. Other Officers and Agents. The Board of Directors:

- (a) Shall retain a Chief Executive Officer who shall serve as ex-officio on the Board of Directors, subject to the Section 6.8(b)(vi) above.
- (b) May appoint such other officers and agents as it shall deem necessary, who shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 87.3. Election; Term of Officers; Resignation; Removal; Vacancies.

The Board of Directors shall elect the Officers of the Corporation, and Chairperson and Vice-Chairperson of the Board of Directors, at the annual meeting. The term of office of the Board Chairperson and Board Vice-Chairperson shall be one (1) two year term, which may be followed by one (1) additional one year term or until the successor shall be elected, whichever shall occur first. The term of Chief Executive Officer shall be concurrent with his or her employment as Chief Executive Officer of the Corporation by the Board of Directors. The immediate past chairperson will serve on the Executive Committee one (1) year. The term of office of all other Officers shall be two (2) years or until a successor shall have been elected. Officers are eligible for re-election but shall not serve continuously in the same office for more than two (2) consecutive terms. Officers shall be eligible for any number of non-consecutive terms. Any Officer may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any Officer may be removed from office at any time, with or without cause, by the affirmative vote or two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term.

Section 87.4. Chairperson. The Chairperson of the Board (hereinafter the "Chair") shall preside at meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe, which duties shall include the following:

- (a) Preparing the agenda for the Board meetings in consultation with the Chief Executive Officer;
- (b) Presiding at all meetings of the Board;
- (c) Signing, with the Secretary or any Assistant Secretary, or the Treasurer or any Assistant Treasurer any deeds, mortgages, or bonds authorized by the Board;
- (d) Signing any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed;

- (e) Conducting annual evaluation of the Chief Executive Officer in consultation with the Executive Committee and setting and making adjustments to the salary of the Chief Executive Officer upon recommendation of the Executive Committee, all of which shall be presented to the Board for review and approval its next regularly scheduled meeting; and
- (f) Appointing special committees of the Board whenever the need shall rise.

Section 87.5. Vice Chairperson. The Vice Chairperson (hereinafter "Vice Chair") shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties and have such powers as the Board of Directors may from time to time prescribe.

Section 87.6. Secretary. The Secretary shall be the Secretary of the Corporation and the Board. The Secretary shall perform such duties as are incident to the office and as prescribed by the Board including, but not limited to:

- (a) Responsibility for maintaining a full and complete record of the meetings of the ~~Directors members~~ and of the Board, the original of all records to be kept on file at the principal office of the Corporation;
- (b) Serving as custodian of the corporate records and of the seal of the Corporation and seeing that the seal of the Corporation is affixed to all documents, the execution under seal of which is duly authorized; ~~and~~
- (c) Insuring that members of the Board are notified of all meetings in accordance with the provisions of these bylaws or as required by law; ~~and~~
- (d) The Secretary shall discharge such other duties as pertain to the office or as are prescribed by the Board.

Section 87.7. Treasurer. The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation. The Treasurer shall perform such duties as are incident to the office and as prescribed by the Board including, but not limited to:

- (a) Having charge and custody of the funds and securities of the Corporation, including assuring that they are safely kept and that all funds and credits are kept in the name of the Corporation; ~~and~~
- (b) Submitting quarterly and annual itemized reports of the financial status of the organization to the Board; ~~;~~

Section 87.8 Immediate Past Chairperson. The Immediate Past Chairperson of the Board, if applicable, shall remain for one (1) year as a voting member of the Executive Committee and the Board of Directors.

Section 87.9. Chief Executive Officer. The Chief Executive Officer (hereinafter "CEO") of the Corporation shall be responsible to the Board for the overall business and affairs of the Corporation and shall perform all duties otherwise incident upon the office of CEO including the overall management of the Agency inclusive of the management of fiscal, operational, marketing, human resources, philanthropy, overall planning and direction, and long-range development activities. The CEO shall report to the Board of Directors.

Section 87.10. Bonding of Officers. The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Corporation to give bond to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

ARTICLE XIX

Committees

Section 98.1. Standing Committees. There shall be the standing Executive, Nominating, Finance, Investment, ~~Fiduciary, Strategic Planning, Risk Management and Development~~ Committees. The Executive, Nominating, ~~and Risk Management and Strategic Planning~~ Committees shall be comprised of members of the Board. All other committees may include non-Board members serving in an advisory capacity. The CEO is an ex officio of all committees. Non-Board committee members shall have a vote at all committee meetings. The number of non-board committee members shall not exceed the number of ~~Directors Board members~~ on any committee. No motions may be passed by Committees unless ~~Directors Board members~~ are in the majority at time of vote. Agency staff may attend committee meetings as determined by the committee Chair; however, they will not have the ability to vote, ~~except on the Fiduciary Committee as determined in Section 8.7.~~ The Board may establish from time to time standing or ad-hoc committees and invest such committees with such power and authority, subject to such conditions as it deems fit. Any actions by any committee shall be subject to ratification or revocation by the Board of Directors; provided however that third parties shall not be prejudiced by such alteration or revocation.

Except as provided herein, the Chair of all Standing Committees shall be nominated by the Executive Committee and approved by the Board at the Annual meeting. Each Standing Committee shall not have less than three (3) members of the Board of Directors. Ad-hoc committees shall be appointed on such terms and for such purposes as the Board may from time to time determine. The Board may appoint one or more persons as alternate members of any Committee to serve on such terms as the Board may so direct.

Section 98.2. Meetings; Organizations. The Committees shall meet with such frequency as the members shall deem necessary to serve the purpose for which they were established. The Committees shall organize themselves and conduct their affairs as their members deem appropriate; provided however, that a majority of the members of a

Committee shall constitute a quorum at a meeting of the Committee and the affirmative vote of a majority of the members present at a duly convened meeting of a Committee shall be required to authorize any action the Committee proposes.

Section 98.3. Executive Committee. The Board of Directors shall establish an Executive Committee, consisting of at least five (5) ~~Directors-Board-members~~, the Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chairperson of the Board and the CEO. The Executive Committee shall have the full power of the Board of Directors, subject to Section 6.8 above, to act between meetings of the Board upon matters which, in the judgment of the committee, are of such nature as to require action prior to the next regular meeting of the Board of Directors but does not require a calling of a special meeting of the Board of Directors. Any action taken by the Executive Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board, and ratified at the next meeting of the Board of Directors following such action subject to the above powers of SolutionHealth. The Executive Committee shall be subject to the authority of the Board of Directors in all matters.

The Executive Committee shall not have the power to:

- (a) Amend the Bylaws;
- (b) Appoint or remove the Directors or the CEO;
- (c) Approve a dissolution or merger or the sale of all the Corporation's assets;
- (d) Adopt a budget; or
- (e) Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

Section 98.4. Nominating Committee. The Nominating Committee shall consist of at least three (3) members of the Board of Directors and shall review the qualifications of potential candidates for positions to the Board of Directors and recommend nominees to the Board-. The Committee shall also be charged with:

- (a) Identification of the types of skills, experience, and individuals needed by the Board;
- (b) Researching and approaching candidates for the Board;
- (c) Maintaining records of the terms of office for the members of the Board;
- (d) Nominating potential officers at the annual meeting of the Board;
- (e) Nominating persons to fill any vacancies on the Board which occurred during the year;
- (f) Initiating the orientation process for new Board members, including the role of the Board in the Corporation and the expectations regarding Board participation;
- (g) For such other duties as the Board may from time to time determine.

Section 98.5. Finance Committee. The Finance Committee shall consist of at least three (3) members of the Board of Directors, including the CEO, and the Treasurer, who shall serve as its Chair, and such other members who in the opinion of the Chairperson would assist in the committee's mission, duties and responsibilities. The Treasurer shall be

Chairperson of the Finance Committee. The Finance Committee shall have general surveillance over the finances of the Corporation subject to the above powers of SolutionHealth. The Finance Committee shall review all financial policies annually and make recommendations for changes to these policies, as necessary, subject to the above powers of SolutionHealth. The Finance Committee shall recommend approval of financial policies to the full Board of Directors. The Finance Committee shall meet at least two (2) ~~eight (8)~~ times per year at times set by the Chair. On those months the committee does not meet, committee members will receive the monthly financials for review, ~~and electronic approval. Further, those electronically approved financials shall be presented to the full Board at the next scheduled monthly meeting.~~

Section 98.6. Investment Committee. The Investment Committee shall consist of at least three (3) members of the Board of Directors, including the CEO, and the Treasurer, who shall serve as its Chair, and such other members who in the opinion of the Chairperson would assist in the committee's mission, duties and responsibilities. The Treasurer shall be Chairperson of the Investment committee. The Investment Committee shall be responsible for the oversight of the Corporation's investments and assets and liability management practices as referred to in the investment policy. The Committee shall meet at least quarterly or more often as deemed necessary by the Chair or CEO.

~~**Section 98.7. Fiduciary Committee.** The Fiduciary Committee shall consist of at least three (3) members of the Board of Directors, including the CEO, and the Treasurer, who shall serve as its Chair, and such other members who in the opinion of the Chairperson would assist in the committee's mission, duties and responsibilities. The CFO and Director of Human Resources are appointed to this committee and shall also have voting rights. In the event either the CFO or Director of Human Resources are unable to attend then the CEO may appoint an alternate staff member in their place who shall also have voting rights. The Fiduciary Committee shall be responsible for the oversight of the Corporation's 403(b) Plan and have the responsibility for management of the Plan's investment as referred to in the 403(b) investment policy statement. The Committee shall meet at least quarterly or more often as deemed necessary by the Chair or CEO. The Treasurer shall be Chairperson of the Fiduciary committee.~~

~~**Section 98.8. Strategic Planning Committee.** Board of Directors shall establish a Strategic Planning Committee consisting of at least three (3) ~~Directors~~ Board members, including the CEO. The purpose of the Strategic Planning Committee is to set the strategic direction for the Corporation regarding both short and long term goals. The Committee shall meet as often as the Chair shall deem necessary but at least twice annually.~~

Section 98.79. Risk Management Committee.

- (a) Members. The Risk Management Committee consists of no less than three (3) members of the Board of Directors, one of which shall be the CEO and one of which is the Vice Chair who shall serve as the Chairperson of the Committee.

(b) Duties. The duties of the Risk Management Committee shall include:

- (i) The direction of the Compliance Officer on annual activities and updates of the compliance plan;
- (ii) Monitoring the professional advisory, joint loss, fiduciary and employer relations committees;
- (iii) Monitoring internal and external auditing and control;
- (iv) Sharing ongoing compliance of the State and Federal Rules of Regulation;
- (v) Support ethical behavior system wide, and ensure an open reporting system;
- (vi) Advising the Board of Directors in high risk areas and notify legal counsel as necessary;
- (vii) Annual review of all Administrative and Employment policies and recommendations for changes in these policies, as necessary;
- (viii) Recommending approval of all Administrative and Employment policies to the full Board of Directors; and
- (ix) Such other duties as the Board of Directors shall determine necessary from time to time.

Section 98.810. Development Committee

(a) Members: The Development Committee shall consists of at least (3) members of the Board, the Director of Development and such other members who in the opinion of the Committee would assist in the discharge of the Committee's mission, duties and responsibilities.

(b) Duties: The duties of the Development Committee shall include:

- i. Creating a Strategic Plan that will guide the organization in seeking and securing contributed income from various outside sources;
- ii. Building a culture within the Board of Directors that promotes and embraces the importance of fundraising to the organizations' success;
- iii. Collaborating with staff to develop strategies, materials and training to provide Directors ~~Board members~~ with resources and training they need to become effective fundraisers; and;
- iv. To perform any other functions the Committee deems necessary to fulfill its mission.

Section 98.911. Other Committees. The Board of Directors may also designate other committees as it deems necessary to officiate the conduct of the Corporation which Committees may consist of the members of the Board of Directors. Such committees may be discontinued when no longer necessary.

ARTICLE IX

Indemnification and Insurance

Section 109.1. Indemnification. The Corporation shall (a) indemnify, and (b) pay reasonable interim expenses (including attorneys' fees) incurred by, any person (including such person's heirs or estate) who is sued in a civil or criminal proceeding on account of actions taken or not taken by such person in his capacity as:

- (i) A Director, or Officer of the Corporation, or
- (ii) A Director, Officer, or Partner of another entity while serving in such capacity at the request of the Corporation, to the maximum extent permitted under applicable law, including NHRSA 293-A:8.50 -8.56 as amended and any future statute permitting indemnification by New Hampshire corporations. Under the same circumstances, the Corporation may, but shall not be required to, indemnify and/or pay reasonable interim expenses (including attorneys' fees) incurred by (i) an employee or agent of the Corporation or (ii) an employee or agent of another entity while serving in such capacity at the request of the Corporation, to the maximum extent permitted by applicable law. A determination as to whether the Corporation shall indemnify or pay interim expenses in any specific case shall be made by the Directors in accordance with NHRSA 293-A:8.55 (b) (1) or the comparable provision of any future statute permitting indemnification by New Hampshire corporations. No amendment or repeal of this section or of any relevant provision of applicable law shall in any way diminish the right to indemnification under this section with respect to any act or omission occurring prior to such amendment or repeal.

Section 109.2. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any Director (current or former), Officer, employee or agent against liability asserted against or incurred by him in such capacity, whether or not the Corporation would have the power to indemnify such person pursuant to the foregoing provision of this Article.

ARTICLE XI

Conflict of Interest & Pecuniary Benefit Transactions

Section 110.1. Policy Governing Conflict of Interest and Pecuniary Benefits

Transactions. The Corporation shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. Each Director, Officer or Committee member shall have an affirmative duty to disclose to the Corporation each transaction with the Corporation that would be a Pecuniary Benefit Transaction (as defined by RSA 7:19-a) as to that Officer, Director or committee member, and shall be prohibited from participation in the discussion or voting on the transaction.

Section 110.2. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer, Director, and the Corporation or any member of his or her immediate family; his or her employer; or, any person or organization of which he or she is a Proprietor, Partner, Officer, Director, or Trustee, are prohibited unless they (1) satisfy RSA 7:19-a; (2) are in the Corporation's best interest; and (3) all of the following conditions are met:

- (a) The transaction is made in the ordinary course of the Corporation's business or operation and the transaction is fair to the Corporation. Any transaction with any one Officer or Director that exceeds \$500.00 must be approved by the greater of a quorum of the Board of Directors, or 2/3 of the members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year;
- (b) The Corporation shall list in its records each transaction with any one Officer or Director which exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28;
- (c) The Corporation shall publish a notice of any transactions with any one Director or Officer which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year, in a newspaper or general circulation in Nashua, New Hampshire, and gives one copy to the New Hampshire Director of Charitable Trusts before the transaction takes place; and
- (d) The transaction does not involve a loan of money or property to an Officer or Director.

ARTICLE XII

Contributions and Depositories

Section 121.1. Voluntary Contributions. The Corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts,

charities and governments and governmental agencies.

Section 121.2. Depositories. The Board of Directors shall determine what depositories shall be used by the corporation as long as such depositories are locating within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders of for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE XIII

Dissolution

Section 132.1. Dissolution. The Corporation may be dissolved in accordance with Section 6.8(b)(iv) above upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon.

ARTICLE XIV

General

Section 143.1. Fiscal Year. The Corporation shall operate on a fiscal year ending June 30 of the fiscal year. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these By-Laws.

Section 143.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

ARTICLE XIV

Amendment to By-Laws

Section 15.1. These Bylaws may be altered, amended, or repealed in whole or in part in accordance with Section 6.8(b)(iii) above by the Board of Directors at any duly noticed meeting of the Directors. The text of any amendment to the bylaws shall be provided to members of the Board of Directors with the notice of the meeting at which a vote shall be taken on the proposed amendment.