

The Massachusetts General Hospital

Bylaws

Amended and Restated

as of

June 30, 2014

THE MASSACHUSETTS GENERAL HOSPITAL

BYLAWS OF THE CORPORATION

TABLE OF CONTENTS

Article 1 - General

1.1. Charter and Bylaws..... 1
1.2. Fiscal Year 1
1.3. Executive Office 1
1.4. Corporate Seal..... 1
1.5. Definitions 1

Article 2 - Membership

2.1. Sole Membership 2
2.2. Annual Meeting 2
2.3. Special Meetings..... 2
2.4. Notice and Place of Meeting..... 2
2.5. Waiver of Notice..... 2
2.6. Voting 2
2.7. Action by Writing 2

Article 3 - Trustees

3.1. Number and Election 2
3.2. Qualification and Tenure 3
3.3. Honorary Trustees..... 3
3.4. Meetings 3
3.5. Notice..... 4
3.6. Waiver of Notice..... 4
3.7. Quorum 4
3.8. Action by Vote..... 4
3.9. Action by Writing 4
3.10. Participation through Communication Equipment..... 4

3.11. Committees	4
Article 4 – Responsibilities and Authority of the Trustees and the Member	
4.1. Responsibilities and Authority of the Trustees	5
4.2. Responsibilities and Authority of the Member	8
4.3. Sole Member of Subsidiary Organizations	9
Article 5 – Nominating and Governance Committee	
5.1. Appointment; Membership	9
5.2. Nominations	10
5.3. Qualifications of Nominees	10
5.4. Presentation to Meetings	10
5.5. Governance Functions	10
Article 6 - Officers	
6.1. Number and Qualification	11
6.2. Election	11
6.3. Tenure	11
6.4. Chairman and Vice Chairman	11
6.5. President	11
6.6. Treasurer	12
6.7. Secretary and Assistant Secretaries	12
Article 7 - Resignations, Removals and Vacancies	
7.1. Resignations	12
7.2. Removals	12
7.3. Vacancies	13
Article 8 - Execution of Papers	
Article 9 - Conflict of Interest; Personal Liability	
9.1. Conflict of Interest	14
9.2. Exculpation; No Personal Liability	14
Article 10 - Indemnification	
Article 11 - Bylaw Review and Amendment	
11.1. General	17
11.2. Bylaw Review Committee	17

THE MASSACHUSETTS GENERAL HOSPITAL

Bylaws of the Corporation

As Amended and Restated Effective June 30, 2014

Article 1 - General

1.1. Charter and Bylaws. The Massachusetts General Hospital ("the Corporation") is a charitable corporation organized and existing under a charter granted by Chapter 94 of the Massachusetts Acts of 1810 as amended (the "Charter"). The purposes of the Corporation shall be as set forth in the Charter, as from time to time amended. All affairs of the Corporation shall be conducted in the manner prescribed by the Charter and these Bylaws as in effect from time to time.

1.2. Fiscal Year. The fiscal year of the Corporation shall end on September 30 in each year.

1.3. Executive Office. The executive office of the Corporation is located at Fruit Street, Boston.

1.4. Corporate Seal. The Member of the Corporation shall adopt and may alter the seal of the Corporation.

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

1.5.1. Subsidiary Organizations. All hospital, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, by the Corporation.

1.5.2. Partners System: A comprehensive, integrated health care delivery system that is comprised of Partners HealthCare System, Inc., a Massachusetts charitable corporation ("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 that provides, without limitation, hospital, physician and other health care services and education and research for the prevention, diagnosis, treatment and cure of human illness.

Article 2 - Membership

2.1. Sole Membership. The sole member of the Corporation (the "Member") shall be Partners, acting through its Board of Directors or by or through any person or persons designated by that Board to act on behalf of the Member.

2.2. Annual Meeting. The Annual Meeting of the Member (the "Annual Meeting") shall be held on the first Friday in May in each year unless otherwise determined by the Member. In lieu of any Annual Meeting not so held, a special meeting of the Member may be held with the same effect as such Annual Meeting; and in such event all references in the Bylaws to the Annual Meeting shall refer to such special meeting.

2.3. Special Meetings. Subject to proper notice, a special meeting of the Member (whether in lieu of the Annual Meeting or otherwise) may be held at any time upon the call of the Member or as otherwise required by law.

2.4. Notice and Place of Meeting. Notice of any meeting of the Member shall be given to the Member by the Secretary of the Corporation by mail at least three days before the meeting or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting addressed to the Member at its usual or last known business address. Such notice shall specify the time, place and purpose of the meeting. Each meeting of the Member shall be held at the executive office of the Corporation or at such other place within the Commonwealth of Massachusetts as the Member may determine.

2.5. Waiver of Notice. 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.

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

2.7. Action by Writing. Any action required or permitted to be taken at any meeting of the Member may be taken without a meeting if the Member shall consent in writing to such action and file its consent with the records of the Member's meetings. Any such consent shall be treated for all purposes as a vote at a meeting.

Article 3 - Trustees

3.1. Number and Election. The Board of Trustees of the Corporation shall consist of not less than twelve (12) or more than eighteen (18) trustees ("Trustees") comprised as follows:

- (a) the President of the Corporation, *ex officio* ;
- (b) the Chief Executive Officer of the Massachusetts General Physicians Organization, Inc. (“MGPO”); *ex officio*; and
- (c) ten (10) to sixteen (16) Trustees (“Elected Trustees”) nominated by the Nominating and Governance Committee described in Article 5 hereof and elected by the Member pursuant to these Bylaws. The Elected Trustees shall include two members of the Professional Staff of The General Hospital Corporation (the “General”), one of whom shall be a chief of service and one of whom shall be a practicing physician who is not a chief of service.

3.2. Qualification and Tenure. The Elected Trustees shall be divided into three classes of approximately equal size, the term of office of the Elected Trustees in one such class to expire each year. The Member at the Annual Meeting shall fix the number of Trustees and elect persons nominated by the Nominating and Governance Committee to serve as Elected Trustees to fill any vacancies then existing or which will exist because of the expiration of terms of Trustees prior to the next Annual Meeting, each to hold office for a term of three years from the Annual Meeting and thereafter until a successor is elected or until the Elected Trustee sooner dies, resigns, or is removed. The Member may at any time in its discretion elect Elected Trustees to serve for terms of less than three years. Except for the Chairman and the Vice Chairman, no Elected Trustee who has served as such for nine (9) consecutive years shall be eligible for re-election until one year following the date on which such Trustee’s last term expired. The Board of Trustee may, in its discretion, waive this term limit for any Trustee who as of the date of re-election is also serving on the Board of Directors of Partners. No individual shall be eligible for election as an Elected Trustee to a term that would extend to or beyond his or her seventy-fifth birthday.

3.3. Honorary Trustees. Every past Chairman of the Board of Trustees, and every person who has served as a Trustee of the Corporation or of the General and as such has provided significant services to the Corporation or the General may be invited by the Trustees to become an honorary trustee (“Honorary Trustee”); and, if the invitation is accepted, the term of the Honorary Trustee shall run from the date of such acceptance to the date of the Annual Meeting in the third year next following. Thereafter, an Honorary Trustee shall be eligible to be invited annually by the Trustees to continue as such and, if the invitation is accepted, the term of the Honorary Trustee shall run from the date of acceptance to the date of the Annual Meeting in the year next following. Every Honorary Trustee shall be entitled to notice of and may attend and participate in every meeting of the Trustees but shall not be entitled to vote at any such meeting or be counted for the purpose of establishing a quorum.

3.4. Meetings. Regular meetings of the Trustees shall ordinarily be held monthly and may be held at such time and place within the Commonwealth of Massachusetts as the Trustees

may determine. A special meeting of the Trustees shall be held whenever called by the Member, the Chairman, the President or at least three Trustees who shall have filed their call with the Secretary; and, subject to proper notice, such meeting may be held at any time and place within the Commonwealth.

3.5. Notice. Notice of each meeting of the Trustees shall be given to each Trustee by the Secretary of the Corporation by mail at least three days before the meeting or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting addressed to the Trustee's usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Such notice shall specify the time, place and purpose of the meeting. No call or notice shall be required for regular meetings of the Trustees; except, however, that notice of the time and place of the first regular meeting following determination by the Trustees of the time and place for such meeting shall, in the manner specified above in this Section 3.5 for special meetings, be given to every Trustee absent during such determination.

3.6. Waiver of Notice. No notice of any meeting of the Trustees need be given to any Trustee (i) on whose behalf any written waiver of notice, executed by the Trustee (or the Trustee's authorized attorney) before or after such meeting, shall be filed with the records of the meeting or (ii) who shall attend the meeting without having protested prior thereto or at its commencement the lack of notice.

3.7. Quorum. At any meeting of the Trustees a majority of the Trustees then in office shall constitute a quorum. Any meeting of the Trustees may be adjourned by vote of a majority of those present, whether or not a quorum is present, and the meeting may be continued as adjourned without further notice.

3.8. Action by Vote. Each Trustee shall have one vote at every meeting of the Trustees. Unless otherwise provided by law, the Charter or these Bylaws, a majority of the votes properly cast by Trustees present shall decide every question.

3.9. 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 Trustees shall consent in writing to such action and file their consents with the records of the Trustees' meetings. Such consents shall be treated for all purposes as votes at a meeting.

3.10. 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 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.

3.11. Committees.

3.11.1. The Trustees may, by vote of a majority of the Trustees then in office, elect or appoint an executive committee and other committees and may delegate to any such committee or committees that has or have at least one member who is a Trustee any or all of the powers of the Trustees, except those which by law, the Charter or these Bylaws they are prohibited from delegating. Unless the Trustees otherwise determine, any executive committee appointed by the Trustees shall have all of the powers of the Trustees during intervals between meetings of the Trustees, except for the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws.

3.11.2. Whenever any committee shall be authorized by the Trustees or by these Bylaws to act on their behalf on any matter requiring action by the Trustees, only the votes of the members of such committee who are Trustees shall be counted in determining the committee's action. Fifty percent (50%) of the Trustee members of such a committee shall be a quorum for purposes of action on behalf of the Trustees. Unless otherwise specified by these Bylaws or by the Trustees, all members and the chairman and secretary of each committee of the Trustees shall be appointed annually by the Trustees and shall serve at the pleasure of the Trustees, and every committee (i) may include persons other than Trustees, (ii) shall determine its procedures, (iii) shall report regularly to the Trustees, and (iv) 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 only one vote.

Article 4 – Responsibilities and Authority of the Trustees and the Member

4.1. Responsibilities and Authority of the Trustees. The Trustees shall have responsibility and authority to discharge the duties specified in this Section 4.1 and such other duties as may be set forth in these Bylaws or 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 Trustees shall:

4.1.1. Patient Care, Research and Education.

(a) Coordinate the development and implementation by the Corporation and the Subsidiary Organizations of programs that (i) fulfill the patient care, research and educational missions of the Corporation, the Subsidiary Organizations and the Partners System, (ii) assess and improve the quality of patient care and other services provided by the Corporation and the Subsidiary Organizations and (iii) assess and improve the level of patient, physician and staff satisfaction with such care and services; and

(b) Monitor and evaluate the performance of such programs and report at least annually on such performance to the Member.

4.1.2. Financial Matters.

- (a) (i) Oversee the development of the annual operating and capital budgets of the Corporation within financial targets and time periods established by the Member; and (ii) 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 Trustees determine 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 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 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 fund balance transfers of the funds or other property of the Corporation in accordance with the procedure described in Section 4.2.3 hereof;
- (g) Review the annual audit of the Corporation as presented by the independent public accountants selected by the Member; and
- (h) Oversee fund raising and development activities for the Corporation and the Subsidiary Organizations consistent with the mission and the overall strategies of the Partners System.

4.1.3. Executive Management.

- (a) President of the Corporation. (i) Elect the President of the Corporation in accordance with the procedure described in Section 6.2.2 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 (other than the President and those officers nominated by the Nominating and Governance Committee); (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.

4.1.4. Planning.

(a) Understand and support the mission, vision and goals of the Partners System; and

(b) (i) Oversee the planning process of the Corporation, (ii) approve a plan for the Corporation, including tactical direction and measurable targets for performance, that is consistent in the Member's judgment with the Member's strategy for the Partners System, and (iii) present such plan to the Member for its review and approval as part of the Member's plan for the Partners System.

4.1.5. 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 Subsidiary Organizations (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.

4.1.6. 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 Subsidiary Organizations and the Partners System;

(b) Receive and review regular reports on the performance and overall effectiveness of the Corporation, the Subsidiary Organizations and the Partners System;

(c) In coordination with the Member, provide for the orientation of new trustees and the continuing education of incumbent trustees of the Corporation; and

(d) In coordination with the Member, conduct periodic assessments and evaluations of the performance of the Corporation's Board of Trustees.

4.1.7. Conduct of Operations. Consistent with the responsibilities and authority assigned to the Trustees by 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. Responsibilities and Authority of the Member.

4.2.1. Ultimate Responsibility for Corporation's Affairs.

In furtherance of its purposes to operate, coordinate and support the Partners System, the Member shall have ultimate responsibility and authority to oversee the affairs, funds and other property of the Corporation except as otherwise provided by law or the Charter or as specifically assigned to the Trustees by these Bylaws.

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 these Bylaws, and in addition to such other approvals as may be required by law or by these Bylaws, the following actions shall require approval by the Member:

(a) Final adoption of the annual and any revised operating and capital budgets of the Corporation submitted by the Trustees pursuant to Section 4.1.2(a) and (b) hereof. In the event that the Member does not approve any such annual or revised budget as submitted by the Trustees, the Member shall advise the Trustees of the reasons for such disapproval, and the Trustees shall then have a reasonable period of time, as specified by the Member, to resubmit a modified annual or revised budget consistent with the financial targets established by the Member and responsive to the reasons for the Member's disapproval. If (i) the Trustees fail 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; or (ii) in response to a request by the Member that the Trustees submit a revised operating or capital budget for the Corporation, the Trustees fail to submit to the Member within a reasonable period of time, as 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 sole right, after consultation with the Trustees, to adopt and approve annual or revised operating and capital budgets for the Corporation which shall become the budgets for the Corporation for the fiscal period specified therein.

(b) Each unbudgeted operating or capital expenditure of the Corporation that exceeds such amount as has been specified by the Member from time to time;

- (c) Each transaction pursuant to which the Corporation would incur new debt through lender financing or would guaranty the lender-financed debt of others;
- (d) Each agreement or other commitment binding on the Corporation that is of such a type, or that requires an expenditure of funds in excess of such amount, as has been specified by the Member from time to time;
- (e) The appointment of a firm of independent public accountants to conduct an independent audit of the Corporation's financial statements;
- (f) Any pledge, sale or other disposition of all or substantially all of the property or assets of the Corporation;
- (g) A liquidation, dissolution or other restructuring of the Corporation; and
- (h) The election by the Trustees of a person to fill a vacancy in the office of President of the Corporation.

4.2.3. Fund Balance Transfers. In the event that the Trustees of the Corporation fail to approve a fund balance transfer of the funds or other property of the Corporation to the Member or to another institution or entity within the Partners System that is required by or consistent with the annual or revised operating and capital budgets of the Corporation as approved by the Trustees and the Member or that is proposed by the Member for the benefit of the Partners System, the Member may request that the Trustees reconsider such transfer. If the Trustees fail to reconsider such transfer within a reasonable period of time, as specified by the Member, or upon reconsideration fail to approve such transfer, the Member shall have the right, after consultation with the Trustees, to approve any such transfer that the Member determines to be in the best interests of the Partners System.

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

Article 5 – Nominating and Governance Committee

5.1. Appointment; Membership. Each year, immediately following the Annual Meeting, the immediate past Chairman of the Trustees shall appoint the members of the Nominating and Governance Committee of the Corporation, who shall serve until the next Annual Meeting and thereafter until their successors are appointed, and shall preside over its meetings. If the immediate past Chairman will not or cannot fulfill the responsibilities assigned

in these Bylaws, the Board of Trustees shall appoint an Honorary Trustee to fulfill those responsibilities. In making such appointment the Board of Trustees shall take into account any recommendation that may have been made by the immediate past Chairman. The Nominating and Governance Committee shall consist of at least three Trustees and two Honorary Trustees.

5.2. Nominations. Acting in accordance with these Bylaws and considering all recommendations submitted to it, the Nominating and Governance Committee shall (i) nominate candidates for election as Trustees; (ii) nominate candidates for election as the Chairman, the Treasurer and the Secretary of the Corporation; and (iii) nominate candidates for election as trustees of the Subsidiary Organizations in accordance with the bylaws of each of the Subsidiary Organizations. The Nominating and Governance Committee shall deliver to the Secretary a list of the nominations of the Committee at least fifteen days prior to submission of the nominees for vote or action by the Member or the Trustees as appropriate. Upon its filing, such list may be examined during business hours by the Member, any Trustee or officer of the Corporation or any trustee or officer of a Subsidiary Organization.

5.3. Qualifications of Nominees. In preparing its nominations for Trustees of the Corporation and for trustees of the Subsidiary Organizations, the Nominating and Governance Committee shall consider individuals who by experience in significant medical, business, professional, scientific, philanthropic or community activities can offer meaningful oversight to the Corporation and its Subsidiary Organizations and who have the interest and ability to contribute to the advancement of the goals of the Corporation and the Partners System. In choosing such individuals, the Nominating and Governance Committee will strive to create a Board whose diversity is reflective of the communities the General serves.

5.4. Presentation to Meetings. All nominations made by the Nominating and Governance Committee shall be presented to the Annual Meeting, to the Trustees at their first meeting following the Annual Meeting or to the annual meeting of the member of each Subsidiary Organization, as the case may be; and every nominee receiving a plurality of the votes properly cast for that office shall be elected.

5.5. Governance Functions. In carrying out its governance responsibilities, the Nominating and Governance Committee shall: (i) periodically assess the governance of the Corporation and the General (as defined by the Bylaws) and make recommendations to the Member and to the Board of Trustees as appropriate regarding governance-related matters (including Bylaw modifications relating to governance issues); (ii) assist the Board in periodically assessing the performance of Trustees, officers and executives in accordance with the standards established by the Partners Code of Conduct and such other standards as adopted by the Board and, at the request of the Board, assist the Board in addressing any performance issues; (iii) provide Trustees with the opportunity to conduct their own assessment in order to evaluate and improve their own effectiveness; and (iv) perform such other governance-related responsibilities as determined by the Board of Trustees.

Article 6 - Officers

6.1. Number and Qualification. The officers of the Corporation shall consist of the Chairman, a Vice Chairman, the President, the Treasurer and the Secretary and such other officers as the Trustees or the President may from time to time elect or appoint. Except for the Chairman and the Vice Chairman, who shall be Trustees, an officer may but need not be a Trustee. A person may hold more than one office at the same time. If required by the Trustees, an officer shall give the Corporation a bond for the faithful performance of the officer's duties in such amount and with such surety or sureties as shall be satisfactory to the Trustees.

6.2. Election.

6.2.1. Annual Election of Officers. At the first meeting of the Trustees following each Annual Meeting, the Trustees shall elect the Chairman, the President, the Treasurer and the Secretary; and the Trustees may at any time elect from their number a Vice Chairman to act in the absence or disability of the Chairman. Other officers may be elected or appointed at any time by the Trustees, in each case specifying the title, powers, duties and terms of office of such officer.

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

6.3. Tenure. The Chairman, Vice Chairman, President, Treasurer and Secretary of the Corporation shall hold office until the first meeting of the Trustees after the Annual Meeting next 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 by the Trustees shall serve for such terms as the Trustees may specify.

6.4. Chairman and Vice Chairman. The Chairman shall preside at all meetings of the Trustees and shall have, exercise and discharge such other powers and duties as may be specified in these Bylaws or assigned to the Chairman by the Trustees. 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 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.

6.5. 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 Subsidiary Organizations 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 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 Trustees may assign to such individual.

6.6. Treasurer. The Treasurer shall have such powers and duties as may be specified by law or these Bylaws or shall be assigned by the Trustees or the President.

6.7. Secretary and Assistant Secretaries. The Secretary shall (i) have, exercise and discharge all the powers and duties established by the law of the Commonwealth of Massachusetts for the clerk of a corporation organized under Chapter 180 of the Massachusetts General Laws and such other powers and duties as these Bylaws, the President or the Trustees may assign; (ii) have custody of the seal of the Corporation; (iii) be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process; and (iv) record and maintain records of all proceedings of the Trustees in a book or series of books kept for such purpose. Every such book or series of books shall be kept at the executive office of the Corporation, be open at all reasonable times to the inspection of the Member or any Trustee of the Corporation, and contain the Bylaws as in effect from time to time, the name of every serving Trustee and such Trustee's address as last entered on the records of the Corporation. During the absence of the Secretary, any Assistant Secretary elected by the Trustees or appointed by the President shall have full power to act for the Secretary.

Article 7 - Resignations, Removals and Vacancies

7.1. Resignations. Any Trustee or 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.

7.2. Removals.

7.2.1. Trustees. Any Trustee may be removed at any time for cause by vote of the Member. A 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 7.2.1, cause for removal of a 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;

(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) knowing violation of any agreement or commitment with or on the part of the Corporation or of any other Partners organization;

(g) repeated failure to attend Trustee meetings or participate in other Trustee functions at which attendance is expected; and

(h) 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.

7.2.2. Officers. The President may be removed at any time with or without cause by (i) the Chief Executive Officer of the Member, after consultation with the Trustees and with the approval of the Board of Directors of the Member, or (ii) by the vote of a majority of the Trustees then in office, with the approval of either the Chief Executive Officer of the Member or the Board of Directors of the Member. Any other officer elected or appointed by the Trustees may be removed at any time with or without cause by the vote of a majority of the 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 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.

7.3. Vacancies. Any vacancy in the Trustees, including a vacancy resulting from the enlargement of the Board of Trustees, shall be filled by the Member from candidates nominated by the Nominating and Governance Committee. A vacancy in the office of the President shall be filled in the manner described in Section 6.2.2 hereof. The Trustees shall elect a successor if the office of Chairman, Vice Chairman, Treasurer or Secretary becomes vacant, and the Trustees may elect or the President appoint a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term of the predecessor and in the case of the Chairman, the Vice Chairman, the President, the Treasurer and the Secretary until a successor is elected, or in each case until the person sooner dies, resigns or is removed. The Trustees shall

have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

Article 8 - Execution of Papers

8.1. Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, a vice president or the Treasurer.

Article 9 - Conflict of Interest; Personal Liability

9.1. Conflict of Interest. All Trustees, officers, employees and agents of the Corporation shall adhere to such codes of conduct and such policies on conflicts of interest as may be adopted from time to time by the Member.

9.2. Exculpation; No 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 notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Trustee or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (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 a knowing violation of law, or (iii) for any transaction from which the Trustee or officer derived an improper personal benefit. The Member, the Trustees and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation. No amendment, modification or repeal of this Section, 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 10 - Indemnification

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

- (i) shall indemnify the Member and every Trustee 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 3.11 of these Bylaws; (2) a medical peer review committee; (3) an institutional review board; and (4) any other committee of the Corporation designated by the Board of Directors as qualifying for indemnification under this subparagraph (ii); and

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

10.2. 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).

10.3. Subject to the provisions of Section 10.2, the Board of Trustees may and, in the case of an Indemnified Person described in Section 10.1(i) or 10.1(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.

10.4. The right to indemnification provided by this Article 10 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.

Article 11 - Bylaw Review and Amendment

11.1. General. These Bylaws may be amended in whole or part or repealed and new bylaws adopted only by the Member; provided, however, that not less than ten (10) days prior to the taking of any such action by the Member a written draft of the proposed action shall have been submitted to the Trustees.

11.2. Bylaw Review Committee. These Bylaws shall be reviewed at least every two years by a special committee established by the Member for that purpose, and that committee may make recommendations to the Member and the Trustees of necessary or appropriate amendments; provided, however, that the absence of any such review or any failure to act upon such recommendations shall not affect the validity of any Bylaw provision then in effect. Each new printing of the Bylaws shall indicate the date of their most recent amendment or review.

I hereby certify that the foregoing is a true copy of the Bylaws of the Corporation as amended through June 30, 2014, and that said Bylaws have not been further amended since such date.

July 10, 2014
Date

John R. [Signature]
Secretary