

**PARTNERS HEALTHCARE SYSTEM, INC.**

**Bylaws of the Corporation**

**Amended and Restated  
Effective as of February 26, 2019**

**PARTNERS HEALTHCARE SYSTEM, INC.**  
**Bylaws of the Corporation**  
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**Section 1. General**

1.1 Articles of Organization. The purposes of Partners HealthCare System, Inc. (the “Corporation”) shall be as set forth in its Articles of Organization. These Bylaws, the powers of the Corporation and of its Members, Directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the applicable provisions set forth in the Articles of Organization as from time to time in effect.

1.2 Corporate Seal. The Directors may adopt and alter the seal of the Corporation.

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

1.4 Gender. The pronoun "he" or "his," when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

1.5 Definitions.

1.5.1 Affiliated Organizations: All hospital, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, through sole membership, stock ownership or otherwise, by the Corporation.

1.5.2 First-Tier Affiliated Organizations: Brigham Health, Inc. (“BH”), The Massachusetts General Hospital (“MGH”), NSMC HealthCare, Inc. (“NSMC”), Newton-Wellesley Health Care System, Inc. (“NWHCS”), Partners Continuing Care, Inc. (“PCC”), Foundation of the Massachusetts Eye and Ear Infirmary, Inc. (“MEE”), Partners Community Physicians Organization, Inc. (“PCPO”), Partners HealthCare Insurance Holding Company, LLC (“Insurance Holding LLC”) and all other institutions and entities of which the Corporation is the sole member or sole shareholder.

1.5.3 Partners System: A comprehensive integrated health care delivery system comprising the Corporation, the Affiliated Organizations and other institutions and entities affiliated with the Corporation or the Affiliated Organizations 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.

## **Section 2. Members**

2.1 Number and Election. The Members shall consist of Life Members and Elected Members. Each Life Member of The Massachusetts General Hospital in office as of January 1, 1994, shall serve as a Life Member of the Corporation until he dies or resigns. The Elected Members shall be divided into four classes of approximately equal size with one class being elected each year and Members of each class holding office for a four-year term unless termination occurs sooner because of death, disability, resignation or removal. At the Annual Meeting of the Members (the "Annual Meeting"), the Members shall elect or re-elect one class of Members to succeed the class of Members whose terms expire at the Annual Meeting and may elect additional Members of other classes or to fill vacancies that may exist in other classes. The Members may in their discretion elect Members to serve for terms of less than four years. At the Annual Meeting or at any meeting between Annual Meetings, the Members may (i) increase the number of Members and elect new Members to fill the vacancies caused by such increase or (ii) decrease the number of Members, but only to eliminate vacancies caused by the death, disability, resignation or removal of any Member or Members.

2.2 Tenure. Excepting all Life Members, each Member shall hold office until the Annual Meeting in the year when his term shall expire, or until he sooner dies, resigns, or is removed.

2.3 Powers and Rights. In addition to the right to elect Directors as provided in Section 3.3 and such other powers and rights as are vested in them by law, the Articles of Organization or these Bylaws, the Members shall have such other powers or rights as the Directors may from time to time determine.

2.4 Annual Meeting. The Annual Meeting shall be held on the first Monday in May in each year or at such other earlier or later date and time as shall be determined from time to time by the Directors, the chairman or the chief executive officer.

2.5 Special Meeting. Subject to proper notice, special meetings of the Members may be held at any time when called by the chairman, the chief executive officer, the president or by three or more of the Directors. Upon request of at least ten percent (10%) of the smallest quorum of Members required for a vote upon any matter at the Annual Meeting, the secretary shall call a special meeting of the Members.

2.6 Place of Meetings. All meetings of the Members shall be held at the principal office of the Corporation in Massachusetts or at such other place within Massachusetts as shall be fixed by the Directors, the chairman or the chief executive officer.

2.7 Notice of Meetings. A written notice of each meeting of Members, stating the place, date and time and purpose of the meeting, shall be given at least seven days before the meeting to each Member by providing such notice to such Member at his residence or usual place of business, or by mail, postage prepaid, or by telegram, telecopy, e-mail or other electronic

means addressed to such Member at his address as it appears in the records of the Corporation. No such notice need be given to any Member if a written waiver of notice, executed by him (or his authorized attorney) before or after such meeting, shall be filed with the records of the meeting.

2.8 Quorum. At any meeting of the Members, twenty five percent (25%) of the Members then in office (whether present in person or by proxy) shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Organization or by these Bylaws. Whether or not a quorum shall be present, any meeting of the Members may, by majority vote, be adjourned from time to time to a date not more than 90 days after the first session of the meeting, and the meeting may be held as adjourned without further notice.

2.9 Action by Vote. Each Member shall have one vote at every meeting of the Members. A majority of the votes properly cast by Members present in person or duly represented shall decide every question, unless otherwise provided by law, the Articles of Organization or these Bylaws.

2.10 Action by Writing. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

2.11 Proxies. To the extent permitted by law, every Member may vote in person or by written proxy dated not more than six months before the meeting, which proxy shall be filed before being voted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, proxies shall entitle the holder or holders thereof to vote at any resumption of the meeting following its adjournment, but the proxies shall terminate upon the final adjournment of such meeting.

### **Section 3. Board of Directors**

3.1 Powers. Governance of the Corporation shall be vested in the Board of Directors of the Corporation. In furtherance of the Corporation's purposes to operate, coordinate and support the Partners System and its mission, the Board of Directors shall have the plenary authority and responsibility (i) to oversee, manage and direct in all respects the strategy, affairs, assets, personnel and operations of the Partners System and the Affiliated Organizations and (ii) except as may otherwise be provided by law, the Articles of Organization or these Bylaws, to exercise and discharge all of the powers that are necessary or appropriate to fulfill such responsibilities and purposes.

3.2 Principal Authorities and Responsibilities. Without limiting the provisions of Section 3.1 hereof, the principal authorities and responsibilities of the Board of Directors shall be: (i) to establish the goals, objectives and strategy for the Partners System, to initiate and oversee all actions and programs that the Board determines to be necessary to implement such strategy

and to review for consistency with System strategy and to approve (or disapprove ) all proposals and/or decisions of the governing bodies of the Affiliated Organizations that affect the System strategy; (ii) to oversee the financial condition of the Partners System and all of the Affiliated Organizations, including authority to establish annual budget parameters and performance targets, to approve all capital and operating budgets and to monitor performance against such targets and budgets; (iii) to appoint independent auditors to conduct an annual audit of the financial statements of the Corporation and its Affiliated Organizations, to review the results of such audit with the independent auditors and to oversee the implementation of any recommendations made by such auditors and accepted by the Board; (iv) to set policies for and to oversee the management and investment of all funds within the Partners System including, without limitation, endowment funds of the Corporation and the Affiliated Organizations; (v) to make decisions regarding the selection, evaluation, compensation and discharge of the chief executive officer and president of the Corporation and of each First-Tier Affiliated Organization; (vi) to review for consistency with the System strategy and to approve (or disapprove) all plans for the location, addition, consolidation or elimination of clinical services throughout the Partners System; (vii) to oversee and direct all plans for the expansion, reorganization and/or reduction of the constituent organizations of the Partners System; (viii) to establish policies and procedures for managed care contracting, quality of care, academic and research programs and affiliations and philanthropy for the Partners System and the Affiliated Organizations; (ix) to establish standards and to monitor performance relating to director and trustee qualifications and service, including diversity goals, for the Corporation and the Affiliated Organizations; and (x) to exercise all such powers and duties as sole member, directly or indirectly, of the Affiliated Organizations as are required or permitted by law or as are set forth in the governing documents of the Affiliated Organizations.

3.3 Number, Eligibility, Election and Tenure. Each of the Chief Executive Officer and President of the Corporation, the Chair of BH and the Chair of MGH shall serve *ex officio* as a Director. Other Directors (the “elected Directors”) shall be divided into three classes of approximately equal size, the term of office of the elected Directors in one such class to expire each year. Subject to the other provisions of this section, the Members at the Annual Meeting shall determine the number of Directors to hold office and shall elect as Directors such number of persons who have been nominated by the Corporation’s Nominating Committee as are needed to fill any vacancies as to the elected Directors then existing or that will exist because of the expiration of terms of elected Directors prior to the next Annual Meeting, each to hold office for a term of three years from the first day of July following the Annual Meeting and thereafter until his or her successor is elected or until he or she sooner dies, resigns, or is removed. The number of Directors may be increased at any time by vote of the Members or by vote of a majority of the Directors then in office. The Members or the Directors may decrease the number of Directors, but only to eliminate vacancies existing by reason of the death, resignation or removal of one or more elected Directors. At any time the Members or the Directors may in their discretion elect Directors to serve for terms of less than three years. Except for the Chairman of the Board and individuals who are both officers and employees of the Corporation, no elected Director who has served as such for nine consecutive years shall be eligible for re-election until the Annual Meeting following the date on which his last term expired. No individual shall be eligible for

election or re-election as a Director to a term that would extend to or beyond his or her seventy-fifth birthday. A Director may but need not be a Member.

3.4 Regular Meetings. Regular meetings of the Directors may be held at such places and at such times as the Directors, the chairman or the chief executive officer may determine.

3.5 Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the chairman, the chief executive officer or by at least three Directors who shall have filed their call with the secretary.

3.6 Notice of Meetings. Notice of the time and place of each meeting of the Directors shall be given to each Director by mail at least three days before the meeting or by telecopy, telegram, e-mail or other electronic means at least forty-eight hours before the meeting addressed to him at his usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director (i) if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or (ii) who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

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

3.8 Action by Vote. Each Director shall have one vote at every meeting of the Directors. A majority of the Directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization or these Bylaws.

3.9 Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.10 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment which shall permit all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.



### 3.11 Committees.

3.11.1 The Directors may, by vote of a majority of the Directors then in office, elect or appoint one or more committees and delegate to any such committee or committees that has or have at least one member who is a Director any or all of the powers of the Directors, except those which by law, by the Articles of Organization or by these Bylaws they are prohibited from delegating. Unless the Directors otherwise determine, any Executive Committee appointed by the Directors shall have all of the powers of the Directors during intervals between meetings of the Directors, 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 Directors or by these Bylaws to act on their behalf on any matter requiring action by the Directors, only the votes of the members of such committee who are Directors shall be counted in determining the committee's action. Fifty percent of the Director members of such a committee shall be a quorum for purposes of action on behalf of the Directors. Unless otherwise specified by these Bylaws or by the Directors, all members and the chairman and secretary of each committee of the Directors shall be appointed annually by the Directors and shall serve at the pleasure of the Directors, and every committee (i) may include persons other than Directors, (ii) shall determine its procedures, (iii) shall report regularly to the Directors, 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, she or he shall be counted only once for purposes of determining the presence of a quorum and shall be entitled to only one vote.

## **Section 4. Nominations of Members and Trustees**

4.1 Nominating Committee. The Corporation shall establish a Nominating Committee (the "Nominating Committee") that shall consist of the following seven (7) members, each of whom shall be appointed annually by the Chair of the Corporation's Board of Directors:

- (a) two (2) serving directors of BH;
- (b) two (2) serving trustees of MGH;
- (c) one serving Director of the Corporation who shall serve as the chair of the Nominating Committee; and
- (d) one serving director or trustee from each of two (2) of the First-Tier Affiliated Organizations (other than BH and MGH), with such appointments to alternate annually among the First-Tier Affiliated Organizations (other than BH and MGH).

4.2 Nomination of Members, Directors and Trustees. Acting in accordance with these Bylaws and considering all recommendations submitted to it, the Nominating Committee shall prepare nominations for the Members and Directors of the Corporation to be elected by the

Members at the Annual Meeting. The Nominating Committee shall deliver to the secretary of the Corporation and to each Director a list of the nominations of the Committee at least fifteen days prior to the submission of the nominees to the Members.

4.3 Criteria for Nomination of Directors. In considering nominations for Directors of the Corporation, the Nominating Committee:

(a) Shall consider a diversity of community leaders who by experience in significant medical, business, professional, scientific, philanthropic or community activities can offer meaningful oversight to an integrated delivery system that includes academic medical centers, community hospitals and other health care providers and who have the interest and ability to contribute to the advancement of the goals of the Corporation and the Partners System;

(b) Shall ensure that the majority of the Directors are drawn from individuals who have served or are serving within the BH community and the MGH community;

(c) Shall ensure that the Board of Directors includes one member from each of the following communities: NSMC, NWHCS, PCC and MEE;

(d) Shall ensure that the Board of Directors includes, to the extent possible, each of the following:

(i) a physician serving within the BH community;

(ii) a physician serving within the MGH community;

(iii) an individual, preferably a physician, serving within the PCPO community; and

(iv) an individual from an academic medical community who may but need not be from The Brigham and Women's Hospital or The Massachusetts General Hospital.

(e) May consider that a single individual, because of his or her multiple affiliations or qualifications, satisfies more than one of the criteria set forth in this Section 4.3.

## **Section 5. Officers**

5.1 Number and Qualification. The officers of the Corporation shall be a chairman, a chief executive officer and president, a treasurer, a secretary and such other officers, if any, as the Directors or the chief executive officer and president may determine. An officer may but need not be a Director or Member. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful

performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

5.2 Election. The Directors at their first meeting following the Annual Meeting shall elect the chairman, the chief executive officer and president, the treasurer and the secretary. Other officers, if any, may be elected by the Directors or appointed by the chief executive officer and president at any time, in each case specifying the powers, duties and terms of office.

5.3 Tenure. The chairman, chief executive officer and president, treasurer and secretary shall hold office until the first meeting of the Directors following the next Annual Meeting and until his successor takes office, and each other officer shall hold office for such term as the Directors or chief executive officer and president, as the case may be, may specify the or in each case until he sooner dies, resigns or is removed.

5.4 Chairman of the Board of Directors. The chairman shall preside at all meetings of the Members and Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors. The chairman shall serve *ex officio* as a member of any committee established by the board pursuant to the provisions of these Bylaws.

5.5 Chief Executive Officer and President.

5.5.1 Except as may otherwise be provided by law or these Bylaws, the chief executive officer and president shall have the plenary authority and responsibility (i) to oversee and direct the management and operations of the Partners System and the Affiliated Organizations, (ii) to exercise and discharge all of the duties and powers that are necessary or appropriate to fulfill such authority and responsibility and (iii) to exercise and discharge such other duties and powers as the Directors may from time to time designate.

5.5.2 Without limiting the generality of Section 5.5.1, the chief executive officer and president shall have the power and authority (i) to direct the formulation of the strategy of the Partners System, to oversee the development of annual capital and operating budgets of the Partners System and Affiliated Organizations that are consistent with such strategy and to initiate and manage the progress of all programs and actions of the Partners System and the Affiliated Organizations that he deems necessary or appropriate to implement such strategy; and (ii) to hire and to terminate, with or without cause, all senior managers of the Corporation and the chief executive officer and/or president of each of the First-Tier Affiliated Organizations, provided that any such decision to hire or to terminate the chief executive officer and/or president of a First-Tier Affiliated Organization will be made in consultation with the Board of Directors/Trustees of such First-Tier Affiliated Organization and will be subject to the approval of the Board of Directors of the Corporation.

5.6 Treasurer. Unless the Directors or the Bylaws otherwise specify, the treasurer shall be in charge of the financial affairs of the Corporation and shall have such other duties and powers as may be designated by the Directors or the chief executive officer.

5.7 Secretary. The secretary shall record and maintain records of all proceedings of the Members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its secretary or of its resident agent. The secretary shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. If the secretary is absent from any meeting of Members or Directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

## **Section 6. Resignations, Removals and Vacancies**

6.1 Resignations. Any Member, Director or officer may resign at any time by delivering his resignation in writing to (i) the chairman, the chief executive officer and president or the secretary, (ii) any meeting of the Members or Directors, or (iii) the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A Member may be removed with cause by vote of the Members. A Director may be removed with or without cause by vote of the Members or with cause by vote of a majority of the Directors then in office. An officer elected by the Directors may be removed with or without cause by vote of the Directors. An officer or senior manager of the Corporation appointed by the chief executive officer and president may be removed with or without cause by vote of the Directors or by the chief executive officer and president. A Member, Director or officer may be removed for cause only after reasonable notice of the grounds for the removal and opportunity to be heard before the body or person proposing to remove him.

6.3 Vacancies. Any vacancy in the Members may be filled by the Members. Any vacancy in the Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the Members or the Directors acting on nominations made by the Corporation's Nominating Committee. The Directors shall elect a successor if the office of the chairman, the chief executive officer and president, the treasurer or the secretary becomes vacant, and the Directors may elect, or the chief executive officer and president may appoint, a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the chairman, the chief executive officer and president, the treasurer and the secretary until his successor takes office, or in each case until he sooner dies, resigns or is removed. The Members and the Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

## **Section 7. Execution of Papers**

Except as the Directors 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 chief executive officer and president, a vice president or the treasurer.

## **Section 8. Conflict of Interest, Personal Liability**

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

8.2 Exculpation; No Personal Liability. No Director or officer shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (i) for any breach of the Director's or officer's duty of loyalty to the Corporation or its Members, (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 Director or officer derived an improper personal benefit. The Members, the Directors 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.

## **Section 9. Indemnification**

9.1 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 Members and every Director 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 Directors 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);
- (iii) may indemnify any officer, 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 director, trustee, 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.

9.2 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 Directors, after consultation with 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).

9.3 Subject to the provisions of Section 9.2, the Board of Directors may and, in the case of an Indemnified Person described in Section 9.1(i) or 9.1(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 Directors, after consultation with 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.

9.4 The right to indemnification provided by this Section 9 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.

## **Section 10. Amendments**

These Bylaws may be amended in whole or in part or repealed and new bylaws adopted by a vote of the Members at any Annual Meeting or special meeting of the Members,

notice of which shall specify the subject matter of the proposed amendment, repeal or adoption and the sections to be affected thereby. These Bylaws may also be amended in whole or in part or repealed and new bylaws adopted by a vote of two-thirds of the Directors then in office, except with respect to Section 2 or any provision which by law, the Articles of Organization or these Bylaws requires action by the Members. The Directors shall give written notice to the Members of any Bylaw amendment, repeal or adoption voted by the Directors within ten days after they take such action. The Members may adopt, amend or repeal any Bylaw, including any Bylaws adopted, amended or repealed by the Directors.