

BYLAWS OF HUGGINS HOSPITAL

Mission: To empower the fulfillment of life through better health

Vision: Huggins will be the community's home for health and wellbeing

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name

The name of the corporation shall be Huggins Hospital (“Hospital”).

Section 2. Purpose

The purpose of Huggins Hospital shall be:

- a. To establish and maintain in the Town of Wolfeboro an institution with permanent facilities to provide medical diagnosis, treatment, nursing care, and associated services to sick, injured, and disabled inpatients and outpatients, without regard to race, religion, national origin, and, to the extent of its financial ability, the economic status of its patients.
- b. To change the character and scope of facilities and services offered in accord with a long-range strategic plan covering the growth and development of the institution in response to community health needs.
- c. To coordinate the facilities and services of the Hospital with associated services offered by others in the community, and to participate in the development of joint programs on a regional basis to assure the most effective, economical and efficient ways of providing services.
- d. To provide a standard of service of high quality as necessary to meet the requirements of federal and state licensure of hospitals and the Medicare Conditions Of Participation for a Critical Access Hospital.
- e. To carry on educational activities related to Hospital services and the promotion of general health in the community that in the opinion of the Board of Trustees (“Board”) is appropriate in light of facilities, personnel, and funds that are or can be made available.
- f. To promote and carry on research related to Hospital services and the promotion of general health in the community that in the opinion of the Board is appropriate in light of facilities, personnel, and funds that are or can be made available.
- g. To participate in an integrated health system operated by its sole member, GraniteOne Health (the “System”), pursuant to the terms of an Affiliation Agreement dated as of June 29, 2016 (the Affiliation Agreement”).
- h. The Hospital is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, Trustee, officer, or individual.
- i. The Hospital shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.
- j. In the event of the complete termination or complete dissolution of the Hospital, its remaining assets, if any, shall be disposed of as set forth in its Articles of Constitution, as amended.

ARTICLE II
MEMBERSHIP OF THE HOSPITAL AND ITS RESERVED POWERS

Section 1. Membership

The sole member of the Hospital shall be GraniteOne Health, a New Hampshire voluntary corporation exempt from taxation under Section 501(c)(3) of the Code and a supporting organization under Section 509(a) of the Code (the “Member”). All actions of the Member as the sole member of the Hospital will be taken according to the Articles of Agreement and Bylaws of the Member.

Section 2. Reserved Powers of the Member

The Member will have the following powers of approval reserved to it (the “Reserved Powers”), which Reserved Powers are in the nature of ratification rights and may not be exercised by the Member to initiate or require actions by the Board. The following actions initiated by the Board will require the Member’s approval:

- a. Adoption of the annual capital and operating budgets, provided that the expenditure of any of the cash reserves, board-designated reserves, surplus assets and other assets held by the Hospital on the Affiliation Date (as defined in the Affiliation Agreement) and recorded on the Hospital’s financial statements as unrestricted assets, as well as certain parcels of real estate not required for the operation of the Hospital and identified on Schedule 3.9.3.1(b) of the Affiliation Agreement (the “Pre-Affiliation Assets”) contemplated by such budgets and proposed in accordance with those powers reserved to the Board under Article IV, will not be subject to the approval of the Member;
- b. Approval of any strategic plans or material nonclinical programming and marketing plans, including material modifications thereof;
- c. Authorization of debt incurred, assumed, or guaranteed by the Hospital in excess of Five Hundred Thousand Dollars (\$500,000.00), other than as provided for in any approval annual capital or operating budget;
- d. Authorization of any material acquisition, disposition, formation, organization or investment by the Hospital of or in any other corporation, partnership, limited liability company, other entity or joint venture, other than an acquisition funded with Pre-Affiliation Assets proposed in accordance with those powers reserved to the Board under Article III which acquisition will not be subject to the approval of the Member;
- e. Authorization of the sale, disposition, mortgage, or encumbrance of any assets dedicated to the operations of the Hospital involving assets of Five Hundred Thousand Dollars (\$500,000.00) or more, with the exception of real estate identified as part of the Pre-Affiliation Assets;
- f. Authorization of the Hospital to enter into any merger, consolidation or joint venture; or to sell or dispose of substantially all of the assets of the Hospital or any of its respective subsidiaries; or to create or acquire any subsidiary organization;
- g. Authorization of the Hospital to institute any bankruptcy, insolvency or reorganization proceedings for itself or any subsidiary;
- h. Authorization of a capital investment by the Hospital or any of its subsidiaries in any individual entity or project in the form of cash or either tangible or intangible property in excess of Five Hundred Thousand Dollars (\$500,000.00), except as provided in any approved annual capital or operating budget or to the extent funded by donor-restricted assets or the Pre-Affiliation Assets;
- i. Authorization to develop, implement or terminate clinical programs and clinical procedures by the Hospital or its subsidiaries;

- j. The amendment of the Articles of Constitution or Bylaws of the Hospital or its subsidiaries to the extent that it would (a) impact the Reserved Powers; or (b) reasonably be expected to have a material strategic, competitive or financial impact on the System or any of its members; and
- k. The Board's appointment or reappointment of the Hospital's Chief Executive Officer and the determination of the Chief Executive Officer's compensation.

ARTICLE III BOARD

Section 1. General Powers and Responsibilities

Subject to the Reserved Powers, the Board shall have the power and authority to cause the Hospital to do and perform all acts and things not inconsistent with the Legislation incorporating the Hospital, Articles of Constitution, and these Bylaws. In furtherance but not in limitation of the foregoing, the Board will:

- a. Participate in the development of a strategic plan and ensure oversight of such.
- b. Adopt Bylaws of the Hospital, Medical Staff Bylaws and Rules and Regulations and approve any changes thereto.
- c. Elect the Chair from among the Elected Trustees.
- d. Ensure that committees are established to carry out its work.
- e. Appoint a President of the hospital and specify the terms, conditions, and total annual compensation.
- f. Provide a physical plant, equipped and staffed to furnish appropriate services for patients.
- g. Engage an independent Certified Public Accountant to audit the funds of the Hospital.
- h. Ensure that a contractor of services furnishes services that permit the Hospital to comply with all applicable conditions Federal, State and local Municipal laws and the requirements of CAH Conditions of Participation.
- i. Approve the appointment and renewal of members of the Medical Staff, after considering the recommendations of the Medical Staff, and ensure that criteria for Staff appointment include verification of individual character, competence, training and experience.
- j. Establish a formal means of liaison with the Medical Staff.
- k. Delegate to the Medical Staff the responsibility for providing appropriate professional care to the Hospital's patients.
- l. Ensure that the medical staff is accountable to the governing body for the quality of care provided to patients.
- m. Ensure that patients are admitted to the Hospital on the recommendation and under the care of a licensed practitioner permitted by the State to admit patients to a hospital.

Section 2. Exclusive Powers of the Hospital's Board

The following powers are reserved exclusively to the Hospital's Board and are not subject to the Reserved Powers:

- a. The investment and expenditure of (i) assets subject to donor restrictions and recorded on the hospital's financial statements as restricted, whether held before or after the Affiliation Date, and (ii) Pre-Affiliation Assets in accordance with the terms of the Affiliation Agreement.
- b. The determination and approval of fundraising activities conducted by the Hospital in the hospital's service area, and the approval of any fundraising efforts proposed by the Member in the hospital's service area.
- c. Termination of the hospital President and chief executive officer (the "Hospital CEO"), however, prior to termination of the Hospital CEO, the Hospital Board or the Member CEO (whoever recommends termination) will identify the performance failures and discuss appropriate correction plans. If the Hospital CEO fails to fulfill the correction plan, then the hospital Board can proceed with the termination of the Hospital CEO. If the Hospital Board and the System CEO cannot agree on an appropriate correction plan within forty-five (45) days of the request for termination, then the Hospital Board can proceed with the termination of the CEO. The Hospital CEO shall not be terminated without a majority vote to terminate by the Hospital Board.
- d. The nomination and appointment of Elected Trustees as described in Article III, Section 3. b. iii. below.

Section 3. Number and Qualification

Subject to the Reserved Powers, the powers of the Hospital and the management and control of the affairs of the Hospital shall be vested in the Board, which shall be comprised as follows:

- a. Number of Trustees
There shall be a minimum of 8 and a maximum of 18 trustees on the Board, which number may be changed by the Board at any time by amending these Bylaws. This number of trustees shall include all categories of Trustees as defined below.
- b. Categories of Trustees
There shall be three (3) categories of trustees: Appointed Trustees, Elected Trustees, and Ex Officio Trustees, all of whom shall have voting powers. Collectively, the Appointed Trustees, Elected Trustees and Ex Officio Trustees shall be referred to as "Trustees".
 - i. Appointed Trustees
Up to one-quarter (1/4) of the Trustees on the Board shall be appointed by the Member ("Appointed Trustees"), which shall select the Appointed Trustees in accordance with the criteria described in Exhibit A ("Trustee Criteria"), which is incorporated into these Bylaws. These appointees will include the Member's Chief Executive Officer or designee and may include one other member of the senior management of the Member or of Catholic Medical Center.
 - ii. Ex Officio Trustees
The Board shall have two (2) Ex Officio Trustees ("Ex Officio Trustees"): the President of the Hospital and the President of the Medical Staff.
 - iii. Elected Trustee
The remaining Trustees shall be Elected Trustees who shall be nominated and appointed by the Board of Trustees after providing the Member with an opportunity to object to any nominee as described in paragraph (f) below. The candidates appointed by the Member and by the Board will satisfy substantially the criteria set forth in the attached Exhibit A, which is made a part of these Bylaws, taken as a whole.

The Member will have the right to object to appointment of Elected Trustees based solely on the Trustee Criteria. If the Member objects to any appointee who does not meet the qualifying criteria then the Member will provide the Board with a written objection identifying the Trustee Criteria not satisfied. In the event of such objection, the Board will substitute an appointee that satisfies the Trustee Criteria.

Section 4. Term of Office

The Ex Officio Trustees shall each serve for a term coextensive with the term of the position that entitles that person to serve as an Ex Officio Trustee. The term of all other Trustees shall be 4 years; Appointed Trustees and Elected Trustees shall be eligible to serve for not more than 3 consecutive terms. Any Appointed Trustee or Elected Trustee may become eligible to be nominated and elected as a Trustee after a hiatus of not less than one year following the end of that Trustee's third consecutive term.

Section 5. Removal of Trustees

Any Elected Trustee may be removed from office at any time by an affirmative vote of at least two-thirds of the other Trustees present at the meeting.

Section 6. Attendance

The Board believes that regular attendance by its members is necessary in order for the Trustees to properly exercise their responsibilities and duties. To this end, any Trustee who misses a majority of meetings in a calendar year, may, at the discretion of the Board if the absent Trustee is an Elected Trustee, be deemed to have resigned from the Board and shall thereupon be duly notified by the Secretary. If the absent Trustee is an Ex Officio Trustee, then the Chair shall consult with the Board with respect to appropriate recourse.

Section 7. Resignations

Any Trustee may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies

If any vacancy among the Trustees shall occur through any cause, the Member will appoint a successor for the unexpired term if the vacancy is among the Appointed Trustees. If the vacancy is among the Elected Trustees, the Board will nominate and appoint a successor for the unexpired term (pursuant to the process in Section 3(b) iii. The successor Trustee shall serve the remainder of the unexpired term of the Trustee being replaced and shall be eligible to serve 2 successive 4-year terms thereafter. If the vacancy is one of the Ex Officio Trustees, then the vacancy shall be filled with the interim or successor individual holding the office reserved for such Ex Officio Trustee.

Section 9. Compensation

Trustees shall serve without compensation, but may be reimbursed by the Hospital for actual expenses incurred in the performance of their duties; provided, however, those Trustees who are also employees of the Hospital may be compensated for their services as employees.

ARTICLE IV BOARD MEETINGS

Section 1. Categories

There shall be three (3) categories of meetings as follows:

- a. Annual Meeting
The Annual Meeting of the Board shall be held in January (or such other month that the Board shall set) at a time as the Board may determine.
- b. Regular Meetings
Regular Meetings of the Board shall be held at such time as the Board may determine.
- c. Special Meetings
Special Meetings of the Board may be called by the Chair, President or a majority of the Board.

Section 2. Location and Participation

The Board shall meet no less often than six (6) times which includes the Annual Meeting and Regular Meetings. Meetings shall be held at the Hospital unless otherwise designated by the Chair or President. Meetings may be convened with in-person attendance of Trustees, or through any telephone, video, or web-based conferencing that permits Trustees to deliberate matters interactively on the agenda for the meeting; participation in a meeting pursuant to these provisions shall constitute presence in person at such meeting.

Section 3. Notice and Agenda

The Secretary of the Board shall cause written notice of each meeting to be given to each Trustee at least three (3) business days before the date of the meeting. Notice may be given to a Trustee via an electronic meeting invitation, email, regular mail, overnight delivery service, in person, or by facsimile. The Secretary shall also cause to be prepared an agenda for each meeting and provide it to each Trustee at least three (3) business days before the date of the meeting. The agenda shall include all items to be voted upon. If the meeting is a special meeting, no business other than that stated in the agenda shall be transacted.

Section 4. Waiver of Notice

Any Trustee may waive notice of any meeting of the Board or any committee. The attendance of a Trustee at any meeting shall constitute a waiver unless the Trustee, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting any business at the meeting and does not thereafter vote or assent to action taken at the meeting. Any requirement for advance notice on matters to be acted upon, or other procedural requirements for a Board meeting may be waived by a recorded vote of the unanimous consent by all Trustees.

Section 5. Quorum

Unless otherwise specifically provided, a quorum for the transaction of business at a meeting shall be nine Trustees, or 50% of Trustees, whichever is less. The Trustees present at a duly organized meeting (pursuant to the means permitted under Article IV, Section 2 of these Bylaws) may continue to transact business until adjourned, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. The act of the majority of Trustees present at a duly organized meeting shall be the act of the Board unless otherwise specified in these Bylaws.

Notwithstanding the first paragraph of this Section, a quorum for voting required by law upon financial matters of interested Trustees shall consist of not less than 50% of Trustees having no disqualifying financial interest under the conflict of interest policy of the Hospital. Furthermore, notwithstanding the first paragraph of this Section, any vote to approve action that would result in the transfer and/or sale of more than 10% of the Hospital's assets or other restructuring of the Hospital requires an affirmative vote of at least two-thirds (2/3) of Trustees present at the meeting.

Section 6. Trustees' Action Without Meeting

Ordinarily, voting will be done at Board and committee meetings by the Trustees present (pursuant to the means permitted under Article IV, Sec. 2 of these Bylaws) and after opportunity for adequate discussion and consideration. However, if all the Trustees entitled to vote and then holding office severally or collectively consent unanimously in writing to any action taken or to be taken by the Hospital, then such action shall be valid as though it had been authorized at a meeting of the Board. The Chair of the Board or the President may call for an email or other electronic transmission intended to constitute the consent and signature of the sender otherwise complying with New Hampshire RSA § 294-E will constitute a writing for the purpose of this Section 6. The Secretary shall cause the originals of all such electronic votes to be retained as part of the permanent records of the Board.

ARTICLE V
OFFICERS OF THE HOSPITAL

Section 1. Officers

The officers of the Hospital shall consist of a Chair, Vice Chair, Secretary, Treasurer, Assistant Treasurer, and President. No person shall be qualified to hold office who is not a Trustee. Additionally, there shall be such administrative officers as appropriate to the operations of the Hospital.

a. Chair

The Chair shall be elected by the Board and preside at all meetings of the Board and the Executive Committee at which the Chair is present. The Chair shall appoint the members and the chairs of all committees unless the Bylaws otherwise provide. The Chair shall, in general, perform all duties incident to the office of Chair of the Board, subject, however, to the direction and control of the Board, who may, from time to time, assign other duties.

b. Vice Chair

The Vice Chair shall perform all duties assigned by the Chair and in the temporary absence of the Chair. If the office of the Chair becomes vacant or the Chair is unable to fulfil the duties of the office, the Vice Chair shall assume those duties until a successor Chair is elected.

c. Secretary

The Secretary shall cause to be kept a record of the minutes of all the meetings and proceedings of the Board and its Committees and shall timely furnish copies of the same to each Trustee. The Secretary shall attend to the giving and service of all notices required by these Bylaws. The Secretary shall have custody of the seal of the Hospital. The Secretary shall, in general, perform all such duties as are usually incident to the office of Secretary.

d. Treasurer

The Treasurer shall be the official custodian of all funds and securities of the Hospital, and shall cause the same to be deposited in such banks or other depositories as the Board may designate or approve. The Treasurer shall in general perform all such duties as are usually incident to the office of the Treasurer. The Treasurer may be required to give a bond in such sum and with such surety or sureties and in such form as shall be required by the Executive Committee, for the faithful performance of the duties of the office of Treasurer, the premium on such bond to be paid by the Hospital. The Treasurer shall submit a detailed statement of the financial transactions and condition of the Hospital to the Trustees at each regular meeting of the Board and at such other times as may by them be requested. All checks of the Hospital shall be signed by the Treasurer or by any other officer or person thereunto authorized by the Board; provided however, that checks on the operating funds for such purposes as may be authorized by the Board may be signed by the President.

e. Assistant Treasurer

The Assistant Treasurer shall perform all duties assigned by the Chair and in the temporary absence of the Treasurer shall perform the duties of the Treasurer. If the office of the Treasurer becomes vacant or the Treasurer is disabled, the Assistant Treasurer shall assume those duties until a successor Treasurer is elected and qualified.

f. President

The President is the chief executive officer of the Hospital representing the Board in the management of the Hospital. The President shall have the authority and responsibility to operate the Hospital and all of its activities and departments, subject to federal and state regulations and any policies adopted by the Board and orders, which may be issued by the Executive Committee. The President shall perform all the duties incident to the office including signing all contracts and executing documents commonly necessary in the ordinary course of business. The President shall perform such other duties and have such other powers as the Board may, from time to time, designate. The President shall be employed under the terms and conditions approved by the Board.

Section 2. Appointment

All officers except for the President shall be elected at the Annual Meeting of the Board and shall hold office until the next Annual Meeting or until their successors are duly elected and qualified. The President shall be appointed by the Board, approved by the Member under Article II Section 2. k., and shall hold office at the pleasure of the Board subject to the termination procedure described in Section 3.9.3.4 of the Affiliation Agreement.

Section 3. Term

Except for the President, the term of each officer's position is one (1) year. No officer may serve more than three (3) annual consecutive terms in each officer position. A Trustee may be re-elected to serve as an officer after an interim of three (3) years following that Trustee's last term in that officer position. The President shall serve at the pleasure of the Board but subject to the termination procedure described in Section 3.9.3.4 of the Affiliation Agreement.

Section 4. Vacancies

Vacancies in any office, except for the President, may be filled by the Chair for the balance of the unexpired term.

ARTICLE VI COMMITTEES

The following are the standing committees of the Board: Executive Committee, Executive Compensation Committee, Finance Committee, Strategic Planning Committee, Governance Committee, Joint Conference Committee, Quality Care and Patient Experience Committee, and Philanthropy Committee. The Committee Chair and voting members of the committees shall be appointed by the Board Chair unless otherwise provided in these Bylaws. At the Board Chair's discretion, non-voting staff may be appointed to any Committee. The Board Chair and President shall be ex-officio members of all committees of the Board with the power to vote except that the President shall not be a voting member of the Executive Compensation Committee.

Special committees may be appointed by the Board Chair from time to time as required. The Chair of any special committees shall be appointed by the Board Chair.

Fifty percent (50%) of the members of a committee shall constitute a quorum for a committee meeting. The committee members present at a duly organized committee meeting (pursuant to the means permitted under Article IV, Section 2 of these Bylaws) may continue to transact business until adjourned, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. The act of the majority of committee members present at a duly organized meeting shall be the act of the committee pursuant to the means permitted under Article IV, Section 2.

Section 1. Executive Committee

The Executive Committee shall consist of the officers and the President of the Medical Staff. The Executive Committee shall possess all the powers and authority of the Board between meetings of the Board when time and circumstances require those powers to be exercised, except as otherwise provided by these Bylaws. All actions of the Executive Committee may be changed or revoked by vote of the Board. The Executive Committee shall meet at the call of the Board Chair or at the call of the Secretary upon the request of three (3) members of the Executive Committee.

Section 2. Executive Compensation Committee

The Executive Compensation Committee members include the Board Chair, Vice Chair, and Treasurer. The Committee shall recommend to the Board the terms and conditions of employment of the President, which will then be submitted to the System Board in accordance with the Reserved Powers.

Section 3. Finance Committee

The Finance Committee shall consist of the Treasurer, (who shall act as Committee Chair), the Assistant Treasurer, President, the Board Chair, at least one other Trustee, the Chief Medical Officer and the Chief Financial Officer of the Hospital. The Committee will meet at least 4 times a year. Responsibilities of the Committee include:

- a. devising ways and means of securing capital and operating funds for the support and development of the Hospital.
- b. overseeing the management of the Hospital's investment accounts, including operating, charitable, endowment and trust funds. The Finance Committee shall ensure the Hospital's various accounts are managed within the parameters specified in the Investment Policy Statement that has been adopted by the Board with respect to each account and shall have the authority to make all Investment decisions, except that it must obtain the approval of the Board before:
 - i. Amending an Investment Policy Statement that has been adopted by the Board; or
 - ii. Terminating the services of an investment manager; and engaging a new investment manager or replacing a manager who has been terminated.
- c. presenting to the Board not later than the Board's scheduled Fall meeting each year, its recommended annual operating and capital budgets for the ensuing fiscal year for presentation to and approval by the System Board.
- d. reviewing the capital outlay required to implement long-range development plans and will project possible sources of funds required to finance their implementation.
- e. presenting the auditor's annual reports, including reports to management, to the Trustees. The auditors shall make their corresponding oral reports to the Trustees at the next scheduled meeting of the Board following the completion of the auditor's reports.
- f. reviewing annually the Hospital's insurance coverage and cost and coordinate with other relevant committees and agencies to recommend to the Trustees a program of loss control, risk management, appropriate coverage and insurance entitlements and performance.

Section 4. Strategic Planning Committee

The Strategic Planning Committee shall consist of at least three (3) Trustees in addition to the Board Chair, President, President of the Medical Staff and the VP of Strategy & Community Relations. The Chair of the Committee shall be an Elected Trustee. The Committee will meet at least twice a year and at the call of the Chair. Responsibilities of the Committee include:

- a. assessing the health and medical care needs of the community served by the Hospital through the Community Health Needs Assessment and plan and recommend an appropriate organizational and institutional response.
- b. overseeing the implementation and status of a long-range strategic plan for the operation of the Hospital with consideration of facility needs and the fiscal implications of such plan.

Section 5. Governance Committee

The Governance Committee shall consist of at least three (3) Trustees, the Board Chair and the President. The Chair of the Committee shall be an Elected Trustee. This committee shall meet at least twice a year, and at the call of the Committee Chair. It shall review and make recommendations to the Board with respect to the orientation, development and education of the Board, amendments to the Hospital Bylaws, the nomination of officers (except for the president) at the Annual meeting of the Board for the ensuing year, the evaluation of the Board, and amendments to the Medical Staff Bylaws, Rules and Regulations, The Committee shall also research and present at the Annual Meeting of the Board the names of nominees for members as Elected Trustees or at any other time when a vacancy occurs.

Section 6. Joint Conference Committee

The Joint Conference Committee shall include members of the Medical Executive Committee, three (3) Trustees, the Board Chair and President. The Committee Chair shall be an Elected Trustees. The Joint Conference Committee shall meet on an ad hoc basis, on matters referred by the Board Chair, Medical Executive Committee or the President, to act as a liaison group for discussions of administrative matters and conflict resolution between the Board, President, and the Hospital Medical Staff.

The committee shall act as a deliberative body on matters of policy, bylaws, rules and regulations, resolutions, decisions involving the Medical Staff, including, but not limited to, denied provider appointments/reappointments, and decisions on the management and control of the Hospital that require agreement among the Board, President, and the Hospital Medical Staff and shall make pertinent recommendations to the Board, the Medical Executive Committee, and the President whenever necessary.

Section 7. Philanthropy Committee

The Philanthropy Committee shall consist of not less than four (4) or more than ten (10) members, not all of whom must be Trustees. The Committee Chair shall be an Elected Trustee. This committee shall be primarily responsible for fund-raising to support the charitable purposes of the Hospital. It is an expectation of all Board members to engage and participate in philanthropy at Huggins Hospital. The Philanthropy Committee will work closely with the Philanthropy Department at Huggins Hospital to increase donations from individuals and businesses in support of the Philanthropy Department's strategic priorities. Committee members will participate in events and engage with donors and prospective donors on behalf of Huggins Hospital. Committee members will actively fundraise through processes developed and agreed upon by the members and the Philanthropy Department.

Section 8. Quality Care and Patient Experience Committee

The Quality Care and Patient Experience Committee shall consist of at least three (3) Trustees in addition to the Board Chair, President, Chief Medical Officer, and VP of Strategy and Community Relations. The Chair of the Committee shall be an Elected Trustee. The Committee shall meet at least quarterly and shall:

- a. Monitor Hospital policies to ensure that the expectations of patients are met or exceeded by both the quality of patient care and the excellence of the service they receive.
- b. Annually review the policies and procedures in respect to credentialing the Medical and Clinical Staff.
- c. Establish a performance improvement approach for the Hospital.
- d. Oversee performance improvement initiatives/quality priorities and expectations.
- e. Review performance, patient experience, and quality reports.
- f. Review reports regarding Risk Management and Safety.

ARTICLE VII MEDICAL STAFF

Section 1. Medical Staff

The Board of Trustees shall appoint a Medical Staff composed of physicians, dentists, and other professionals who meet the general qualifications as outlined in Article III, Section 2, Qualifications for Membership, of the Medical Staff By-Laws, shall see that they are organized into a responsible administrative unit, and adopt such By-Laws, rules and regulations for the government of their practice as the Board deems to be the greatest benefit to the care of patients within the facilities of the Corporation. In the case of the individual patient, the provider duly appointed to the Medical Staff shall have full authority and responsibility for the care of that patient subject to only such limitations as the Board may formally impose and to the By-Laws, rules and regulations of the Medical Staff.

Section 2. Applications

All applications for appointment to the Medical Staff shall be in writing and signed and addressed to the President of the Hospital. The applications shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, and any unfavorable history with regard to licensure and hospital privileges. This information shall be reviewed and verified by the Medical Executive Committee of the Medical Staff. When telemedicine services are furnished through an agreement with a distant-site hospital or telemedicine entity, the Board may choose to rely upon the credentialing and privileging decisions made by the governing body of the distant-site hospital or telemedicine entity regarding individual distant-site physicians or practitioners.

Section 3. Appointments

The initial term of appointment to the Medical Staff shall be provisional for a period of one year only, during which time the applicant's performance and clinical competence will be evaluated. After the one-year period of time is concluded and the individual has satisfied all the requirements for Staff eligibility, the applicant may apply for a two-year appointment. All appointments to the Medical Staff and the granting of privileges to non-medical staff shall be for a maximum of two (2) years, upon such terms and limitations as the Board (after review of the recommendations of the Medical Staff) may determine, and renewable by the Board upon request and appropriate evidence of continued competence and qualifications.

Section 4. By-Laws

By-Laws for the Medical Staff, setting forth its organization and government shall be recommended by the Medical Staff, and such By-Laws as approved by the Board shall become part of the By-Laws of the Hospital. No amendment of the By-Laws or Rules and Regulations of the Medical Staff recommended by the Medical Staff shall be effective until ratified by the Board. The Board may propose amendments to the Bylaws and Rules and Regulations of the Medical Staff as defined in Article XII Section 2 of the Medical Staff Bylaws.

ARTICLE VIII AUXILIARY

Groups auxiliary to Hospital may be organized as approved by the Board. The organization and bylaws of groups auxiliary to Hospital shall be subject to approval by the Board. Auxiliary groups may be established for the purposes of raising funds for the Hospital, volunteering services in, or on behalf of the Hospital, otherwise promoting the comfort and welfare of patients of the Hospital.

Each auxiliary group will furnish a written annual report of its activities to the Board as at the close of each fiscal year of the Hospital. Each group which raised funds for the benefit of the Hospital will also submit an annual financial statement at the close of its fiscal year.

ARTICLE IX CONFLICT OF INTEREST

Pecuniary benefit transactions and conflicts of interest shall be governed by the requirements of New Hampshire Revised Statutes Annotated ("RSA") 7:19-a, as amended from time to time, as well as such additional policies and procedures that may be adopted by the Board of Trustees.

ARTICLE X INDEMNIFICATION

The Hospital shall indemnify and hold harmless any Trustee, officer, committee member, agent or employee including a voluntary and unpaid employee who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal,

administrative or investigative (other than an action by or in the right of the Hospital) by reason of any action alleged to have been taken, omitted or neglected by such person while serving as Trustee, officer, committee member, employee or agent of the Hospital, or is or was serving at the request of the Hospital as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expense, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the claim, action, suit or proceedings if such person acted in good faith and in a manner such person reasonably believed to be, or not opposed to, the best interests of the Hospital, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful.

This right of indemnification shall inure to the individual or the individual's estate providing, however, the person entitled to indemnification, to the extent practicable, shall give timely notice to the Hospital, which shall have the right to intervene and control the defense or negotiations of all such claims made against the individual, whether during the individual's term of service or otherwise.

Such indemnification, unless ordered by a court, shall be made by the Hospital in a specific case upon a determination that indemnification of the Trustee, officer, committee member, employee or agent has met the applicable standard of conduct set forth above. This determination shall be made:

- a. Firstly, by the Board by majority vote of a quorum consisting of Trustees who are not parties to the claim, action, suit or proceeding; or secondly and alternatively
- b. By independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Trustees so directs.

Expenses, including attorneys' fees, incurred in investigating a claim or defending a civil or criminal action, suit or proceeding may be paid by the Hospital in advance of the final disposition of the claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee, officer, committee member, employee or agent to repay such advances if it shall ultimately be determined that such person is not entitled to be indemnified by the Hospital as authorized in this section.

To the extent that a Trustee, officer, committee member, employee or agent of the Hospital has been successful on the merits or otherwise in defense of any action, suit or proceeding brought by the Hospital against such Trustee, officer, committee member, employee or agent of the Hospital, such Trustee, officer, committee member, employee or agent of the Hospital shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such Trustee, officer, committee member, employee or agent of the Hospital in connection therewith.

The provisions of this Article shall not extend to nor inure to the benefit of any insurer, by right of subrogation or otherwise.

ARTICLE XI FISCAL YEAR

The fiscal year of the Hospital shall be from October 1 to September 30.

ARTICLE XII SEAL

The seal of the Hospital shall be circular in form, and shall have inscribed on its face the name of the Hospital and the year of its incorporation.

ARTICLE XIII AMENDMENT

Subject to the Reserved Powers of the Member described in Article III, Section 3(j) above, the Bylaws may be amended by a majority vote of the Board at any regular meeting or at any special meeting called therefore; provided, however, that notice in writing of any proposed amendment shall be mailed or emailed to all Trustees at least three (3) business days before the meeting at which said proposed amendment is to be voted. Non-material amendments to these Bylaws may be made without a vote of the Board of Trustees. Non-Material amendments are ones that do not change the meaning of and do not have an impact on the interpretation of these Bylaws. Some examples of non-material amendments are capitalization of terminology; grammatical corrections; and re-organization of information for consistency. Non-material amendments are effective immediately, and an updated copy of the Bylaws shall be provided to the Trustees after such amendments are made.

EXHIBIT A

HOSPITAL BOARD OF TRUSTEE CRITERIA

1. Employment or personal experience, and/or professional status that reflect a record of accomplishment or reveals expertise that will help the Board of Trustees fulfill its duties.
2. Well regarded in the communities served by the Hospital, with a long-term, good reputation for high ethical standards.
3. Demonstrates an understanding of the Hospital's mission, as well as the mission, vision and principles of the System as set forth in Section 1 and 2 of the Affiliation Agreement.
4. Demonstrates a strategic perspective, an awareness of the dynamics of the complex and ever-changing healthcare environment and the need to anticipate and capitalize on opportunities that enhance the vision and principles of the Hospital as well as the System as set forth in Sections 1 and 2 of the Affiliation Agreement.
5. Service and experience with other non-profit or healthcare boards with a record of preparation, attendance, participation, interest and initiative.
6. Willing and enthusiastic promoter of the Hospital as well as the System.
7. Geographic residence or other connection to the area served by the Hospital.
8. Connections with public and influential community organizations and stakeholders important to the Hospital.
9. Willingness and availability to contribute time and energy to the Hospital's Board and its committees.
10. Respect for the missions and identity of each Hospital within the System.

AMENDMENTS

EFFECTIVE DATE OF AMENDMENTS	CHANGES	RATIONALE
January 30, 2020	Re-write and reformatting of entire Bylaws.	Please see Executive Summary of Bylaw Changes contained in the Board Annual Meeting Packet of 1/30/2020.
December 22, 2020	<p>Article III. Board, Section 8. Remove the word “then”</p> <p>Article IV. Board Meetings, Section 1. Categories, item b. Regular Meetings: Regular Meetings of the Board shall be held no less often than six (6) times per year at such time as the Board may determine.</p> <p>Article IV. Board Meetings, Section 2. Location and Participation Added “The Board shall meet no less often than six (6) times which includes the Annual Meeting and Regular Meetings.”</p> <p>Article IV. Board Meetings, Section 6. Voting The name of this section was changed to “Trustees’ Action Without Meeting.” The language was changed to clarify that any vote taken by this means must be unanimously approved by all Trustees and delineates that only the Chair of the Board and CEO may call such a vote.</p> <p>Article VI. Committees, Section 1. Executive Committee. Deleted the second paragraph.</p> <p>Article VI. Committees, Section 3. Finance Committee. Added how many times this Committee must meet each year.</p>	<p>Grammatical correction.</p> <p>This change and the one directly below go together. The sentence in Section 2 was added to clarify that the Annual Meeting and Regular Meetings count toward the 6 required meetings of the Board.</p> <p>This change was done to clarify that a unanimous vote must be received to be allowed in this manner. It also ensures that only the Board Chair or the CEO have the authority to call such vote. The language is consistent with that in the GOH Bylaws.</p> <p>The Executive Committee had to meet in those months when the Board does not meet. Deleting this paragraph removes that mandate; however, the Committee can meet when there is business to be conducted.</p> <p>By deleting this paragraph it There was no language noting how many times a year this Committee would meet.</p>

November 18, 2021	Article VI. Committees, Section 3. Finance Committee. Non-Material Change	Title change: VP of Finance to Chief Financial Officer
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