

AMENDED AND RESTATED BYLAWS

OF

EXETER HEALTH RESOURCES, INC.

Effective date: [DATE]

**EXETER HEALTH RESOURCES, INC.**  
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## SECTION 1.

### NAME, PURPOSES, EFFECTIVE DATE, LOCATION, FISCAL YEAR, RULES OF CONSTRUCTION

#### 1.1 Name, Purposes and Effective Date

The name and purposes of Exeter Health Resources, Inc. (the “Corporation”) shall be as set forth in its Articles of Agreement. These Amended and Restated Bylaws (“Bylaws”), the powers of the Corporation, the Corporation’s member (“Member”), the Corporation’s trustees (“Trustees”), and the Corporation’s Officers (as hereinafter defined), and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Agreement as from time to time in effect. These Bylaws shall be effective upon the date (the “Effective Date”) Beth Israel Lahey Health, Inc. became the Member.

#### 1.2 Location

The principal office of the Corporation in the State of New Hampshire shall initially be located at the place set forth in the Articles of Agreement. The Member, after consultation with the Chair (as hereinafter defined), may change the location of the principal office in the State of New Hampshire effective upon filing an amendment to such Articles with the Secretary of the State of New Hampshire.

#### 1.3 Fiscal Year

The fiscal year of the Corporation shall, unless otherwise decided by the Member, end on September 30 in each year.

#### 1.4 Rules of Construction

For purposes of these Bylaws: (a) section headings are inserted only as a matter of convenience and for reference and in no way define, limit or extend the scope of any of their provisions; (b) “including” and other words or phrases of inclusion will not be construed as terms of limitation; (c) whenever the context so requires, the singular includes the plural and the plural includes the singular; and (d) the personal pronouns “he” or “she” and the possessive pronouns “his” or “hers,” as used in these Bylaws, shall be construed to be gender neutral, referring to males or females as appropriate to the context.

## SECTION 2.

### MEMBER

#### 2.1 Member

The sole member of the Corporation shall be Beth Israel Lahey Health, Inc.

#### 2.2 Powers

Subject to the provisions of the Articles of Agreement and these Bylaws, the Member shall have the right to exercise all powers, both positive and negative, conferred by New Hampshire Revised

Statutes Annotated (“NH RSA”), as amended to date, on members or shareholders of corporations organized under NH RSA Chapter 292. In addition, except as are expressly granted to the Board of Trustees of the Corporation (“Board”) in these Bylaws, the Member shall have the right to exercise all powers, positive and negative, conferred by NH RSA on boards of corporations organized under NH RSA Chapter 292. The powers reserved to the Member under this Section 2.2 are powers to approve and/or initiate actions subject to Board authority under NH RSA, provided, that to the extent that an affirmative vote of the Board is required under NH RSA Chapter 292, the Member shall only act in accordance with Section 3.2.2 below.

Notwithstanding the foregoing, the Member may not take any of the following actions without the approval of the Board: (a) approve or require any change in, or consolidation of philanthropic gifts, assets, and programs of the Corporation, which shall remain under the Corporation’s control and be used for the benefit of the Corporation and not for other components of the Member’s system, except to the extent that such changes involve back-office consolidation with other direct or indirect subsidiaries of the Member; (b) approve or require any change in the name, brand, or trademark of the Corporation or any of its subsidiaries, except such complementary changes as the Member may determine are reasonably appropriate in establishing a system-wide identity for the affiliated entities; (c) amend or restate these Bylaws to change or eliminate either of the foregoing limitations on its powers; or (d) for the ten (10)-year period following the Effective Date, make any Material Reduction in Services (as defined in that certain Affiliation Agreement dated June 28, 2022 by and between the Corporation and the Member (the “Affiliation Agreement”)). After such ten-year period expires, the Member may not cause the Corporation, directly or indirectly, to cease operating a separately licensed hospital facility, or close any essential service of such hospital facility, without consulting with the Board prior to taking such action.

### 2.3 Meetings of the Member

The annual meeting of the Member of the Corporation shall be held on the same day and at the same place as the annual meeting of the Member’s Board, at a time to be determined by the Member and in accordance with the Member’s Bylaws, and any regular or special meetings of the Member shall be held at a time to be determined by the Member.

### 2.4 Action by the Member

Any action to be taken by the Member shall be deemed duly authorized when taken by the Member’s Board or its duly authorized representative. Any such actions may be taken without a meeting if confirmed through a duly authorized written communication by the Member’s Board or its representative filed with the Clerk of the Corporation.

## SECTION 3.

### BOARD OF TRUSTEES

#### 3.1 Number; Qualification; Term; Appointment, Reappointment, Removal and Resignation

##### 3.1.1 Number

The number of Trustees, including those serving *ex officio*, serving on the Board shall be not less than ten (10) or more than fifteen (15) for such period as is necessary to allow the Initial Exeter Trustees (as defined in the Affiliation Agreement) to continue to serve