

AMENDED AND RESTATED BYLAWS

OF

EXETER HOSPITAL, INC.

Effective Date: [DATE]

**EXETER HOSPITAL, INC.  
 AMENDED AND RESTATED BYLAWS  
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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 Hospital, 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 (as hereinafter defined), the Corporation’s trustees (“Trustees”), and the Corporation’s officers (“Officers”), 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 System Member (as hereinafter defined).

#### 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 AND SYSTEM MEMBER

#### 2.1 Member and System Member

The sole member of the Corporation shall be Exeter Health Resources, Inc. (the “Member”). The sole member of the Member shall be Beth Israel Lahey Health, Inc. (referred to herein as the “System Member”).

## 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 and the Bylaws of the Member.

## 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 or System Member

Any action to be taken by the Member or the System Member shall be deemed duly authorized when taken, with respect to the Member, by the Board of Trustees of the Member (the “Member’s Board”) or its duly authorized representative and, with respect to the System Member, by the Board of Trustees of the System Member (the “System 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 respective 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 Board shall consist of those persons who are serving from time to time as the trustees of the Member.

##### 3.1.2 Qualification

Qualification for service as a trustee of the Member’s Board shall constitute qualification for service as a Trustee of the Corporation.

##### 3.1.3 Term

Each Trustee shall hold office for so long as he or she holds office as a trustee of Member's Board.

#### 3.1.4 Appointment, Reappointment, Removal and Resignation

Appointment, reappointment, removal or resignation of a Trustee from service as a trustee of the Member's Board shall constitute appointment, reappointment, removal or resignation from office as a Trustee of the Corporation.

### 3.2 Powers and Responsibilities; Limitations

#### 3.2.1 Powers and Responsibilities

The powers and responsibilities of the Board include the following: (a) providing recommendations to the Member and the System Member, as applicable, regarding (i) the establishment of the Corporation's policies, (ii) the maintenance of patient care quality, and (iii) the provision of clinical services and community service planning in a manner responsive to local community needs; (b) ensuring compliance with all licensure and accreditation requirements, including credentialing and other medical staff matters; (c) providing oversight for institutional planning, making recommendations for new clinical services, and participating in an annual review of the Corporation's strategic and financial plan and goals; (d) reviewing and recommending approval of operating and capital budgets as well as making recommendations with respect to capital expenditures; (e) ensuring that Board-designated and unrestricted funds held by the Corporation or its subsidiaries are used only to advance the charitable purposes of the Corporation or its subsidiaries, as applicable, for the benefit of the communities served by the Corporation; (f) providing governance and oversight for philanthropic funds held by the Corporation raised in the State of New Hampshire (whether restricted or unrestricted); (g) making recommendations with respect to quality assessment and improvement programs; (h) providing oversight of risk management programs relating to patient care and safety; (i) reviewing disaster plans that deal with both internal (e.g., fire) and external disasters; and (k) evaluating recruitment needs to ensure adequate medical staff capacity to continue to meet community needs.

#### 3.2.2 Limitations

Except as otherwise provided in these Bylaws, the Board shall act in an advisory capacity and consistent therewith shall have only the following powers: (a) powers expressly granted by the Member from time to time; (b) power to exercise its authority as a member of other legal entities; and (c) power to enforce any rights vested in the Corporation under the bylaws of the Member (as defined under the bylaws of the Member) or under these Bylaws with respect to the Member. The powers of the Board in clauses (a) and (b) of the preceding sentence shall be subject to the reserved powers of the Member set forth in Section 2.2. The powers of the Board in clause (c) of the first sentence of this paragraph shall be independent of the Member and not subject to the reserved powers of the Member set forth in Section 2.2.

To the extent that New Hampshire law requires the Board to make a recommendation or adopt a resolution on a matter reserved to the Member under Section 2.2 (a "New Hampshire Board Action"), then the recommendation or resolution shall be taken by the Board in accordance with this paragraph. In the normal course, either the New

Hampshire Board Action will be recommended by the Corporation's Board of its own accord, or the Member will request that the Corporation's Board consider and make a recommendation to the Member regarding such New Hampshire Board Action. If the Board recommends a New Hampshire Board Action, then the Member may approve, disapprove, defer or suggest reconsideration or amendment of the New Hampshire Board Action as recommended by the Board. If the Member requests that the Corporation's Board reconsider or amend a New Hampshire Board Action, then the Corporation's Board shall take the requested action within such reasonable time as may be specified by the Member for such action.

Notwithstanding clause (b) above, the power of the Corporation to exercise its authority as a member of another legal entity shall be subject to the following limitations: (x) all statutory powers that reside in the Corporation as a member of another legal entity under New Hampshire law may be exercised by the Corporation only at the express and explicit direction of, and with the approval of, the Member; (y) all statutory powers that reside in the Corporation as a member of another legal entity under New Hampshire law may be exercised directly by the Member after consultation with the Chair but otherwise without the approval or participation of the Corporation; and (z) other than statutory powers, the Corporation shall have only those powers and authorities over and with respect to the legal entities of which it is a member as are expressly and explicitly delegated or directed to the Corporation by action of the Member's Board.

### 3.3 Compensation

Trustees shall not be entitled to compensation for their services as Trustees but may receive compensation for other services performed for the Corporation subject to such Trustee's compliance with the conflict of interest procedures established by Section 6.2 and with the New Hampshire pecuniary benefit statute, RSA 7:19-a.

### 3.4 Meetings

#### 3.4.1 Annual Meeting

The annual meeting of the Trustees shall be held concurrently with the annual meeting of the Member.

#### 3.4.2 Regular Meetings

Regular meetings of the Trustees shall be held on such date and time as the regular meetings of the Member.

#### 3.4.3 Special Meetings

Special meetings of the Trustees shall be held at any time and at any place when called by the Chair (or if there be no such Chair, the Vice-Chair should there be one), the President, five (5) or more Trustees, or the Member.

#### 3.4.4 Notice of Meetings

Notice of each meeting of the Trustees, stating the place, date and time and the purposes of the meeting, shall be given to each Trustee. Notice shall be given at least seven (7)

days before regular meetings and at least forty-eight (48) hours before special meetings. Notice shall be given in writing, in person or by telephone, voice mail, facsimile, email or other electronic means. Written notice by mail is effective upon deposit with the United States postal service, postage prepaid, and addressed to the Trustees, or in the case of the chair of the Member's Board, the chair's address, as applicable, as shown in the Corporation's records. Electronic notice is effective upon transmission. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver of notice, executed by said Trustee (or said Trustee's attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her or him.

#### 3.4.5 Quorum

At any meeting of the Trustees a majority of the Trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

#### 3.4.6 Action by Vote

When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Agreement or these Bylaws.

#### 3.4.7 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 the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

#### 3.4.8 Presence through Communication Equipment

Unless otherwise provided by law or the Articles of Organization, Trustees may participate in a meeting of the Board by means of a conference telephone, videoconference or similar communications equipment; provided, however, that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

### SECTION 4.

#### OFFICERS

#### 4.1 General Provisions

##### 4.1.1 Officers

The Officers of the Corporation shall consist of those individuals serving from time to time as officers of the Member.

#### 4.1.2 Appointment, Reappointment and Terms

Each Officer shall hold office for so long as he/she holds office as an officer of the Member. Appointment or reappointment of an Officer to serve as an officer of the Member shall constitute appointment or reappointment to serve as an Officer of the Corporation.

#### 4.1.3 Removal and Resignation

Removal or resignation of an Officer from service as an officer of the Member shall constitute removal or resignation from service as an Officer of the Corporation.

### 4.2 Responsibilities

#### 4.2.1 President

The President of the Corporation shall report to the Chief Executive Officer of the System Member (“CEO”) or his/her designee and shall be the agent of the Board charged with supervising and directing the management of the Corporation and shall exercise the powers and duties inherent in such charge, including the power, unless otherwise determined by the System Member or the CEO, to hire and remove senior executive and clinical leadership of the Corporation. Specifically, but not by way of limitation, the President shall, consistent with system wide policies, procedures and objectives, provide overall direction and strategic leadership to the Corporation, have principal responsibility and authority to administer the Corporation’s affairs, and to act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other body or person to so act. The President also shall assure that the operations and activities of the Corporation are recognized by, contribute to and serve the entire system of care delivered under the direction of the System Member and to the patients the system serves. When there is no Vice-Chair, the President shall exercise the duties and responsibilities as set forth in Section 4.2.2 in the absence of the Chair.

#### 4.2.2 Chair of the Board

The Chair shall be an Independent Trustee (as defined in the bylaws of the Member) and shall have general supervision and direction of the affairs of the Board and shall preside at all meetings of the Board. In addition, without limitation, the Chair shall serve as the official channel of communication between the Board and any of its Committees.

#### 4.2.3 Vice-Chair(s)

When there is one (1) or more Vice-Chairs, the Vice-Chair(s) shall be an Independent Trustee and shall perform the duties of the Chair in the absence of the Chair, in the event of the Chair’s death, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chair to act personally. When so performing the duties of the Chair, the Vice-Chair(s) shall have all the powers of and be subject to all of the restrictions upon the Chair.

#### 4.2.4 Treasurer and Assistant Treasurer



The Treasurer shall be charged with oversight of the financial affairs of the Corporation, subject to the control and direction of the Board in the performance of his or her duties as Treasurer. The Treasurer shall keep or cause to be kept correct and complete books and records of the accounts of the Corporation and shall have such other duties and powers as designated by the Board. In the absence or disability of the Treasurer, the Treasurer's powers and duties may be performed by the Assistant Treasurer.

#### 4.2.5 Clerk and Assistant Clerk

The Clerk shall (a) supervise the preparation and safekeeping of accurate minutes of all meetings of the Board, (b) keep the corporate records, minute books and seal of the Corporation, (c) authenticate records of the Corporation and (d) perform such other duties as are from time to time assigned by the Board. In the absence or disability of the Clerk, her or his powers and duties may be performed by the Assistant Clerk.

### 4.3 Compensation

Compensation for the President shall be set by the System Member after consultation with the Chair. Compensation for senior executives of the Corporation shall be set in accordance with policies and procedures established by the System Member. The term "Compensation" shall include the following: salary; bonuses; severance benefits; deferred compensation (whether provided through salary deferral, insurance vehicle, SERP or other retirement funding vehicle); any payment, contingent or otherwise, which is intended to provide funding or other benefits whether vesting immediately or at some future date; and any benefits not generally available to all full-time employees of the Corporation.

## SECTION 5.

### COMMITTEES

#### 5.1 General Provisions

##### 5.1.1 Establishment

Unless otherwise authorized by the System Member, there shall be the standing committees set forth in Section 5.2 hereafter ("Mandatory Standing Committees"). The Board may establish at any time, by vote of a majority of the Trustees then in office, any of the following optional standing committees ("Optional Standing Committees," and together with Mandatory Standing Committees, "Standing Committees"), each as more fully described in Section 5.3, below: Executive, Research, and Medical Education. The Board, by vote of majority of the Trustees then in office, the Board Chair, or a Committee Chair in consultation with the Board Chair, may also establish at any time *ad hoc* committees or subcommittees of the Board to perform a specific task on a short-term basis ("*Ad Hoc* Committees," and together with Standing Committees, "Committees"). The Board may abolish any Optional Standing Committee at any time and the governing body that established a given *Ad Hoc* Committee (*i.e.*, the Board, Board Chair, or Committee Chair after consultation with the Board Chair, as applicable) may abolish such *Ad Hoc* Committee at any time. Committees shall operate solely in an advisory capacity to the Board; provided, however, that the Trustees may delegate to a Committee comprised solely of Trustees the authority to act on any specific issue expressly delegated to it. Any Committee other than the Executive Committee and the Medical Staff

Appointment Committee may have members who are not Trustees, who may serve as voting members of any such Committee and count for purposes of a quorum of any such Committee on any matters before such Committee that do not involve the exercise of a Board delegated power. Unless the Trustees otherwise designate, to the extent practicable, Committees shall conduct their affairs in the same manner as provided for in these Bylaws for the Board.

#### 5.1.2 Election, Terms and Qualifications

Committee members and chairs shall be elected by the Board after receiving recommendations from the Governance/Nominating Committee; provided, however, that such nominating process is not necessary for *Ad Hoc* Committee members. Each Mandatory Standing Committee Chair shall be a Trustee. Each Standing Committee Chair shall be appointed for an initial term of three (3) years and may be appointed for up to three (3) additional one year terms, but may not serve for more than six (6) consecutive years without a one-year gap in service. Each Standing Committee member shall be appointed for a term of three (3) years; provided, however, that the initial term of the Standing Committee members appointed concurrently with Beth Israel Lahey Health, Inc. becoming the System Member shall be for terms of two (2), three (3) or four (4) years to achieve a general staggering of terms such that approximately one third (1/3) of the Standing Committee member's terms shall expire each year. Standing Committee members may not serve for more than three (3) consecutive three (3) year terms and, for such purposes, any term less than or more than three (3) years shall be considered a full, three (3) year term if it was (a) to achieve staggering, (b) due to a term commencing at any time other than October 1 of a given year, or (c) due to an appointment to fill a vacancy. Standing Committee meetings shall be called by the Standing Committee Chair as needed and in any event at least quarterly. *Ad Hoc* Committees shall automatically disband upon the earlier of (1) the completion of the task delegated to the *Ad Hoc* Committee by the Board and delivery of the Committee's final report to the Board or (2) the next annual meeting following the Committee's establishment, unless otherwise specified by the Board.

The Board may require any person who is not a Trustee who serves on or provides consultation to a Committee to sign a confidentiality agreement and a conflict of interest disclosure form.

Each Committee shall keep a record of its proceedings and submit any reports and recommendations to the Board. The Board shall have the power to remove any Committee member with or without cause and rescind any action of any Committee, but no such rescission shall have retroactive effect.

#### 5.2 Mandatory Standing Committees

The Corporation shall have the following Mandatory Standing Committees.

##### 5.2.1 Finance

The Finance Committee shall consist of those persons who are serving from time to time as members of the finance committee of the Member. Subject to the authority of the System Member and the System Member's finance committee, the Finance Committee shall have general oversight over the finances and assets of the Corporation and its

subsidiaries. The Finance Committee shall periodically, and in any event annually, review the overall operating and capital budgets of the Corporation and of those of its subsidiaries and shall submit recommendations in regard thereto to the finance committee of the Member in anticipation of final review by the finance committee of the System Member. The Committee Chair shall act, together with management, as a principal liaison with the chair of the finance committee of the Member.

#### 5.2.2 Quality/Patient Experience and Care Assessment

The Quality/Patient Experience and Care Assessment Committee shall have members including the CEO or CEO's designee, the Chair or his/her designee, and the President or his/her designee, each serving *ex officio*. The Committee shall review and monitor the quality of health care provided by the Corporation and participate, with the System Member and the System Member's affiliates on system-wide quality improvement activities as well as patient safety and satisfaction performance. The Committee Chair shall act, together with management, as a principal liaison with the chair of the quality/patient experience and care assessment committee established by the System Member.

#### 5.2.3 Medical Staff Appointment

The Medical Staff Appointment Committee shall be comprised of (1) only Trustees, and (2) not less than three (3) Trustees. The President and the Chair or their respective designees shall each serve on the Committee *ex officio*. The Committee shall comply with the standards of The Joint Commission or any other accrediting organization the Corporation may use from time to time, the Centers for Medicare and Medicaid Services Conditions of Participation for Hospitals, these By-laws and the Medical Staff By-laws, rules and regulations. The Committee is authorized to act on behalf of the Board of Trustees in granting, renewing or denying medical staff membership and clinical privileges. Further, the Board of Trustees may authorize the Committee to act on behalf of the Board of Trustees, to the extent action by the Board of Trustees is required in the Medical Staff By-laws, rules and regulations, in approving or denying recommendations from the Medical Executive Committee to appoint or remove departmental/divisional/sectional officers.

#### 5.2.4 Philanthropy

The Philanthropy Committee shall consist of those persons who are serving from time to time as members of the philanthropy committee of the Member. The Philanthropy Committee shall be responsible for facilitating philanthropic giving to the Corporation, authenticating the strategy and policy recommendations of the Corporation management overseeing philanthropy for annual, campaign and other development initiatives to ensure effective and responsible donor engagement and stewardship of philanthropic gifts in accord with the intent of donors of the Corporation, and ensuring consistency with policies regarding philanthropic giving adopted by the System Member for and with respect to philanthropy.

### 5.3 Optional Standing Committees

The Corporation, upon approval of the Board by vote of a majority of the Trustees then in office, may have any of the following Optional Standing Committees, as described below.

### 5.3.1 Executive

The Executive Committee shall consist of those persons who are serving from time to time as members of the executive committee of the Member. The Executive Committee shall promote dialogue and communication between the President and the Board, act as a sounding board for the President during periods between Board meetings, and may exercise powers of the Board only with respect to matters expressly delegated to it by the Board. Any actions taken by the Executive Committee consistent with a power delegated to it by the Board shall be reported to the Board at the Board's next regularly scheduled meeting.

### 5.3.2 Research

The Research Committee shall advise the Board on strategic matters affecting the Corporation's research, including strategy and priority setting, operating plans, and budgets. The President and the Chair or their respective designees shall serve as *ex officio* members.

### 5.3.3 Medical Education

The Medical Education Committee shall (a) provide guidance to the Board in its oversight of the educational mission of the Corporation and its efforts to enhance the relationship of the educational programs to the missions of patient care and research; and, (b) work with the Board and the administration of the Corporation to ensure comprehensive consideration of the Corporation's educational goals, objectives, and resource needs, and to develop and implement appropriate educational programs as well as outcome measures to assess the success and value of such programs. The President and the Chair or their respective designees shall serve as *ex officio* members.

## SECTION 6.

### GENERAL PROVISIONS

#### 6.1 Indemnification and Personal Liability

##### 6.1.1 Indemnification

The Corporation shall indemnify Trustees, Officers, and may indemnify other individuals associated with the Corporation in accordance with the Articles of Agreement as the same may be amended from time to time.

##### 6.1.2 Personal Liability

The Corporation shall limit the personal liability of Trustees, Officers and/or other individuals associated with the Corporation in accordance with the Articles of Organization as the same may be amended from time to time.

#### 6.2 Conflict of Interest and Confidentiality

Officers, Trustees and non-Trustee committee members shall comply in all respects with the Conflict of Interest policies and procedures and the Statement of Confidentiality Obligations

adopted by the System Member for applicability to all subsidiaries and affiliates of the System Member, which Conflict of Interest policies and procedures shall conform with the requirements of NH RSA 7:19-a.

6.3 Inspection of Books and Papers

All books, papers and documents of every kind belonging to the Corporation, wherever located, shall be open to the inspection of Trustees and the Member's Board at all times during regular operating hours, subject to such reasonable limitations as the Board may provide.

6.4 Amendments

In accordance with the Articles of Agreement, these Bylaws may be amended only by the Member; provided however, that any amendment to Section 2.2, Section 3.2.1, or Section 3.2.2 hereof must also be approved by a vote of the Board. In accordance with Section 2.2 hereof, the Articles of Agreement may be amended only by the Member, subject to the process set forth in the second paragraph of Section 3.2.2.

SECTION 7.

MEDICAL STAFF; QUALITY OF PATIENT CARE

7.1 Organization

The Board shall appoint a Medical Staff (the "Medical Staff") and shall oversee its organization into a responsible administrative unit. Subject to its own responsibility for quality of care, the Board shall delegate to the organized Medical Staff overall responsibility for overseeing the quality of the professional services provided by all individuals with clinical privileges at the hospital. The President of the Medical Staff (or his/her designee), as an *ex officio* member of the Board, or others, at the request of the Board or of the Medical Staff President, will report regularly to the Board.

7.2 Medical Staff Bylaws

The Board shall require the Medical Staff to develop, adopt and periodically review bylaws and rules and regulations governing the Medical Staff and to submit such bylaws, amendments and rules and regulations to the Board for approval; provided that the Board reserves the right to adopt or amend any bylaws, rules and regulations if in the Trustees' reasonable opinion, such action is necessary in order to achieve the hospital's objectives, protect the safety of patients, maintain the hospital's financial stability, or assure the hospital's compliance with legal, governmental, or other regulatory requirements. Medical Staff bylaws, rules and regulations, and amendments thereto shall not become effective until approved by the Board.

7.3 Medical Staff Appointments; Hearings

(a) The Board shall appoint to the Medical Staff physicians and others who meet the qualifications for membership set forth in the bylaws of the Medical Staff. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his/her patients, subject to such limitations as are contained in these Bylaws and in the bylaws, rules and regulations of the Medical Staff and subject, further, to any limitations attached to his appointment or imposed by law or his/her license.

- (b) All applications for appointment and reappointment to the Medical Staff shall be in writing, shall be signed by the applicant, and shall be submitted on a form prescribed by the Medical Staff with the approval of the Board. All applicants shall provide the information and the releases and assurances described in the Medical Staff bylaws. The procedure for appointment and reappointment shall be the procedure described in the Medical Staff bylaws.
- (c) All appointments to the Medical Staff shall be made by the Board upon such conditions and for such terms as the Board in its discretion shall determine, consistent with the Medical Staff bylaws. All appointments shall be subject to renewal by the Board at the expiration of such terms, pursuant to procedures described in the Medical Staff bylaws. Except as otherwise provided in the Medical Staff bylaws or by applicable law or regulation, when an appointment is not to be renewed, or when privileges have been or are proposed to be reduced, altered, suspended, or terminated for reasons of professional conduct or performance, the applicant shall be entitled to a hearing before an appropriate body of the Medical Staff or hearing officer as provided in the bylaws of the Medical Staff and, following the recommendation of such body or hearing officer, an appellate review, before the Board, also as provided in the bylaws of the Medical Staff. The decision of the Board shall be final.

7.4 Quality of Patient Care

Within the context of a quality improvement plan approved by the Board, the Board shall delegate to the Medical Staff the responsibility to conduct specific activities that contribute to the preservation and improvement of the quality, safety and efficiency of patient care provided in the hospital and that support a uniformly high level of quality patient care for all hospital patients. Such activities shall include, but shall not be limited to, evaluating the qualifications of practitioners seeking to exercise clinical privileges within the hospital and making recommendations thereon to the Board, ongoing monitoring of patient care provided within the hospital, and participation in such other measures as the Board, and management of the hospital, may deem necessary and appropriate.

SECTION 8.

RESERVED