

**EXETER HOSPITAL, INC.
BY-LAWS**

**ARTICLE I
THE CORPORATION**

1.1 Articles of Agreement. The name of the corporation (the "Corporation"), the purposes for which it is established, and the address of its registered office shall be as set forth in the articles of agreement, as from time to time amended, and these By-Laws. All matters concerning the regulation and management of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in such articles of agreement and such articles of agreement are hereby made a part of these By-Laws.

1.2 Goals and Objectives. The goals and objectives of the Corporation shall be as follows:

- a. to establish and maintain an institution for the provision of diagnostic facilities and medical services for members of the community;
- b. to develop programs to meet the needs of the community;
- c. to promote and carry on such activities related to the rendering of care to the sick and injured, which shall include, among other things, medical and surgical treatment of sick adults and children; the prevention of disease; and instruction and teaching in the diseases of adults and children.

1.3 Corporate Seal. The Trustees may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall end on September 30.

**ARTICLE II
VOTING MEMBERSHIP**

2.1 Membership. Exeter Health Resources, Inc., a charitable Corporation acting through its Board of Trustees, shall be the sole voting member (the "Member") of the Corporation for all purposes for which a vote of the Member or Members is required by law, the articles of agreement or these By-Laws.

2.2 Powers and Rights. The Member shall have the power to change the corporate name, merge with or acquire any corporation organized under Chapter 292 of the Revised Statutes Annotated of New Hampshire, amend the articles of agreement, dissolve the Corporation, annually appoint an independent certified public accountant to perform an audit of the accounts of the Corporation, and such other powers and rights as may be reserved to it by law or the articles of agreement. In addition, the Member shall have the power to elect Trustees as provided in Section 3.1 and such other powers and rights as are vested in these By-Laws.

2.3 Annual Meeting. The annual meeting of the Member shall be conducted by written vote pursuant to the authority granted to the President of the Member by its Board of Trustees as soon as practicable after such authority is granted but in any event prior to the annual meeting of the Board of Trustees.

2.4 Special Meetings. Special meetings of the Member shall be held upon the call of the Member. A special meeting of the Member shall be conducted by written vote pursuant to the authority granted to the President of the Member by its Board of Trustees.

2.5 Action by Writing. Any action required or permitted to be taken at any meeting of the Member may be taken without a meeting if all persons 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 Member. Such consents shall be treated for all purposes as a unanimous vote at a meeting. Whenever an action of the Member is required, a written consent signed by the President of the Member may be relied upon as the action of the Member, unless a meeting of the Member shall be required by law, the articles of agreement, or these By-Laws.

ARTICLE III **BOARD OF TRUSTEES**

3.1 Number and Composition. The Board of Trustees shall consist of a number not to exceed fifteen (15) persons. Of this number, up to thirteen (13) persons shall have been elected by the Member from among the elected members of the Board of Trustees of the Member, and the President of the Corporation and, subject to Section 3.4 herein, the President of the Medical Staff of the Corporation (the "Medical Staff") shall serve as ex-officio Trustees. Ex-officio Trustees shall be entitled to be present and to vote on all matters coming before the Trustees (except with respect to matters involving an ex-officio Trustee's rights, responsibilities and compensation, which shall require action by the independent Trustees, as described and in the manner set forth in Section 3.9 herein). Elected Trustees shall be at least twenty-one (21) years of age and shall be elected to serve on the basis of their demonstrated awareness of the purposes and objectives of the Corporation and their demonstrated capabilities in leadership and governance. A vacancy in the Board of Trustees shall be deemed to exist if a Trustee dies, resigns, or is removed. A vacancy may be filled by the Member. A person elected to fill a vacancy shall serve for the remainder of the unexpired term that he filled, unless he earlier resigns, is removed, or is disqualified. The Board shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies.

3.2 Election and Tenure. Trustees shall be elected by the Member at the annual meeting of the Corporation. Each elected Trustee shall hold office for a term of two (2) years and until his successor is elected and qualified, or until he sooner resigns, is removed or otherwise becomes disqualified. Elected Trustees are eligible to serve a maximum of five (5) consecutive such terms and after service as a Trustee for such maximum period, are not eligible for re-election until at least one (1) year shall have elapsed; provided, however, that an Elected Trustee who has served five (5) consecutive terms as an Elected Trustee and who serves as Chairperson of the Board of Trustees during all or any part of his fifth consecutive term as an Elected Trustee shall, at the Board's discretion, be permitted to serve as an Elected Trustee for an additional two-year term. Ex-officio Trustees shall serve until the expiration of their tenure in the positions, which qualify them for such service.

3.3 Powers and Responsibilities. The affairs of the Corporation shall be managed by the Board of Trustees, which shall have and may exercise all the powers of the Corporation in accordance with its legal and ethical responsibilities, except for those powers reserved to the Member by law, the articles of agreement or these By-Laws. The Board of Trustees periodically shall review its legal and ethical responsibilities and shall

undertake to assess its performance in fulfilling such responsibilities since the last such review. All newly elected Trustees shall participate in an orientation process prepared by the President of the Corporation.

3.4 Removal. An elected Trustee may be removed with or without cause by vote of a majority of the Trustees then in office, subject to the approval of the Member. The President of the Medical Staff of the hospital (as ex-officio Trustee) may be removed in the same manner, and if so removed, the Trustees shall seek a nomination from the executive committee of the Medical Staff to fill such vacancy. Failure to attend at least 75% of regularly scheduled Board meetings or meetings of the committees to which appointed, or failure to observe policies adopted by the Trustees, shall be grounds for removal. A Trustee may be removed with cause only after notice and reasonable opportunity to be heard.

3.5 Resignation. An elected Trustee may resign by delivering his written resignation to the President or Secretary of the Corporation, to a meeting of the Member or Board of Trustees to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time.)

3.6 Regular Meetings. Regular meetings of the Trustees may be held at least quarterly at such places and at such times as the Trustees may determine. No call or notice shall be required for regular meetings of the Trustees. At least one regular meeting shall occur in February or March and shall be designated as the "annual meeting". At such annual meeting, the Board of Trustees shall: (a) elect officers of the Corporation; and (b) take such other actions as are required annually or as may otherwise properly come before the meeting.

3.7 Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver or notice, executed by him (or his 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 him. A waiver of notice need not specify the purposes of the meeting.

3.8 Quorum and Action by Vote. At any meeting of the Trustees, a majority of the Trustees present in person 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. When a quorum is present at any meeting, a majority of the votes properly cast shall decide any question, including election of officers, unless otherwise provided by law, the articles of agreement, or these By-Laws. Whenever any action must be taken by the "independent" members of the Board of Trustees as provided by law, the articles of agreement, these By-Laws, or the Corporation's policies, "independent" shall mean all Trustees except for (i) those employed or contracted for services by the Corporation or any of its subsidiaries or affiliates; (ii) members of the medical staff of Exeter Hospital; and (iii) any other Trustee with a potential conflict of interest with respect to the specific purpose for which a determination of "independent" must be made. In the event of any ambiguity as to whether a particular Trustee is "independent," the executive committee of the Board of Trustees, as defined in Section 4.1 herein, shall make the decision; provided that the particular Trustee, if a member of the executive committee, shall not be present during any discussion and vote on such determination unless requested by the remaining members of the executive committee.

3.9 Action by Writing. Any action required or permitted to be taken at any meeting of the Trustees, of the Executive Committee, or of any other committee of the Board of Trustees, may be taken without a meeting if all the Trustees or, as applicable, all of the members of the Executive Committee or such other committee, 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 unanimous vote at a meeting of the Board of Trustees or, as applicable, the Executive Committee or such other committee.

3.10 Action by Telephone. Unless otherwise provided by law or by the articles of agreement, members of the Board of Trustees or any committee of the Board may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which 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.

ARTICLE IV **COMMITTEES OF THE BOARD OF TRUSTEES**

4.1 Executive Committee.

(a) **General role for Corporation Affairs.** There shall be an executive committee of the Trustees, which shall be appointed by the Member. The Chairperson of the Board of Trustees shall chair the executive committee, which shall regularly meet as determined by the Chairperson. The executive committee shall have the power, to the extent legally permissible and as authorized by the Board of Trustees by policy or otherwise, to transact all regular business of the Corporation between meetings of such Board, provided that any action to be taken by the executive committee shall not conflict with the expressed wishes of such Board, and that all matters reasonably believed by the executive committee to be of major significance to the Corporation shall be referred to such Board.

(b) **Financial Oversight.** The executive committee shall have the sole authority, acting on behalf of the Board and reporting to the Board at regular intervals or as requested by the Board, to oversee all of the investments of the Corporation, including endowments and trust funds, such responsibilities to include decision-making regarding acceptable asset classes and the nature and range of holdings within asset classes, selection of investment managers, the setting of investment performance expectations and monitoring of performance, and the adoption of appropriate written investment policies. The executive committee shall provide copies of all such investment policies to the Board of Trustees at least annually, or more often as requested by the Board of Trustees, and shall promptly notify the Board of Trustees of any amendment to such investment policies. The executive committee shall oversee the financial operations of the Corporation, and shall cause to be prepared and submitted to the Board of Trustees and to the Member for its approval an annual operating budget of the Corporation. The executive committee shall monitor the monthly financial statements of the Corporation and its operating budget.

4.2 Joint Conference Committee. There shall be a joint conference committee which shall consist of the Chairperson and three (3) other Trustees appointed by the Chairperson, the President of the Corporation and other hospital executives selected by the President, together with the elected officers of the Medical Staff, and the Chief Physician Executive. The joint conference committee shall serve as the liaison between Trustees and the Medical Staff in the discussion of medical, administrative and other matters of common interest

concerning the Corporation and its Medical Staff, and may submit to the Trustees recommendations thereon. The joint conference committee shall generally meet on a quarterly basis.

4.3 Ad Hoc Committees. Ad Hoc committees may be appointed by the Chairperson of the Board of Trustees from among the Trustees for such special tasks as circumstances may warrant. Except otherwise provided by law, the Trustees may delegate to any such committee such of the powers of the Trustees as the Trustees shall specifically confer. All members of such committees shall hold office at the pleasure of the Trustees, and the Trustees may abolish any such committee at any time. Such committees shall limit their activities to the accomplishment of the tasks for which created and appointed. The Trustees shall have power to rescind any action of any such committee, but no such action shall have retroactive effect. Upon completion of the special task for which appointed, such committees shall stand discharged. Ad Hoc committees appointed to deliberate issues affecting the discharge of Medical Staff responsibilities shall include one or more members of the Medical Staff. Any such committee shall issue recommendations to the Board of Trustees relative to the subject for which appointed.

ARTICLE V **OFFICERS AND AGENTS**

5.1 Number and Composition. The Trustees annually shall elect a Chairperson and a Vice Chairperson of the Corporation and from time to time shall appoint a President, Treasurer and Secretary of the Corporation, and may elect and appoint such further officers and agents as the Trustees may determine. A person may hold more than one office, except that no person may serve as both Chairperson and Secretary at the same time. Except for the Chairperson, Vice Chairperson, and President, elected or appointed officers and agents need not be Trustees. If required by the Trustees, any officer or agent 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 Trustees.

5.2 Election and Tenure. Each elected officer shall hold office until the first meeting of the Trustees following the next annual meeting of the Member and until his successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his election, or in each case until he sooner resigns, is removed or otherwise becomes disqualified. Vacancies in offices may be filled by the Trustees to hold such office for the remainder of the unexpired term. Each appointed officer and agent shall retain his authority at the pleasure of the Trustees.

5.3 Chairman and Vice Chairman. The Trustees shall elect, at the first meeting of Trustees following the annual meeting of the Member, the Chairperson and Vice Chairperson of the Member as the Chairperson and Vice Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall determine an agenda, call and preside at all meetings of the Member and of the Trustees except as the Trustees shall otherwise determine, and shall have such other powers and duties as may be determined by the Trustees. The Chairperson shall serve as an ex-officio member of all committees of the Trustees. The Vice-Chairperson of the Board of Trustees shall act as Chairperson of the Board of Trustees in the absence of the Chairperson and, when so acting, shall have all the power and authority of the Chairperson.

5.4 President. The President, who shall be the President of the Member, shall be the Chief Executive Officer of the Corporation, and, subject to the control of the Trustees, shall have general charge and

supervision of the affairs of the Corporation. The President shall also serve as the executive representative of the Trustees in all matters in which the Trustees have not formally designated another person for the purpose.

The authority and duties of the President shall include, but shall not be limited to:

- a. the execution of all policies established by the Board of Trustees and the provision of advice to the Trustees on the formulation of policies;
- b. the preparation and submission to the Board of Trustees for its approval a plan of organization of the personnel and operations of the Corporation and its subsidiaries;
- c. the preparation of annual budgets for the Corporation and its subsidiaries;
- d. the development and maintenance of personnel policies and practices for the Corporation, and the employment and administration of all employees of the Corporation in accordance with such policies;
- e. oversight to assure that all physical properties of the Corporation are kept in good operating condition;
- f. supervision of all business affairs to assure that all funds are collected and expended to the best possible advantage;
- g. preparation of a plan for the achievement of the Corporation's specific objectives as to the delivery of hospital services, which shall include the periodic review and evaluation of that plan;
- h. review of the performance of the Corporation's subsidiaries;
- i. the establishment of processes within the functional divisions of the Corporation for continuous quality improvement, integrating, where necessary, those processes with the quality improvement processes of the Medical Staff. The President shall provide support and, where necessary, direction to activities of the hospital Medical Staff concerning the improvement of patient care quality;
- j. submission to the Board of Trustees, or its authorized committees, regular reports showing the financial activities of the Corporation and preparation and submission of such special reports as may be requested by the Board of Trustees;
- k. attendance at all meetings of the Board of Trustees and its committees;
- l. the fixing of compensation and benefits for executives of the Corporation in accordance with an executive compensation plan adopted or approved by the Member; and
- m. performance of any other duty that may be necessary in the best interests of the Corporation.

5.5 Treasurer. The Treasurer, who shall be the Treasurer of the Member, shall oversee the Corporation's financial affairs, funds, securities and valuable papers and shall cause to be kept full and accurate records thereof. He shall have such other duties and powers as designated by the Trustees or the President. He shall also oversee the Corporation's books of account and accounting records and of its accounting procedures. The Treasurer shall cause the accounts of the Corporation to be audited at least annually by a certified public accountant.

5.6 Secretary. The Secretary shall record and maintain records of all proceedings of the Member and Trustees in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Corporation. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of agreement and By-Laws and names of all Trustees and the address of each. If the Secretary is absent from any meeting of the Member or Trustees, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

5.7 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Trustees then in office at any special meeting called for such purpose or at any regular meeting, subject, however, to the terms of any written contract between such officer and the Corporation and subject to the further approval of the Member.

5.8 Resignation. An officer may resign by delivering his written resignation to the President, Treasurer or Secretary of the Corporation, to a meeting of the Member or Trustees, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time).

ARTICLE VI **CONFLICTS OF INTEREST**

The Board of Trustees of Exeter Hospital, Inc. shall adopt conflict of interest policies requiring disclosure of such conflicts and guidelines for resolution. Such policies shall comply with applicable state and/or federal requirements.

ARTICLE VII **EXECUTION OF PAPERS**

7.1 Execution of Papers. Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, except as otherwise may be required by law, or except as set forth in this Section, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, the Treasurer, or the Vice President of Finance if such officer has been appointed, acting singly (each, an "Authorized Officer"). Authorized Officers may establish in the Corporation's name deposit and other accounts with banking and other financial institutions, and may designate other persons as agents to operate such accounts. Authorized officers may also delegate to other officers and agents of the Corporation the execution of leases and contracts by which the Corporation may be bound.

7.2 Voting as Stockholder or Member of other Corporations or Organizations. Unless otherwise provided by the Board of Trustees, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint another person or persons to act as proxy or attorney-in-fact for the Corporation with or without discretionary power or power of substitution, at any meeting of stockholders of any other corporation or organization, any of whose securities are held by the Corporation, or at any meeting of members of any other corporation or organization of which the Corporation is a member, including actions of the Corporation at the annual meetings of such other corporations or organizations to elect their directors or trustees, as the case may be.

ARTICLE VIII **MEDICAL STAFF**

8.1 Organization. The Board of Trustees shall appoint a Medical Staff (the "Medical Staff") and shall oversee its organization into a responsible administrative unit. The Medical Staff shall review and adopt such bylaws, rules and regulations for the conduct of its practice within the hospital as the Board of Trustees deems to be of the greatest benefit to the care of patients within the hospital. The Board of Trustees 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, together with the responsibility to account regularly thereon to the Board of Trustees by the President of the Medical Staff (or his/her designee) as an ex-officio member of the Board, and by others at the request of the Board or of the Medical Staff President. Physicians duly appointed to the Medical Staff shall have full authority and responsibility for the care of individual patients subject only to such limitations as the Board of Trustees may formally impose and to the bylaws, rules and regulations of the Medical Staff and adopted by such staff and approved by the Board of Trustees.

8.2 Medical Staff By-Laws. The Board of Trustees 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 of Trustees for approval, and such bylaws and amendments thereto as approved by the Board of Trustees shall become part of the bylaws of the Exeter Hospital, Inc.; provided that the Board of Trustees 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 hospitals objectives, protect the safety of patients, maintain the hospitals financial stability, or assure the hospitals compliance with legal, governmental, or other regulatory requirements.

8.3 Quality of Patient Care. Within the context of a quality improvement plan approved by the Board of Trustees, the Board of Trustees 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 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 of Trustees, ongoing monitoring of patient care provided within the hospital, and participation in such other measures as the Board of Trustees, and management of the hospital, may deem necessary and appropriate.

8.4 Liability Insurance. All physicians and allied health practitioners with clinical privileges at Exeter Hospital, Inc. shall be required to maintain a minimum of \$1 million per claim and \$3 million aggregate or \$2 million per claim and \$2 million aggregate of comprehensive professional malpractice liability insurance. On an annual basis each such physician and allied health practitioner shall provide the President or his designee with acceptable evidence of such liability insurance.

ARTICLE IX **PERSONAL LIABILITY**

The Trustees, officers and agents of the Corporation shall not be personally liable, nor shall the Member be 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.

ARTICLE X **INDEMNIFICATION**

10.1 Mandatory and Discretionary Indemnification; Scope. Subject to the terms of this Article, the Corporation shall indemnify any person who is or was a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or officer of the Corporation if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Subject to the terms of this Article, the Corporation may indemnify any person who is or was a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or, to the extent permitted by law, by reason of the fact that such person is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, if, without limitation, such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification provided by the Corporation pursuant to this Article, if any, shall be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.

10.2 Prohibited Indemnification. Notwithstanding anything in this Article to the contrary, the Corporation shall not indemnify any person (i) in connection with a proceeding by or in the right of the Corporation in which the person was adjudged liable to the Corporation, or (ii) in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in such person's official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by such person.

10.3 Prerequisites; Process. Indemnification of officers or Trustees pursuant to this Article shall be granted by the Corporation only after a determination by the Board of Trustees that indemnification is proper in the circumstances because such Trustee or officer has met the applicable standard of conduct set forth herein. Indemnification of persons other than Trustees or officers pursuant to this Article shall be granted by the Corporation only as authorized in the specific case by the Board of Trustees, which shall include, without limitation, a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth herein. Any authorization of indemnification, and any determination pursuant to this subsection that indemnification is proper in the circumstances because the person has met the applicable standard of conduct set forth herein shall be made by either (i) the Board of Trustees, where both the minimum quorum required to hold a meeting of the Board and a majority of the Trustees who vote in favor of such authorization and determination consists of Trustees who are not, at the time of the vote, parties to the applicable proceeding, or (ii) if such a quorum or vote cannot be obtained by majority vote of a committee duly designated by the Board of Trustees, the vote for which designation may include Trustees who are parties to the applicable proceeding, which committee consists solely of two or more Trustees who are not, at the time of the committee vote, parties to the applicable proceeding, or (iii) by special legal counsel selected either by the Board in the manner described in (i) above or a Board committee designated and acting in the manner described in (ii) hereof, or if such a Board quorum or vote cannot be obtained and such a Board committee cannot be designated, by majority vote of the full Board of Trustees, which vote may include Trustees who are parties to the applicable proceeding.

10.4 Payment of Expenses. Expenses (including attorney's fees) reasonably and actually incurred by a person who is a party to such a proceeding may be paid or reimbursed by the Corporation in advance of final disposition of the proceeding if

- a. the person furnishes to the Corporation a written affirmation of such person's good faith belief that such person has met the standard of conduct required herein;
- b. the person furnishes to the Corporation a written unlimited general undertaking, which need not be secured and may be accepted without reference to financial ability to make repayment, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that such person did not meet such standard of conduct; and
- c. a determination is made, in the manner described in subsection 10.3 hereof, that the facts then known to those making the determination would not preclude indemnification under this Article.

10.5 Non-Exclusive Remedy. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office; shall continue as to a person who has ceased to be serving in the position which gave rise to the indemnification; and shall inure to the benefit of heirs, executors and administrators of such a person.

10.6 Insurance. The Corporation may purchase or otherwise provide and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or who is or was serving at

the request of the Corporation as Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by such person in any such capacity or arising from such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article.

10.7 Settlement of Claims. No provision of this Article is intended to, nor shall it, prevent a settlement by the Corporation prior to final adjudication of any claim against the Corporation, including without limitation any claim for reimbursement or indemnification under this Article, when such settlement appears to be in the best interests of the Corporation.

ARTICLE XI
PRONOUNS

All pronouns and any variations thereof appearing in these By-laws shall be deemed to refer to the masculine, feminine, neuter, singular, and plural as the identity of the person or persons may require.

ARTICLE XII
AMENDMENTS

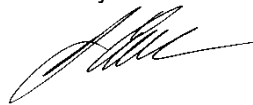
These By-laws shall be reviewed as needed but the period for such review shall not exceed three years. The review shall be conducted by the Secretary of the Corporation. The Secretary shall submit his findings of review to the Trustees for consideration and recommendation to the Member. These By-Laws may be altered, amended or repealed in whole or in part by the Member.

Reviewed and/or Amended: July, 1992:



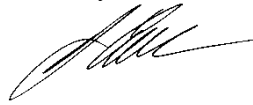
Secretary

Reviewed and/or Amended: August, 1992:



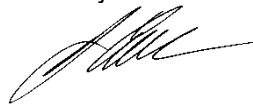
Secretary

Reviewed and/or Amended: August, 1995:



Secretary

Reviewed and/or Amended: March, 1998:



Secretary

Reviewed and/or Amended: October, 1998:



Secretary

Reviewed and/or Amended: December, 1999:



Secretary

Reviewed and/or Amended: February, 2001:



Secretary

Reviewed and/or Amended: January, 2003:



Secretary

Reviewed and/or Amended: April, 2003:



Secretary

Reviewed and/or Amended: December, 2003:



Secretary

Reviewed and/or Amended: January, 2004:



Secretary

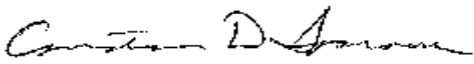
Reviewed and/or Amended: December, 2004:



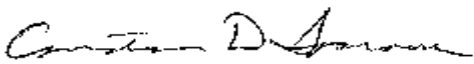
Secretary

Reviewed and/or Amended: January 27, 2006: 


Secretary

Reviewed and/or Amended: May 1, 2009: 

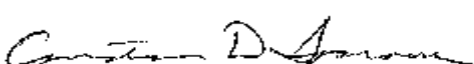
Secretary

Reviewed and/or Amended: June 25, 2010: 

Secretary

Reviewed and/or Amended: January 25, 2013: 

Secretary

Reviewed and/or Amended: January 30, 2015: 

Secretary