

APPENDIX B

Mascoma Bylaws

BYLAWS OF MASCOMA COMMUNITY HEALTHCARE, Inc.

April 24, 2014

ARTICLE I

NAME, PURPOSES AND GENERAL POLICY

Section 1. Name and Purposes. The name of this corporation is MASCOMA COMMUNITY HEALTHCARE, Inc., hereafter known as Mascoma Community Healthcare. It is located at 1169 US Route 4 in Canaan, NH, County of Grafton and State of New Hampshire. Whenever the corporation's headquarters changes physical location, Section 1 shall be automatically revised to reflect the new change of address.

Section 2. General Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under New Hampshire Statutes Annotated as a charitable Voluntary Corporation.

Section 3. Specific Purpose. The specific and primary purposes of the corporation are:

- (a) To provide outpatient primary health and dental service in underserved areas for medically underserved populations as a community clinic.
- (b) To develop, promote, and manage health and dental care facilities, services, and programs with emphasis on comprehensive health care, preventive medicine and health maintenance.
- (c) To work to keep the cost of healthcare affordable for all people in the communities it serves.
- (d) To educate the public in the principles of health protection and promote other projects in the interest of the public's health.
- (e) To promote mutually acceptable and satisfying relationships between the corporation and other providers of health care so as to develop an efficient and effective delivery of health care.
- (f) To participate in and cooperate with any governmental agency or other organization engaged in similar or like activities.
- (g) To engage in such other activities as directed by the Board.

Section 4. Limitations. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Section 5. Private Benefit. All corporate property is irrevocably dedicated to charitable and educational benefits. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, or any other person or individual.

Section 6. All assets and income of the corporation shall be used exclusively for the purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Act of 1986 or any similar corresponding provision of any future federal tax code. Refunds of fees paid by patients shall not be considered part of net earnings and shall not be considered a distribution of net earnings.

ARTICLE II

MEMBERSHIP

Section 1. No Members. The corporation shall have no members. Any action for which there is no specific provision in the New Hampshire Voluntary Corporations Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2. Associates. Nothing in these Bylaws shall be construed as limiting the right of the corporation to refer to persons or organizations associated with it as "members" even though such persons are not members within the meaning of these Bylaws, and no such reference shall constitute anyone a member, within the meaning of NH RSA 292 (New Hampshire Voluntary Corporation Law). The corporation may confer, by amendment of its Articles or of these Bylaws, some or all of the rights of a member as set forth in the New Hampshire Voluntary Corporation Law, upon any person, persons, or organizations who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or a dissolution or on

change to the corporation's Articles or Bylaws or for the selection of delegates who possess any of the preceding voting rights, but no such person or organization shall be a member within the meaning of NH RSA 292.

ARTICLE III

OFFICES

Section 1. Offices. The principal office for the transaction of business of the activities and affairs of the corporation is located in Canaan, New Hampshire. The Board of Directors (Board) may change the principal office from one location to another.

Section 2. Branch Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person, persons or committee, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the full Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation, including establishing the priorities of the corporation's clinics, and to make such rules and regulations not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
- (d) To change the principal office or the principal business office of the corporation in New Hampshire from one location to another; and cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county and conduct its activities within or outside New Hampshire.

Section 2. Specific Duties. In addition to General Powers and responsibilities, the Board shall have the specific responsibility for:

- (a) Approval for the selection and dismissal of the chief executive officer of the corporation.
- (b) Establishing personnel policies and procedures including selection and dismissal procedures, employee grievance procedures, and equal opportunity practices.
- (c) Adopting policies for financial management practices, including arranging for an annual independent audit, a system to assure accountability for corporate resources, approval of the annual corporate budget, corporate priorities, strategic planning, eligibility for services, including criteria for partial payment schedules, and long-range financial planning;
- (d) Evaluating corporate activities including services utilization patterns, productivity, patient satisfaction, achievement of objectives, and development of process for hearing and resolving patient grievances;
- (e) Assuring that the corporation is operated in compliance with applicable Federal, State, and local laws and regulations; and
- (f) Adopting health and dental care policies including scope and availability of services, location and hours of services, and quality-of-care audit procedures.

Section 3. Number. The Board shall consist of at least nine (9) but no more than nineteen (19) voting directors, and at least two (2) but not more than nine (9) ex-officio non-voting directors.

. Section 4. Classes of Board Members. Board members shall be categorized into one of the following three categories:

- (a) Consumer members: Consumer members are all members of the Board who are served by the corporation and who, as a group, represent the individuals being served in terms of demographic factors, such as race, ethnic background, income and sex. These members may be voting members. Consumer members may never be less than fifty one percent (51%) of the voting members.
- (b) Provider members: Provider members are all members who receive compensation from the corporation for goods and services other than the nominal expenses related to serving on the board. These members may be ex-officio non-voting board members or non-voting officers; and
- (c) Community members: Community members shall be all members of the Board, except consumer or provider members, who are representatives of the community and shall be selected for their expertise in relevant subject areas, such as community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns or social services within the community. They may be voting members subject to representation requirements of Consumer members.

Section 5. Composition of Board. A majority of the Board shall be Consumer members.

Section 6. Additional Qualifications. All Board members shall meet the following additional qualifications:

- (a) Board members shall be at least eighteen (18) years old;
- (b) No voting Board member shall be an employee of the corporation, or spouse or child, parent, brother or sister by blood or marriage of such an employee; and
- (c) Board members shall participate in appropriate training and educational programs necessary to properly fulfill their responsibilities as members of the Board.

Section 7. Selection. The initial Board of Directors shall be elected by the Incorporators, and thereafter by the Directors as more particularly set forth in the Bylaws of the corporation.

A Nominating Committee shall be appointed by the Board of Directors with at least ten (10) participants. The Committee shall be appointed no later than thirty days (30) prior to the close of the fiscal year. No fewer than half of the membership of the Committee will be drawn from volunteer community members wishing to serve. At least sixty (60) days prior to the end of the fiscal year, a written notification of the up-coming election of Directors shall be sent by mail or email to all patient households (or pledged patient households) with the date and location for an open meeting to receive Director nominee suggestions. That same meeting will be used to solicit volunteers to serve on the Nominating Committee. Any individual wishing to serve as a Director should submit a letter of application identifying the person's ties to the community, background and experience and ways that the person would add value to the Board. The Committee shall commence consideration with three (3) weeks of the end of the fiscal year and report back to the full Board of Directors as soon as practicable. No later than thirty days into the new fiscal year, the Committee shall meet and present nominees for directorship at the annual meeting or as needed to fill vacancies on the Board. Where appropriate and practical, the committee may interview prospects in order to assure compliance with membership requirements. New Board members shall be elected by the full Board.

Section 8. Term. The term of office for members of the Board shall be, except as provided below, for two (2) years and until a successor has been designated and qualified. Staggered terms shall be used to assure continuity.

The term of office for a member of the Board who has not previously been a member of the Board shall be for one year. At the end of the first year, the term may be extended by a majority vote of the board --the new member not voting --until the end of the normal two year term and until a successor has been designated and qualified.

No voting member of the Board shall serve for more than four consecutive terms.

Section 9. Resignations. Subject to the provisions of RSA 292 (New Hampshire Voluntary Corporation Law), any director may resign effective upon giving written notice to the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is

effective at a future time, a successor may be appointed by the Board before such time, to take office when the resignation becomes effective.

Section 10. Removal of Director. The Board may declare vacant the office of a director for the following causes:

- (a) The Director has been declared of unsound mind by a final order of a court;
- (b) The Director has been convicted of a felony, excepting non-criminal motor vehicle violations;
- (c) The Director has been found by a final order of judgment of any court to have breached any duty arising New Hampshire Voluntary Corporation Law; or
- (d) The Director has been absent from regular Board meetings, for either three (3) consecutive meetings or four (4) meetings in any one twelve (12) month period.

Section 11. Removal of Director -Without Cause. The Board may remove any director, without cause, by approval of two-thirds of the directors then in office.

Section 12. Conflicts of Interest.

- (a) No voting member of the Board of Directors shall be an employee of the corporation, or spouse or child, parent, brother or sister by blood or marriage of such an employee;
- (b) No more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, as independent contractors, or otherwise, or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. No employee of the corporation shall be a voting member of the Board of Directors. No Board member shall be an immediate family member of an employee. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation;
- (c) All members of the Board of Directors shall comply with the disclosure requirements of RSA 292 including RSA 292:6-a and RSA 7:19 II concerning transactions between the corporation and any other entity in which a director is an officer or director; and
- (d) The corporation will make no loan of money or other property, or guarantee the obligation, of any director or officer of the corporation, except as authorized by RSA 292.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting. All meetings of the Board of Directors shall be held at the office of the corporation or at such other place as may be designated for that purpose in the notice of the meeting or, if not stated in the notice or there is no notice, at such place as may be designated in the Bylaws or by resolution of the Board.

Section 2. Annual Meeting. The Board shall hold an Annual Meeting every year, the first of which shall occur as soon as reasonably practicable after the start of the fiscal year for the purpose of organizing the Board, the election of officers and the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. In addition to the Annual Meeting, regular meetings of the Board of Directors shall be held regularly at least monthly and at such time as the Board may fix by resolution from time to time. No notice of any regular meeting of the Board of Directors need be given.

Section 4. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called by the Secretary upon the request of the Chair of the Board, the Vice-Chair of the Board, the President or any three (3) or more Directors.

Section 5. Notice of Meetings. Regular meetings may be held without notice. Written notice of the time and place of any special meeting shall be delivered personally to each Director or sent to each Director by mail, telegram, facsimile or email or other form of written communication, charges prepaid, addressed to the Director either at his address as it is shown on the records or, if not readily ascertainable, to the place in which meetings of the Directors are regularly held. Such notice shall be sent at least four (4) days prior to the time of holding the meeting. Said notice need not specify the purpose of the special meeting of the Board.

Section 6. Validation of Meeting. The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each voting director not present signs a written waiver of notice or consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approval shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 7. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of the authorized

number of voting Directors shall be necessary and sufficient to constitute a quorum.

Section 9. Action Without Meeting and Attendance Electronically.

- (a) Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board without a meeting shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Bylaws of the corporation authorize its Directors to so act.
- (b) Members of the Board may participate in a meeting through the use of a conference telephone or similar communication equipment, provided that all Directors participating in such meeting can hear one another. Participating in this manner shall constitute presence in person at such meeting.
- (c) Telephone Meetings. In the case of an emergency, the president or Chairman of the Board of Directors may call a meeting by telephone (conference call) where business may be transacted, by telephoning each member of the board of directors no later than 24 hours prior to such an emergency meeting. Any business transacted during a telephone meeting shall be confirmed at the next regular meeting of the board of directors by adoption of minutes.
- (d) Any member of the Board of Directors or any committee designated by the Board may participate in any meeting of the Board and committee by means of a conference call by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at a meeting. Notwithstanding the ability of a director to participate in meetings by telephone conference call or similar communications equipment as set forth above, the Board of Directors is a participatory board and directors shall be physically present for at least 66% of the physical meetings called in any year. A director who fails to meet physical attendance requirements shall be removed from the Board.

Section 10. Attendance Requirements. A Board member who has been absent from regular Board meetings for either three (3) consecutive meetings or four (4) meetings in any one twelve (12) month period (including both physical meetings and conference call meeting) shall be subject to removal from the Board. Exceptions to these attendance requirements may be granted due to unusual circumstances upon a majority vote of the Board.

Section 11. Prohibition Against Voting by Proxy. Directors may not vote by proxy. Nothing herein shall be construed to limit the ability of Directors to transact business by way of unanimous written consent.

Section 12. Policies. The Board shall periodically update these Bylaws, policies and procedures, revise its mission, goals and objectives, adopt short term and strategic planning and take responsibility for assuring that the corporation is prepared to succeed in the rapidly changing health care environment.

Section 13. General Responsibilities.

- (a) The Board shall evaluate the corporation's achievements and the performance of its principal officers and its compliance with community health center requirements at least annually.
- (b) The Board is responsible for identifying and assuring that it meets its educational and training needs including orientation and training new Board members.
- (c) Financial oversight requires control of major resource decisions, monitoring financial viability and an annual audit of its financial reports.
- (d) The Board shall prohibit conflict of interest or appearance of conflict of interest by Board members, employees, consultants and those who provide services or goods to the clinics.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation may include a Chief Executive Officer, a Chair of the Board, a Vice-Chair of the Board, a Secretary, a Treasurer, Chief Financial Officer, and Chief Medical Officer, and the Chairpersons of the standing committees. Any number of such offices may be held by the same person, except that the Chief Medical Officer, Chief Financial Officer and Chief Executive Officer may not be a Director if compensated other than for nominal expenses and the Secretary may not serve concurrently as the Chief Executive Officer, Chair of the Board or Vice-Chair of the Board. At a minimum, the Corporation shall have a Chairman of the Board, a Secretary and a Treasurer. Officers may be compensated for the efforts for the Corporation and the compensation as an employee does not exclude their right to be an officer but if so compensated they shall not have a vote on the Board of Directors.

Section 2. Election Qualification and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors.

Section 3. Removal of Officers. Any Officer may be removed, with or without cause, by a majority of the Directors then in office at any regular or special meeting of the Board. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board of Directors may delegate the powers and duties of such office as permitted by these Bylaws to any Officer or to any Director until such time as successor for said office has been elected or appointed.

Section 4. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair of the Board shall appoint, with the approval of the Board of Directors, all standing and special committees of the Board and their chairpersons, serve as an ex-officio member of all standing committees, and report annually to the Board of Directors on the current state of the corporation and plans for the future. The Chair of the Board shall be empowered to call special meetings of the Board of Directors as set forth herein, and shall discharge all other duties as may be required by these Bylaws and from time to time may be assigned by the Board of Directors.

Section 5. Vice-Chair of the Board. In the absence of the Chair of the Board or in the event of his or her death, inability, or refusal to act, the Vice-Chair of the Board shall perform the duties of the Chair of the Board, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair of the Board. The Vice-Chair of the Board shall perform such other duties as from time to time may be prescribed by the Chair of the Board, the Board of Directors, or the Management Committee.

Section 6. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer of the corporation shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation, signed by such persons as may be designated by the Board of Directors as authorized to sign them.

Section 8. Chief Financial Officer. The Chief Financial Officer shall be responsible for accounting for the income, expense, assets and liabilities, for management of billing and payables, for reporting to the Board on the financial status of the Corporation and for making recommendations to the Board regarding current and future financial and business management policies. The Chief Financial Officer shall annually prepare a Financial Statement and shall prepare a draft budget for consideration by the Board at least forty five days prior to the end of the fiscal year. The Chief Financial Officer shall cooperate fully with any internal or external accounting firms performing required audits. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by that Board of Directors. The Chief Financial Officer shall be directly employed by the Corporation.

Section 9. Chief Executive Officer. The Chief Executive Officer of the corporation shall report directly to and be subject to the control of the Board of Directors, have general supervision, direction and control of the business of the corporation and shall be held responsible for the proper functioning of the corporation. He or she shall organize the administrative functions of the corporation, delegate duties and establish formal means of accountability on the part of his or her subordinate officers. He or she shall be an ex-officio member of all committees unless otherwise

determined by the Board of Directors. He or she shall have the general powers and duties of management usually vested in the Chief Executive Officer and shall have other powers and duties as may be prescribed by the Bylaws. The Chief Executive Officer shall be directly employed by the Corporation.

Section 10. Chief Medical Officer. The Chief Medical Officer of the corporation shall oversee all medical aspects of the corporation's clinics. He or she shall be an ex-officio member of all committees unless otherwise determined by the Board of Directors. He or she shall have such general powers and duties usually vested in the Chief Medical Officer of a corporation engaged in the delivery of health care services and shall have such other powers and duties as may be assigned by the Chief Executive Officer. The Chief Medical Officer shall be directly employed by the corporation and shall report directly to the Chief Executive Officer.

ARTICLE VII

COMMITTEES

Section 1. Committees Generally. All Committees of the Board of Directors shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board of Directors from time to time. Such committees shall be advisory only and subject to the control of the Board of Directors.

Section 2. Standing Committees. Standing committees shall consist of the Executive Committee, Finance Committee, Nominating Committee and Audit and Compliance Committee.

Section 3. Special Committees. Special committees may be appointed by the Chair of the Board with the approval of the Board of Directors for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged. There shall be a Nominating Committee that is established and governed by ARTICLE IV, Section 7. This committee is appointed by the full Board and has a limited term as described in Section 7.

Section 4. Quorum. Where not otherwise stated, a majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties. Meetings of any committee shall be held on the call of the Chair of the Board, the committee chairperson or any two or more committee members.

Section 5. Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 6. Executive Committee.

(a) There may be an Executive Committee which, if formed, shall be a standing committee of the

Board and shall consist of such Directors as are appointed by the Board.

(b) The Executive Committee shall have those powers delegated to it by the Board, and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him/her by law, by the Articles of Incorporation of this corporation or these Bylaws.

Section 7. Finance Committee. The Finance Committee shall be composed of not less than three (3) members, the majority of which shall be members of the Board of Directors, one of whom shall be the Chief Financial Officer, and others appointed by the Board of Directors. All voting members shall have the right to vote.

The duties and responsibilities of the Finance Committee shall be:

- (a) To develop and recommend financial policy to the Board of Directors;
- (b) To review the corporation's annual budgets and to make recommendations thereon to the Board of Directors;
- (c) To review the monthly financial statements of this corporation, appraise the corporation's operating performance and make recommendations to the Board of Directors on both current and long term fiscal affairs;
- (d) To advise the Board of Directors on methods and procedures which will assure that the financial policies and budgets adopted by the Board of Directors are carried out;
- (e) To review and advise the Board of Directors on financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Directors; and
- (f) To advise the Board of Directors in the fund raising activities of the corporation.

Section 8. Audit and Compliance Committee. A majority of Audit Committee members shall not be on the Finance Committee, and the Chair of the Finance Committee shall not be on the Audit Committee.

The duties and responsibilities of the Audit and Compliance Committee shall be:

- (a) To approve selection of and compensation paid to the corporation's independent auditors.
- (b) To review the results of the corporation's independent audit, including significant reporting issues and findings, and, if necessary, recommend corrective action to the Board.
- (c) To oversee the corporation's corporate compliance program.
- (d) To review the results of internal audits and compliance monitoring activities and to recommend corrective action to the Board when necessary.

Section 9. Term of Office. The Chair and each member of a standing committee shall serve until the next election of Directors and until his or her successor is appointed, or until such committee is sooner terminated or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee. The chair and each member of a special committee shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as members of such committee.

Section 10. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 11. Quorum. At all committee meetings, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, except that a majority of the committee members present, whether or not a quorum, may adjourn any committee meeting to another time and place. The act of a majority of the members present at a meeting at which there is a quorum shall be the act of the committee. Notwithstanding the previous provisions of this Section, the members present at a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, so long as any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Expenditures. Any expenditure of corporate funds by a committee shall require prior approval of the Board of Directors.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of this corporation shall end on the 31st day of March each year.

Section 2. Annual Report. The Board of Directors shall cause an annual report to be sent to each Director of the corporation no later than one hundred twenty (120) days after the close of the fiscal or calendar year. Such annual report shall be prepared in conformity with the requirements of the New Hampshire Voluntary Corporation Law as such Law now exists and may hereafter be amended.

Section 3. Gender. All pronouns and any variations thereof in these Bylaws shall be deemed to refer to masculine, feminine, neuter, singular or plural, except where the context clearly indicates otherwise.

ARTICLE IX

INDEMNIFICATION

Limitations on Officers' and Directors' Liability

No officer or director of the corporation shall be personally liable to the corporation or its shareholders for money or other damages for any breach of fiduciary duty as a director, an officer, or both, except with respect to:

- (a) any breach of the director's or officer's duty of loyalty to the corporation or its shareholders;
- (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) any transaction from which the director, officer, or both derived an improper personal benefit.

The provisions of this Article shall be construed so that, to the fullest extent permitted by New Hampshire RSA 292, and other applicable law, as the same exists or may hereafter be amended, a director and/or officer of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken (or any failure to take action).

Any repeal or modification of the foregoing provision by the directors of the corporation shall not adversely affect any right or protection of any director or officer of the corporation existing or earned at the time of such repeal or modification.

The corporation shall, to the maximum extent permitted under RSA 292 and general New Hampshire Corporation Law, as now or hereafter in effect, indemnify each person who is or was a Director or Officer or Member of the corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising against anyone or more of them, based on their conduct as Directors or Officers or Members, or by reason of the fact that anyone or more of them is or was a Director or Officer or Member of the corporation.

"Proceeding" means any threatened, pending, or completed action or proceeding whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to receive indemnification from the corporation.

ARTICLE X

GIFTS TO THE CORPORATION

Section 1. Approval of Gifts. The Board of Directors reserves the right to approve the receipt as a gift of any real property, or of any other property which requires the corporation to assume or satisfy any underlying loan secured by the property, or any monetary gifts which are restricted by the donor in a fashion which could place a continuing obligation on the corporation.

Section 2. Generally. The corporation is authorized to accept and administer gifts made to the corporation by donors who name or otherwise identify the corporation in the instrument of gift or transfer. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by an

officer, employee or agent of the corporation). "Gift" includes the transfer of money or other property of any kind, real, personal or mixed, or any interest in property, and whether made by delivery, grant, conveyance, payment, devise, bequest, or any other method of transfer.

Section 3. Terms of Gifts. Each donor by making a gift to the corporation accepts and agrees to all the terms of the Articles of Incorporation and these Bylaws and provides that the fund so created shall be subject to the provisions for presumption of donors' intent, for modification or restrictions or conditions for amendments and termination, and to all other terms of the Articles of Incorporation and Bylaws of the corporation, each as from time to time amended.

Section 4. Restricted Gifts. Any donor may, with respect to a gift made by such donor to the corporation, give directions in the instrument of gift or transfer as to (a) specific health care, charitable, educational or scientific purposes or particular charitable health care organizations to be supported, (b) manner of distribution, including amounts, times, and conditions of payments and whether from principal and/or income and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held or anonymity for the gift.

Section 5. Powers of Board of Directors. Notwithstanding any provision of these Bylaws or in any instrument of gift or transfer creating or adding to a fund of the corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified health care organizations, or on the manner of the distribution of such funds, if in the judgment and discretion of the Board of Directors, the purposes, object, restrictions or conditions specified in any donation become incapable or not reasonably susceptible of fulfillment, or not in the best interest of advancing the charitable, educational or scientific purposes of the corporation. Any unusual gifts which require continuing obligations on the part of the corporation or restrictions which, on their face, may be incapable of fulfillment, shall be approved by the Board of Directors prior to acceptance.

ARTICLE XI

COMMUNITY GROUPS

Section 1. Community. In recognition of the community's vital role in the corporation's existence, effectiveness and relevance, the Board shall from time to time appoint persons from the community to appropriate roles as may be desirable and/or necessary in the best interest of the corporation and its clinics. The organization, Bylaws and functions of all groups shall require Board review and approval.

Section 2. Community Advisory Board. In keeping with the conviction that the corporation is part of a broad community, there may be a Community Advisory Board which shall advise the Board of Directors on matters of interest to the community and to promote the good will of the Clinics. Selected members of such Community Advisory Board may be invited to attend all regular meetings of the Board to advise on matters concerning finance, fund raising, facilities development, long-range planning, government relations, health care, personnel relations, community needs, consumer interests and other items. The Community Advisory Board shall have written Bylaws approved by

the Board of Directors and reviewed periodically. The Community Advisory Board shall meet as often as it is necessary to perform its duties.

ARTICLE XII

ADMINISTRATION

Section 1. Medical Care and Its Evaluation. The Board of Directors, in conjunction with the Chief Medical Officer, shall provide for a continuing review and appraisal of the quality of professional care rendered in the Clinic whether by contracting for evaluation or otherwise.

ARTICLE XIII

CONFLICT OF INTEREST

"Conflict of Interest" regulated by Article XIII is defined as the creation, disclosure and reporting of actual or perceived actions contrary to the best interests of Mascoma Community Healthcare.

Regulation of Certain Transactions Involving Officers, and Directors of Charitable Trusts.

I. Definitions. In this section:

(a) "Officer, or director" means an officer, or director of a charitable trust.

(b) "Financial interest" means an interest in a transaction exceeding \$500 in value for any officer or director on an annual aggregate basis. An "indirect" financial interest arises where the transaction involves a person or entity of which a director or officer or a member of the immediate family of a director or officer is a proprietor, partner, employee, or officer.

(c) "Pecuniary benefit transaction" means a transaction with a charitable trust in which officer, or director of the charitable trust has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:

(1) Reasonable compensation for services of an executive officer, and expenses incurred in connection with official duties of a director, officer, or director;

(2) A benefit provided to a director, officer, or member of the immediate family thereof if:

(A) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and

(B) The charitable trust has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and

(C) The director, or family member meets all of the eligibility criteria for receiving such benefit;

(3) A continuing transaction entered into by a charitable trust, merely because a person with a financial interest therein subsequently becomes an officer or director of the charitable trust.

(d) "Charitable trust" does not include, for purposes of this section only, an organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code.

II. A pecuniary benefit transaction shall be prohibited unless it is in the best interest of the charitable trust and unless all of the following conditions are met:

(a) The transaction is for goods or services purchased or benefits provided in the ordinary course

of the business of the charitable trust, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the charitable trust;

(b) The transaction receives affirmative votes from at least a 2/3 majority of all the disinterested members of the governing board of the charitable trust, which majority shall also equal or exceed any quorum requirement specified in the bylaws of the charitable trust:

(1) After full and fair disclosure of the material facts of the transaction to the governing board and after notice and full discussion of the transaction by the board;

(2) Without participation, voting, or presence of any officer, or director with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the board may require to answer questions regarding the transaction; and

(3) A record of the action on the matter is made and recorded in the minutes of the governing board;

(c) The charitable trust maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the governing board and contributors to the charitable trust. The list shall also be reported to the director of charitable trusts each year as part of the charitable trust's annual report required under RSA 7:28;

(d) If the transaction, or the aggregate of transactions with the same director, officer, or director within one fiscal year, is in the amount of \$5,000 or more, the charitable trust publishes notice thereof in a newspaper of general circulation in the community in which the charitable trust's principal New Hampshire office is located, (or if there is no such office, then in a newspaper of general circulation throughout the state), and gives written notice to the director of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the charitable trust, the name of any director, officer, or director receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

III. Every officer, or director, or member of the immediate family of such officer, or director, who engages in a pecuniary benefit transaction with a charitable trust shall provide copies of all contracts, payment records, vouchers, other financial records or other financial documents at the request of the director of charitable trusts in accordance with RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.

IV. These provisions are the duly adopted policies pertaining to pecuniary benefit transactions and conflicts of interest.

V. No charitable trust shall lend money or property to its officers, or directors. Any officer or director who assents to or participates in the making of any such loan shall be jointly and severally liable to the charitable trust for the amount of such loan until it is repaid.

VI. No charitable trust shall sell, lease for a term of greater than 5 years, purchase, or convey any real estate or interest in real estate to or from an officer or director without the prior approval of the probate court after a finding that the sale or lease is fair to the charitable trust. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to a charitable trust by an officer of the charitable trust.

Policy of the Corporation:

The Corporation Hereby adopts the following Policy Governing Conflict of Interest and Pecuniary Benefit Transactions

It is essential that the work of the Association not be compromised by the conflict of interest, or the appearance of conflict of interest, on the part of the Directors, Officers, or Employees. Conflict of interest means any financial or other interest which conflicts with the service of an individual for the association because: (1) it could impair the individual's objectivity; or (2) it could create an unfair advantage for any person or organization.

Duty to Disclose: Each Director, Officer, and Employee shall annually submit in writing to the President of the Board of Directors a list of all businesses or other organizations of which he/she is an officer, director, member, owner (either as a sole proprietor or partner), shareholder, employee, or agent. The President shall become familiar with the statements of all Directors in order to guide his/her conduct should a conflict arise.

Voting: At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had pecuniary benefit transactions with the Corporation within the same fiscal year, should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Corporation in the same fiscal year shall vote on it. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved; including but not limited to the requirement of a two-thirds vote where the financial benefit to the director is between \$500 (five hundred dollars) and \$5,000 (five thousand dollars) in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 (five thousand dollars) in a fiscal year.

Statutory Requirements: The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19, II and 292:6-a) are hereby incorporated in full into and made an integral part of the conflict of interest policy, and a copy of the relevant New Hampshire statutes are attached hereto so that every Board member is aware of the statutory requirements. These requirements include but are not limited to, (i) absolute prohibitions on loans from a charitable trust to a director, officer, or director, and (ii) prohibition of any sale or lease (for a term greater than five years) or any conveyance of real estate from an officer or director without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes. Indirect financial interests include, but are not limited to, transactions with a member of immediate family; that family member's employer, or any organization of which that family member is a proprietor, partner, officer, or director. Generally immediate family means one step removed from the

Director. For example, for a married person it includes a spouse, children, parents, siblings, son-in-law, daughter-in-law, brother-in-law, and sister-in-law.

WINDING UP AND DISSOLUTION

Section 1. Irrevocable Charitable Dedication. The property of the corporation is irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the corporation, its assets remaining after payment or adequate provision for payments of all debts and obligations of the corporation shall be distributed in accordance with the plan of liquidation to an organization which is organized and operated exclusively for charitable purposes, exempt from federal income tax under Section 501(c)(3) of the Code, as the Board of Directors may select. In any event, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation, or if the organization participates in, or intervenes in any political campaign on behalf of or opposed to any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE XIV

AMENDMENTS

The Board of Directors shall have the exclusive power to amend, restate or repeal these Bylaws to adopt new Bylaws. The Board of Directors of this corporation shall have the exclusive power to amend, restate or otherwise alter the Articles of Incorporation.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of Mascoma Community Healthcare, Inc., a New Hampshire Voluntary Corporation organized pursuant to RSA 292; and
2. That the foregoing Bylaws comprised of nineteen pages constitute the Bylaws of said corporation as duly adopted by the Board of Directors thereof on April 9th, 2014 and amended on April 23rd, 2014..

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED AND AFFIXED MY NAME on 24 April, 2014.

Alice Schori

Alice Schori, Secretary

BYLAWS OF MASCOMA COMMUNITY HEALTHCARE, Inc.

April 24, 2014

ARTICLE I

NAME, PURPOSES AND GENERAL POLICY

Section 1. Name and Purposes. The name of this corporation is MASCOMA COMMUNITY HEALTHCARE, Inc., hereafter known as Mascoma Community Healthcare. It is located at 1169 US Route 4 in Canaan, NH, County of Grafton and State of New Hampshire. Whenever the corporation's headquarters changes physical location, Section 1 shall be automatically revised to reflect the new change of address.

Section 2. General Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under New Hampshire Statutes Annotated as a charitable Voluntary Corporation.

Section 3. Specific Purpose. The specific and primary purposes of the corporation are:

- (a) To provide outpatient primary health and dental service in underserved areas for medically underserved populations as a community clinic.
- (b) To develop, promote, and manage health and dental care facilities, services, and programs with emphasis on comprehensive health care, preventive medicine and health maintenance.
- (c) To work to keep the cost of healthcare affordable for all people in the communities it serves.
- (d) To educate the public in the principles of health protection and promote other projects in the interest of the public's health.
- (e) To promote mutually acceptable and satisfying relationships between the corporation and other providers of health care so as to develop an efficient and effective delivery of health care.
- (f) To participate in and cooperate with any governmental agency or other organization engaged in similar or like activities.
- (g) To engage in such other activities as directed by the Board.

Section 4. Limitations. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Said organization is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. (amended 12/8/2014).

Section 5. Private Benefit. All corporate property is irrevocably dedicated to charitable and educational benefits. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, or any other person or individual.

Section 6. All assets and income of the corporation shall be used exclusively for the purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Act of 1986 or any similar corresponding provision of any future federal tax code. Refunds of fees paid by patients shall not be considered part of net earnings and shall not be considered a distribution of net earnings.

ARTICLE II

MEMBERSHIP

Section 1. No Members. The corporation shall have no members. Any action for which there is no specific provision in the New Hampshire Voluntary Corporations Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2. Associates. Nothing in these Bylaws shall be construed as limiting the right of the corporation to refer to persons or organizations associated with it as "members" even though such