

Appendix A-8

Catholic Medical Center Bylaws, as Amended and Restated

**AMENDED AND RESTATED BY-LAWS
OF
CATHOLIC MEDICAL CENTER**

ARTICLE I

NAME, OFFICES AND PURPOSE

Section 1. Name. The name of the corporation whose Bylaws are set forth hereinafter is Catholic Medical Center (“CMC”).

Section 2. Principal Office. The principal office of CMC shall be set forth in the CMC Articles of Agreement, as may be amended from time to time.

Section 3. Purpose. The purposes for which CMC is established are set forth in the Articles of Agreement of CMC, as may be amended from time to time.

ARTICLE II

MEMBERS

The members of CMC shall be CMC Healthcare System (“CMCHS”) and GraniteOne Health (“GraniteOne”) (collectively the “Members”). The Members of CMC shall have all powers conferred on it by law, these Bylaws and the Articles of Agreement, as each may be amended from time to time.

ARTICLE III

BOARD OF TRUSTEES

Section 1. General Powers and Responsibilities. The property, affairs, business and funds of CMC shall be governed by the Board of Trustees, who shall exercise all of the powers of CMC not reserved to the Members or to the Bishop and subject to the limitations by law, these Bylaws, the Articles of Agreement, as each may be amended from time to time.

Section 2. Reserved Powers of the Members. The Members will have the following powers of approval reserved to them (the “Reserved Powers”). The Reserved Powers are in the nature of ratification rights and may not be exercised by the Members to initiate or require actions by the Board of Trustees of CMC.

(a) The Reserved Powers Shared by the Members. The following actions initiated by the Board of Trustees will require the Members’ approval:

(i) Subject to canonical requirements, the authorization of debt incurred, assumed or guaranteed by CMC in excess of Three Million Dollars (\$3,000,000.00), other than as provided for in any approved annual capital or operating budget;

(ii) Subject to canonical requirements, the authorization of the sale, disposition, mortgage, or encumbrance of any assets in excess of Three Million Dollars (\$3,000,000.00) dedicated to the operations of CMC;

(iii) Authorization of CMC to enter into any merger, consolidation or joint venture; or to sell or dispose of substantially all of the assets of CMC and its subsidiaries; or to create or acquire any subsidiary organization;

(iv) Subject to canonical requirements, the adoption of the annual capital and operating budgets, provided that the expenditure of any of the cash reserves, board-designated reserves, surplus assets and other assets held by CMC on the Affiliation (as defined in the Affiliation Agreement dated June 28, 2016 (the "Affiliation Agreement")) and recorded on the CMC's financial statements as unrestricted assets, as well as certain parcels of real estate not required for the operation of CMC and identified on Schedule 3.9.3.1 of the Affiliation Agreement (the "Pre-affiliation Assets") contemplated by such budgets and proposed in accordance with those powers reserved to the Board of Trustees under Article IV, will not be subject to the approval of GraniteOne but may remain subject to the approval of CMCHS if such expenditure is in excess of Three Million Dollars (\$3,000,000.00);

(v) Subject to canonical requirements, the authorization of a capital investment in excess of Three Million Dollars (\$3,000,000.00) by CMC or any of its subsidiaries in any individual entity or project in the form of cash or either tangible or intangible property, except as provided in any approved annual capital or operating budget or to the extent funded by the Pre-affiliation Assets; and

(vi) The CMC Board of Trustees' appointment or reappointment of the CMC President and Chief Executive Officer ("CEO") and the determination of the President and CEO's compensation.

(b) Reserved Powers Exclusive to GraniteOne. The following actions initiated by the Board of Trustees of CMC will require only the approval of GraniteOne:

(i) Approval of any strategic plans or material nonclinical programming and marketing plans; including material modifications thereof; and

(ii) Authorization to develop, implement or terminate clinical programs and clinical procedures shall be subject to approval by GraniteOne.

(c) Reserved Powers Exclusive to CMCHS. The following actions initiated by the Board of Trustees of CMC will require only the approval of CMCHS:

(i) Any change in the philosophy, objectives or purposes of CMC or its ethical religious standards;

- (ii) The appointment of each trustee to the CMC Board of Trustees;
- (iii) The removal of any trustee from the CMC Board of Trustees; and
- (iv) The dissolution or liquidation of CMC.

(d) Conflict Resolution of the Members' Reserved Powers. If there is a conflict between the Members and the Bishop with respect to the Reserved Powers and their approval of CMC Board of Trustees decisions, then the decision of the Bishop shall govern the decision with respect to CMC.

Section 3. Number and Qualifications.

(a) Number and Categories of Trustees. The number of Trustees shall be a minimum of twelve (12) and a maximum of twenty-five (25). There shall be three (3) categories of Trustees: *ex officio* Trustees, Medical Staff Trustees (defined as physicians who are credentialed at a CMC facility) and community Trustees.

(i) Ex officio Trustees. The President and CEO, the President of the Medical Staff, the Bishop's Delegate for Healthcare and the Immediate Past Chairperson will each serve as an *ex officio* member of the Board. Each *ex officio* Trustee shall serve so long as they hold their respective office or until a successor is appointed with the exception of the Immediate Past Chairperson who shall serve for one (1) year beginning immediately after the year(s) served as Chairperson pursuant to Article VII, Section 7 of these Bylaws.

(ii) Medical Staff Trustees. At least twenty-five percent (25%) of the Board of Trustees shall be comprised of the Medical Staff of CMC. *Ex officio* Trustees shall not be included in the twenty-five percent (25%) calculation, with the exception of the Medical Staff President. For the avoidance of doubt, Exhibit A to these Bylaws illustrates an example calculation of the twenty-five percent (25%) CMC Medical Staff calculation. The Medical Staff Trustees shall be nominated by the Medical Staff and their names shall be submitted to the Board Governance Committee and made subject to the review and approval procedures and protocols applicable to all nominated trustees.

(iii) Community Trustees. The community Board positions shall be filled by community individuals qualified by knowledge, skills, community reputation and involvement, experience and willingness to contribute to the achievement of the charitable purposes of CMC.

(b) Respect for CMC's Catholic Identity. Trustees shall, in their capacity as a Trustee, attest on an annual basis that they will comply with and respect the Ethical and Religious Directives for Catholic Health Care Services (the "ERDs") and the teachings of the Roman Catholic Church. Their activities outside CMC shall not mislead or confuse the Christian faithful about the teachings of the Roman Catholic Church.

Section 4. Voting. Each Trustee, including *ex officio* Trustees, shall have the full right to vote and participate in the governance and affairs of CMC.

Section 5. Appointment and Election. Members of the Board of Trustees shall be appointed, upon the recommendation of the Board, election by CMCHS and approval of the Bishop.

Section 6. Term. Each Trustee shall continue in office for a term of three (3) years and until reelected for another term or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal in the manner hereinafter provided. With the exception of the trustee who is appointed Chairperson in his or her last year of their third term, as set forth in Article VII, Section 2, or the Immediate Past Chairperson appointed pursuant to Article VII, Section 7, Trustees shall not be able to serve more than three (3) consecutive complete terms, with a maximum length of service of nine (9) years. Upon completion of three (3) consecutive complete terms, a Trustee may not be appointed to serve as a Trustee until after a minimum of one (1) full year has passed during which the person has not served as a Trustee of CMC. *Ex officio* positions shall not be counted in calculating consecutive years of service and any time period of an individual appointed to fill a vacancy on the Board of Trustees prior to being duly elected to serve as a Trustee pursuant to these Bylaws, shall not be counted for the term limits set forth in this Article III, Section 6.

Section 7. Attendance. Each Trustee shall attend at least two-thirds (2/3) of the combined regular, special, annual and committee meetings of the Board, or he or she may be subject to removal from the Board.

Section 8. Resignations. Any Trustee of CMC may resign at any time by giving written notice to the Chairperson of the Board of Trustees or to the Secretary of CMC. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal of Trustees. Any Trustee may be removed, with or without cause, at any time, by a two thirds (2/3) vote of those present at a duly called meeting of the Board of Trustees of CMC, subject to the review and approval of CMCHS as set forth in the Reserved Powers of CMCHS.

Section 10. Vacancies. Any vacancy in the Board of Trustees caused by death, resignation or removal shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for appointment to the Board of Trustees.

Section 11. Compensation. Trustees shall serve without compensation, but may be reimbursed by CMC for actual expenses incurred in the performance of their duties; provided, however, those Trustees who are also employees of CMC may be compensated for their services as employees.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such places and at such times as the Board shall from time to time by resolution determine. Notice of regular meetings need not be given. A minimum of six (6) regular meetings shall be held per year.

Section 2. Annual Meetings. The Annual Meeting of CMC shall be held during the month of January on such date and at such hour as may be fixed by the Board of Trustees and stated in the notice of such meeting or on such other date and at such time as shall be stated in the notice of the meeting or otherwise specified by the Board. The Secretary shall serve personally, or by mail or e-mail, a written notice not less than ten (10) nor more than sixty (60) days before such meeting.

Section 3. Special Meetings; Notice. Special meetings of the Board of Trustees shall be held whenever called by the Chairperson or by the Secretary at the request of any three (3) Trustees at the time being in office. Written notice of each such meeting shall be given to each Trustee either by e-mail or regular mail addressed to such Trustee at his or her residence or usual place of business at least three (3) days before the day on which the meeting is to be held, or (ii) by facsimile, in person or by telephone. Every such notice shall state the time and place of the meeting, and shall state the agenda of items to be discussed at such meeting. No business other than that specified in the agenda contained in the notice for the meeting shall be transacted at any special meeting of the Board of Trustees, without the unanimous written consent of each of the Trustees. Notice of any meeting of the Board need not be given to any Trustee, however, if waived by him or her in writing or by facsimile, whether before or after such meeting be held, or if he or she shall be present at such meeting unless his or her attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Trustees shall be present thereat without objection that the meeting is not lawfully convened.

Section 4. Emergency Board Meeting. In extraordinary circumstances requiring immediate action by the Board and otherwise as provided in these Bylaws, the Chairperson, Vice Chairperson, Treasurer or Secretary may call an emergency meeting of the Board. Notice shall be sent at least twenty-four (24) hours prior to any emergency meeting, specifying the agenda, time and place of the meeting.

Section 5. Quorum Initially Present and Manner of Acting. A quorum of the Board of Trustees is a simple majority. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of trustees there from, provided, however, any action taken therein is approved by at least two-thirds (2/3rds) of the required quorum for such meeting. Less than a quorum may adjourn the meeting. At all meetings of the Board of Trustees, each Trustee present shall have one (1) vote. At all meetings of the Board of Trustees, all questions, and the manner of deciding which is not specifically regulated by statute, by the Bylaws, or by CMC's Articles of Agreement, shall be determined by the majority of the Trustees present at the meeting.

Section 6. Place of Meeting. The Board of Trustees may hold its meetings and have one (1) or more offices at such places within the State of New Hampshire as the Board from time to time may determine or, in the case of meetings, as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 7. Books and Records. The correct and complete books and records of account and minutes of the proceedings of the Board of Trustees shall be kept by the Recording Secretary of CMC.

Section 8. Executive Session. Upon the call of the Chairperson, the Board of Trustees shall meet in executive session without the presence of the employees of CMC or its affiliated entities, including employees who may be serving as Trustees, unless invited by the Chair to remain during the Executive Session. Although Executive Session is to be used sparingly, the Board may conduct any lawful business of CMC during Executive Session.

Section 9. Trustees' Participation in Meeting by Telephone. A Trustee may participate in a meeting of the Board of Trustees by means of conference telephone or similar communication equipment enabling all Trustees participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 10. Unanimous Consent Action Without Meeting. If all the Trustees entitled to vote and then holding office severally or collectively consent in writing to any action taken or to be taken by CMC, then such action shall be valid as though it had been authorized at a meeting of the Board of Trustees. Email or other electronic transmissions intended to constitute the consent and signature of the sender and otherwise complying with NHRSA § 294-E will constitute a writing for the purpose of this Section 9. The Secretary shall file such consent with the minutes of the meetings of the Board of Trustees and shall have the same effect as a vote of the Board for all purposes.

Section 11. Confidentiality. The discussions, actions, minutes and records of the Board of Trustees and its committees are confidential and will not be disclosed to individuals or groups within or outside CMC or the Members, except as required or permitted by law or as determined by the Board of Trustees, Chairperson or President and CEO.

ARTICLE V

COMMITTEES OF BOARD OF TRUSTEES

Section 1. Creation of Committees. CMC shall have the following standing committees: Executive, Executive Compensation, Finance and Audit, Investment, Board Governance, Quality Management and Patient Experience, Ethics and Mission, and Compliance. Except as provided herein, the Chairperson of the Board of Trustees in consultation with the President and CEO, may designate the number and composition of each committee. Each committee member shall continue to serve on the committee at the pleasure of the Board of Trustees. The Board of Trustees

shall have power at any time to change the members of any committee, and to discharge any committee.

Section 2. Powers. Each committee shall be subject to the authority of the Board of Trustees and shall report to the Board of Trustees as directed by the Board of Trustees. No committee shall have authority to act on its own behalf or on CMC's behalf without the prior written direction of the Board of Trustees. No committee shall have authority to bind CMC in any manner without the prior written approval of the Board of Trustees. No committee shall have the power to grant Medical Staff membership or delineated clinical privileges, approve by-laws or rules of the Medical Staff or take any other action reserved to the full Board of Trustees of CMC.

Section 3. Special Committees. Special committees may be established by the Chairperson of the Board of Trustees with the knowledge and approval of the Board of Trustees. The Chairperson of the Board of Trustees may invite experts, consultants, and those with special skills and experience to serve on special committees even though such persons are not members of the Board of Trustees.

Section 4. Required Procedures For All Committees. Subject to the provisions of these Bylaws, each committee shall make its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or by resolution of the committee. Only Board members may chair committees of the Board. Except as elsewhere indicated, committee chairs shall be appointed annually by the Chairperson. The Chairperson may also fill interim vacancies in committee chairs as needed. Committee chairs shall report to the Board of Trustees. The President and CEO of CMC or his or her designee shall serve as an *ex officio* member on all standing and special committees except where it is otherwise designated. All committees of the Board of Trustees will meet on a regular schedule to be established by the committee Chairperson; no further notice of regular meetings is required. Special committee meetings may be called by the committee chairperson at any time; written or telephonic notice of a special meeting shall be given at least twenty-four (24) hours in advance of the meeting. Written minutes shall be kept of all committee meetings and shall be a record of business introduced, transactions and reports made, conclusions reached and recommendations made by the committees. In addition, the minutes shall record each member present or not present. Committee chairs shall report committee activities at all regular meetings of the Board of Trustees of CMC. A quorum for all committee meetings shall be a majority of the members of the committee. Voting shall be finalized by majority vote at all committee meetings at which a quorum is present. All decisions and actions by all committees are subject to ratification by the Board of Trustees.

Section 5. Executive Committee.

(a) Composition. The Executive Committee shall be comprised of the following individuals: Chairperson of the Board, Immediate Past Chairperson, Vice Chairperson of the Board, Secretary, Treasurer, President and CEO, Bishop's Delegate for Healthcare, At-large member, and President of the CMC Medical Staff. The Chairperson of CMC shall be the *ex-officio* Chairperson of the Executive Committee.

(b) Responsibilities. The Executive Committee shall act with the full authority of the Board of Trustees for the transaction of business between meetings of the Board, subject to those powers reserved to the full Board of Trustees.

(c) Meetings. The Executive Committee shall meet as necessary to carry out responsibilities set forth above.

Section 6. Executive Compensation Committee.

(a) Composition. The Executive Compensation Committee shall be comprised of the following individuals: Chairperson of the Board, Immediate Past Chairperson, Vice Chairperson of the Board, Secretary, Treasurer, Bishop's Delegate for Healthcare and At-large members appointed by the Chairperson. The Executive Compensation Committee shall not include members of the Medical Staff of CMC.

(b) Responsibilities. The Executive Compensation Committee shall act with the full authority of the Board of Trustees for the approval of the reasonable compensation and benefits for the President and CEO and senior corporate officer executives on an annual basis, subject to the review and approval by the full Board of Trustees.

(c) Meetings. The Executive Compensation Committee shall meet as necessary to carry out the responsibilities set forth above.

Section 7. Finance and Audit Committee.

(a) Composition. The Chairperson of the Board of Trustees of CMC shall designate five (5) members of the Board of Trustees of CMC as members of the Finance and Audit Committee and up to two (2) community or subject matter expertise members who may or may not be members of the Board. The Treasurer of CMC shall be the *ex officio* Chairperson of the Finance and Audit Committee. The Chief Financial Officer of CMC shall not be a voting member of the Finance and Audit Committee.

(b) Responsibilities. The Finance and Audit Committee shall assist the Board of Trustees with the stewardship of the financial resources of CMC to assure short and long term fiscal integrity of CMC, including, but not limited to, corporate accounting and reporting practices, internal controls, audit, financial reports of CMC and policies related to financial affairs, to provide recommendations and advice concerning CMC's financial plans.

(c) Meetings. The Finance and Audit Committee shall meet at least quarterly which shall occur at least one (1) week in advance to regularly schedule Board meetings, however, the Chief Financial Officer in coordination with the Treasurer shall provide monthly written reports to committee members.

Section 8. Investment Committee.

(a) Composition. The Chairperson of the Board of Trustees of CMC shall designate the members of the Investment Committee, at least two (2) members of which shall be members

of the Board of Trustees and such other members who may or may not be members of the Board. One (1) of the trustees shall serve as the Chairperson of the Investment Committee. The Chief Financial Officer of CMC shall not be a voting member of the Investment Committee. The Investment Committee may consult financial advisors and investment professionals.

(b) Responsibilities. The Investment Committee shall assist the Board with the management and decision-making of invested funds.

(c) Meetings. The Investment Committee shall meet at least quarterly.

Section 9. Board Governance Committee.

(a) Composition. The Chairperson of the Board of Trustees of CMC shall designate the members of the Board Governance Committee which shall include the Bishop's Delegate for Healthcare.

(b) Responsibilities. The Board Governance Committee shall consider and nominate officers and members of the Board of Trustees of CMC and its subsidiaries and affiliates, including the filling of vacancies and overseeing the recruitment and orientation of new Board members, as well as the continuing development of board members; to periodically review the governing documents and proposed amendments to the governing documents of CMC and its subsidiaries and affiliates and to propose revisions to them as necessary; and to review proposed amendments to the Medical Staff Bylaws and Rules and Regulations for recommendation to the Board of Trustees of CMC or its subsidiaries or affiliates.

(c) Meetings. The Board Governance Committee shall meet as necessary to carry out its duties.

Section 10. Quality Management and Patient Experience Committee.

(a) Composition. The Quality Management and Patient Experience Committee shall be composed of at least six (6) members appointed by the Chairperson of the Board of Trustees, including: one (1) Trustee; two (2) administrative representatives; including one from nursing; and two (2) members of the Medical Staff. Other non-voting members of management will attend as required.

(b) Responsibilities. The Quality Management and Patient Experience Committee shall review and make recommendations to the Board of Trustees with respect to issues concerning the standard of care expected by CMC from its employees, agents, independent contractors, and Medical Staff as well as of a system of performance evaluation of all clinical and administrative staff; and shall review all litigation and claims related to nonfeasance or misfeasance by employees, agents or independent contractors of CMC.

(c) Meetings. The Quality Management and Patient Experience Committee shall meet at least quarterly.

Section 11. Ethics and Mission Committee.

(a) Composition. The Ethics and Mission Committee shall be composed of the Bishop's Delegate for Healthcare, CMC's President and CEO, one (1) other member of CMC's Board of Trustees, and other individuals appointed by the Chairperson of the Board of Trustees.

(b) Responsibilities. The Ethics and Mission Committee shall strengthen the Catholic identity of CMC and its affiliates through an integrated approach of ethics, theology, spirituality and leadership formation. The Committee shall guide and advise the President and CEO of CMC and the Trustee of the CMC Director of Catholic Identity in:

- (i) meeting the spiritual needs of patients;
- (ii) monitoring bioethical problems in the hospital;
- (iii) investigating the ethical implications of scientific advances;
- (iv) insure that all decisions and policies of CMC are in keeping with the ERDs and Catholic teaching;
- (v) act as an advisory group to the President and CEO on bioethical issues not covered in the ERDs;
- (vi) increase awareness, sensitivity and information relative to the ethical dimension of health care delivery;
- (vii) keep abreast of the theological issues raised by new technology, especially as it concerns birth and death;
- (viii) develop and recommend to the Board of Trustees, after consultation with scientists, medical experts, including medical staff of the hospital, lawyers, ethicists and moral theologians, certain policies relative to ethical and moral issues presented in the Hospital
- (ix) provide a forum for Trustees, Medical Staff, Administration, Nursing Service, ethicists and moral theologians to discuss advances in technology, treatment and changes in legislation and their impact on bioethical issues, and
- (x) serve in a consultative role to physicians, patients, their legal guardians or hospital staff persons who request a consultation concerning a medical decision having ethical implications in a nonbinding advisory capacity for patient care.

(c) Meetings. The Ethics and Mission Committee shall meet at least four (4) times per year.

Section 12. Compliance Committee.

(a) Composition. The Compliance Committee shall be composed of at least three (3) Board of Trustees, one of whom will serve as the Committee Chair, the Corporation's Chief Financial Officer, and such other members who may or may not be members of the Board and appointed by the Chairperson of the Board. The Corporate Compliance Officer shall not be a voting member of the Committee.

(b) Responsibilities. The Compliance Committee shall review compliance issues and activities; determine the need for project teams to address risk areas; and to review, recommend and oversee the implementation of the corporate compliance plan and policies for CMC.

(c) Meetings. The Compliance Committee shall meet at least twice per year.

ARTICLE VI

THE MEDICAL STAFF

Section 1. General. The Medical Staff shall function in accordance with the Medical Staff Bylaws, Credentialing Policy, and Rules and Regulations of CMC, which shall govern all activities of the Medical Staff of CMC. The Board specifically reserves the authority to take any action that is appropriate with respect to any individual appointed to the Medical Staff or granted clinical privileges or the right to practice at CMC, regarding clinical incompetence, inappropriate behavior, or violations of the Medical Staff Bylaws, Credentialing Policy, or Rules and Regulations.

Section 2. Evaluating Professional Needs. From time to time, the Board shall evaluate the number, demographics, admissions, and activities of members of the Medical Staff in various health care areas so that an appropriate number of practitioners in each health care area is determined, maintained, and revised as needed, in light of the needs of the communities served by CMC.

Section 3. Peer Review Protection. All minutes, reports, recommendations, communications, and actions with respect to credentialing, peer review, quality assurance or related matters made or taken by the Board, or its committees, or by the Medical Staff, including any officer, department chairperson, section chief, or committee chairperson, or by any clinical department, section, or committee on behalf of CMC are deemed to be covered by the provisions of NHRSA § 151:13-a and/or the corresponding provisions of any subsequent federal or state statute providing protection to peer review, quality assurance, or related activities. Furthermore, the individuals, committees and/or panels charged with conducting investigations, or preparing findings, recommendations or reports, pursuant to these By-laws or the Medical Staff Bylaws, Credentialing Policy, Rules and Regulations, or other policies of the Medical Staff or Medical Center shall be considered to be acting on behalf of CMC and its Board when engaged in such activities and actions, and thus shall be deemed to be protected by the Health Care Quality Improvement Act of 1986 and under applicable New Hampshire law.

Section 4. Contracts. The President and CEO shall be authorized to execute contracts with physicians, groups of physicians or other health care providers for the performance of clinical services. To the extent that any such contract confers the exclusive right to perform specified services within CMC or any of its subsidiaries or affiliates, no other person may exercise clinical privileges to perform the specified services while the contract is in effect.

ARTICLE VII

OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Number. The officers of the CMC Board of Trustees shall include a Chairperson of the Board, a Vice Chairperson, a Treasurer, a Secretary and such other officers as the Board of Trustees may from time to time deem appropriate. One (1) person may hold more than one (1) office and perform the duties of more than one (1) of said officers.

Section 2. Election, Term of Office and Qualifications. In order to enable a Chairperson to establish goals and lead the Board through policy decisions that can achieve those goals, the Chairperson shall be appointed by CMCHS for a term of two (2) years. A Chairperson who serves a two (2) year term shall be eligible for re-appointment of a second term. If the appointment to the office of Chairperson is made on the last year of a Trustee's third three (3) year term, then the Trustee shall serve one (1) additional year so that the Chairperson can serve the full two (2) year term of office. Except as otherwise provided herein, the remaining officers shall be appointed by CMCHS annually for a one (1) year term. Each officer shall hold office for such term or until the death, resignation, or removal of such officer in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed, by a two-thirds (2/3) majority of the Board of Trustees and upon the approval of CMCHS, whenever the Board of Trustees believes that the best interests of CMC will be served by such action.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Chairperson of the Board of Trustees, to the President and CEO or to the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6. The Chairperson of the Board. The Chairperson of the Board shall be appointed by CMCHS with the approval of the Bishop. The Chairperson of the Board shall, if present, preside at all meetings of the Board of Trustees. The Chairperson of the Board shall, in general, perform all duties incident to the office of Chairperson of the Board, subject, however, to the direction and control of the Board of Trustees, and such other duties as from time to time may be assigned to him or to her by the Board of Trustees. Employees of CMC are ineligible to serve as the Chairperson of the Board.

Section 7. Immediate Past Chairperson: The Immediate Past Chairperson of the Board shall be appointed by CMCHS for one (1) year beginning immediately after the year(s) served as Chairperson. The Immediate Past Chairperson shall assist the Board of Trustees in maintaining continuity from one Chairperson to the next.

Section 8. Vice Chairperson: The Vice Chairperson of the Board shall be appointed by CMCHS. The Vice Chairperson of the Board shall discharge all of the responsibilities of the Chairperson of the Board in the event that the Chairperson is unavailable or unable to discharge the responsibilities set forth herein.

Section 9. The Secretary. With the support of the office of the President and CEO, the Secretary will cause to be kept accurate records of all meetings of the Board of Trustees. The Secretary shall perform all other duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Trustees or by the President and CEO. In the absence of the Secretary from any meeting of the Board of Trustees, as the case may be, a Secretary pro tempore may be chosen. A recording secretary shall be appointed separately by the Chairperson.

Section 10. The Treasurer. The Treasurer generally oversees the integrity of CMC's financial affairs, funds and securities. The Treasurer, through a delegation of authority to the Chief Financial Officer, will cause to be kept accurate books of account of all corporate transactions, and will generally oversee the creation of an annual report reflecting the financial condition of CMC and the result of its annual operation and such other reports as the Board may request. The Treasurer shall perform all other the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Trustees or by the Chairperson.

Section 11. Compensation. Board officers shall receive no compensation for attendance at regular or special meetings or for services rendered to CMC, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for CMC.

ARTICLE VIII

CORPORATE OFFICERS

Section 1. Number. The corporate officers of the Corporation shall include a President and CEO and may include one (1) or more Vice Presidents and such other corporate officers as the Board of Trustees may from time to time deem appropriate.

Section 2. The President and CEO. The President and CEO shall be the chief executive and administrative officer of CMC and CMCHS who shall be nominated by the Board of Trustees, elected by CMCHS and approved by the Bishop. The President and CEO shall have general and active supervision and direction over the day-to-day business and affairs of CMC and over its several officers, subject, however, to the direction and control of the Board of Trustees. The President and CEO shall sign or countersign all certificates, contracts and other instruments of CMC as authorized by the Board of Trustees, and shall perform all such other

duties as from time to time may be assigned to him or her by the Board of Trustees. The responsibilities of the President and CEO and further terms and conditions related to the exercise of such office may be set forth in such an employment agreement as is authorized by the Board of Trustees. The President and CEO shall meet with and advise the Board of Trustees, the Executive Committee, and all other committees. He or she shall be responsible for the systematic preservation of all minutes and records of the CMC.

Section 3. The Vice Presidents. Each Vice President shall be hired by the President and CEO of CMC, at his or her sole discretion. Each Vice President shall have such powers and perform such duties as the President and CEO may from time to time prescribe. At the request of the President and CEO, or in case of the President and CEO's inability or express delegation of authority to act, any Vice President may act in the President and CEO's place, and when so acting shall have all the powers and be subject to all of the restrictions of the President and CEO.

ARTICLE IX

POWER TO BORROW AND EXECUTE INSTRUMENTS

Section 1. Execution of Contracts. The Board of Trustees shall be updated at least annually by the President and CEO of the material contracts of CMC and shall describe CMC's contract management. All contracts and agreements authorized by the Board of Trustees shall be signed by the President and CEO of CMC. The President and CEO has the express authority to delegate the authority to sign contracts and agreements to the Vice President and Chief Financial Officer and the Senior Vice President and Chief Operating Officer. All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Trustees, or unless otherwise required by law, be signed by any one of the following officers: President and CEO, Vice President and Chief Financial Officer, Senior Vice President and Chief Operating Officer and the Senior Vice President for Provider Network and Integration. The Board of Trustees may, however, authorize any two (2) of said officers to sign checks, drafts and orders for the payment of money in excess of specified amounts, and may designate officers and employees of CMC other than those named above, or different combinations of such officers and employees, who may, in the name of CMC, execute checks, drafts, and orders for the payment of money on its behalf.

Section 2. Loans. No loans shall be contracted on behalf of CMC and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Trustees and approved by the Members as required by their respective Reserved Powers and canonical requirements. When authorized by the Board of Trustees, any officer may effect loans and advances at any time for CMC from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of CMC and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of CMC as security for any such loans or advances. Such authority may be general or confined to specific instances. Notwithstanding the foregoing or anything herein to the contrary, under no circumstances is CMC to make any loans of money or property to any Trustees or officers of CMC.

ARTICLE X

CONFLICT OF INTEREST

Section 1. Pecuniary Benefit Transactions. Any possible conflict of interest on the part of any Trustee or officer or employee, or a member of the immediate family of any such person, of CMC shall be disclosed in writing to CMC's Board of Trustees. The possible conflict of interest shall be made of record through complete and full written disclosure to the Board of Trustees when such individual has an interest that involves a specific issue before the Board of Trustees. At least annually, each Trustee will be advised of this policy and shall sign a statement acknowledging an understanding of an agreement to the Conflict of Interest Policy as set forth in this Article X. The Board of Trustees will comply with all requirements of New Hampshire law, including NHRSA § 7:19-a, concerning conflicts of interest related to non-profit entities and such New Hampshire requirements are incorporated into and made a part of this Article X. For the purposes of these By-Laws, a "Disinterested Trustee" is a Trustee who does not have a financial interest in the transaction under consideration and has not been involved in a different transaction subject to this Article within the same fiscal year. Under no circumstances is CMC to make any loans of money or property to any Trustees or officers of CMC. CMC shall not sell, lease for a term of greater than five (5) years, purchase or convey any real estate or interest in real estate to or from a Trustee or officer without the prior approval of the probate court after a finding that the sale or lease is fair to CMC.

Section 2. Transactions with Former Trustees or Officers. Transactions between former trustees or officers of CMC and CMC or its affiliated entities are prohibited for two (2) consecutive years after the end of the former trustee or officer's term, unless the Board of Trustees voluntarily go through the Conflict of Interest process set forth in Section 1 of this Article X and compliance with the standards of NHRSA § 7:19-a.

ARTICLE XI

FISCAL YEAR

The fiscal year of CMC shall be fixed by the Board of Trustees.

ARTICLE XII

SELF-EVALUATION

The Board of Trustees shall conduct a self-evaluation at least once every two (2) years. The evaluation shall give each member of the Board an opportunity to express his or her individual judgment as to the performance of the Board in its principal responsibilities during the preceding year. Members of the Board of Trustees who are within the first year of their term shall not be required to participate in the self-evaluation.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given to the Members or any Trustee by these Bylaws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE XIV

AMENDMENT OF BYLAWS

The power to alter, amend or repeal these Bylaws or to adopt new Bylaws shall be vested in the Board of Trustees, who may make any such alteration, amendment, repeal or adoption by a two-thirds (2/3) majority vote at any meeting or special meeting of the Board of Trustees called for such purpose, provided that notice of the proposed change is given in the notice of the meeting, and that such change shall be subject to the approval of the Members and the Bishop, where applicable. The Board of Trustees shall review these Bylaws at least annually.

ARTICLE XV

LIMITED LIABILITY TO CMC

Each Trustee and officer shall be indemnified by CMC against personal liability to CMC for monetary damages for breach of fiduciary duty as a trustee or officer, or both, except with respect to: (1) any breach of the trustee's or officer's duty of loyalty to CMC; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the trustee or officer derived any improper personal benefit.

ARTICLE XVI

INDEMNIFICATION AND INSURANCE AGAINST THIRD PARTY CLAIMS

Section 1. Indemnification. CMC shall to the fullest extent now or hereafter permitted by law, indemnify its Trustees, officers, and committee members and their respective heirs, administrators and executors (the "Indemnitee"), against any and all third party claims, suits, proceedings, judgments and assessments ("Proceeding"), and reasonable costs and expenses, including reasonable attorney's fees (the "Expenses"), incurred or imposed upon them in connection with any third party Proceeding to which they may be a party or with which they shall be threatened by reason of their being or having been a Trustee, officer or committee member of CMC. The Indemnitee shall have the obligation and burden to provide CMC and its insurer timely notice of any Proceeding or potential Proceeding that could implicate the indemnification obligations of this Article XVI and such information as is reasonably necessary for CMC and

insurer to assess such Proceeding or potential Proceeding. CMC shall have the right, but not the duty, to assume the defense of the Indemnitee in any such Proceeding. In the event that CMC does not assume the defense, CMC's liability for indemnification in the event of a proposed settlement shall be conditioned upon CMC's written approval of the settlement. The right of indemnification shall not be deemed exclusive of any other rights to which the Indemnitee may otherwise be entitled as a matter of law. CMC's obligation to indemnify the Indemnitee shall be reduced to the extent that the Indemnitee has otherwise received payment (under any insurance policy, other contractual indemnity clause, bylaw, agreement, resolution or otherwise). The right of indemnification shall not cover those matters which are the result of: (1) any breach of the Trustee's, officer's or committee member's duty of loyalty to CMC; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the trustee, officer or committee member derived any improper personal benefit.

Section 2. Advancement of Expenses. Notwithstanding any other provision in this Article XVI, CMC may advance the Expenses, incurred by or on behalf of the Indemnitee in connection with any Proceedings, by reason of their being or having been a Trustee, officer or committee member of CMC within sixty (60) days after the receipt by CMC of a statement or statements from the Indemnitee requesting such advance or advances from time to time, whether prior to or after final disposition of the Proceeding. Such statement or statements shall be supported by reasonable documentary evidence of the Expenses incurred by the Indemnitee and shall include or be preceded by a written statement by or on behalf the Indemnitee that the Indemnitee has a good faith belief that the standard of conduct permitting indemnification has been met or that the Proceeding involves conduct for which indemnification would be permissible by New Hampshire law or these Bylaws. In addition, such written statement furnished by the Indemnitee shall include a commitment to repay any of the Expenses advanced if it is ultimately determined that the Indemnitee is not entitled to be indemnified against the Expenses. Any advances and undertakings to repay pursuant to this Section 2 shall be unsecured and interest free. CMC's obligation to advance the Expenses to the Indemnitee shall be reduced to the extent that the Indemnitee has otherwise received payment or payment has been made to or for the Indemnitee's benefit (under any insurance policy, other contractual indemnity clause, bylaw, agreement, resolution or otherwise).

Section 3. Insurance. CMC shall have the authority to purchase and maintain insurance on behalf of any person who is a Trustee, officer and committee member and to indemnify CMC for any obligation which CMC occurs as a result of its indemnification of its Trustees, officers, and committee members and their respective heirs, administrators and executors pursuant to this Article XVI.

ARTICLE XVII

CHARITABLE NATURE AND TAX EXEMPT STATUS OF CORPORATION

These Bylaws shall at all times be so construed and limited as to enable CMC to qualify and to continue qualifying as a voluntary corporation incorporated and existing under New Hampshire law and as a recognized Section 501(c)(3) tax-exempt charitable organization organized and operated for any purpose for which an organization may be exempt under Section 501(c)(3) of the Code. No person, firm or corporation shall ever receive any dividend or profit from the undertaking of CMC. No substantial part of the activities of CMC shall include the carrying on of propaganda or otherwise attempting to influence legislation, and CMC shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, CMC shall not conduct any activities not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(3) of the Code, or by a corporation, the contributions to which are deductible by a contributor under Section 170(c)(2) of the Code. No part of the net earnings of CMC shall inure to the personal benefit of any Trustee, individual or entity. In the event of the complete termination or complete dissolution of CMC, in any manner or for any reason whatsoever, its remaining assets, if any, shall be disposed of as set forth in CMC's Articles of Agreement.

ARTICLE XVIII

AUXILIARY OR VOLUNTARY BOARDS

Auxiliary or voluntary groups to CMC may be organized as approved by the Board of Trustees. Auxiliary or voluntary groups may be established for the purpose of: (a) raising funds for CMC; (b) volunteering services in, or on behalf of, CMC; and (c) otherwise promoting the comfort and welfare of CMC's patients. Each auxiliary or voluntary group shall furnish a written annual report of its activities to the Board of Trustees at the close of CMC's fiscal year. Each group which raises funds for the benefit of CMC shall also submit an annual financial statement at the close of its fiscal year. Such auxiliary or voluntary groups shall have the authority, subject to the review and approval of CMC's Board of Trustees, to draft and adopt Bylaws.

(signature page follows)

ATTEST:

I, the undersigned Secretary of CMC, hereby attest that the foregoing is a true, complete and accurate set of the Revised Bylaws of CMC as adopted on June 28, 2001; amended on October 30, 2003, November 17, 2005, December 21, 2006, June 25, 2009, March 28, 2013, September 26, 2013, March 30, 2017, October 26, 2017, November 29, 2018, June 27, 2019, June 30, 2022 and January 26, 2023.

s/ Matthew Kfoury, Secretary

EXHIBIT A

Article III, Section 3(ii) Example 25% Calculation of CMC Medical Staff
Representation on the Board of Trustees

Board of Trustees

21 Trustees

Exclusion of *Ex Officio* Trustees¹:

- (1) President and CEO
 - (1) Bishop's Delegate for Healthcare
 - (1) Immediate Past Chairperson
-

18 Trustees/4 = 4.5 Medical Staff Trustees

There will be 4-5 Medical Staff Trustees in addition to the Medical Staff President.

¹ The President of the CMC Medical Staff is not excluded from the calculation.