

AMENDED BYLAWS
OF
MOSES CONE~WESLEY LONG COMMUNITY HEALTH FOUNDATION, INC.

ARTICLE I

PURPOSES OF THE CORPORATION

The corporation is a non-profit corporation organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and as a supporting organization under Section 509(a)(3) of the Internal Revenue Code. The purposes of the corporation are set forth in Article 2 of the Articles of Incorporation of the corporation.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located at 721 Green Valley Road, Greensboro, Guilford County, North Carolina 27408.

Section 2. Registered Office. The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The corporation may have offices at such other places, whether within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

ARTICLE III

MEMBERS

The corporation shall have no members.

ARTICLE IV

DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by the Board of Directors or by such Executive Committee as the Board may establish from year to year pursuant to these Bylaws.

Section 2. Number. The number of Directors of the corporation shall be as set forth in the corporation's Articles of Incorporation.

Section 3. Election and Terms of Directors.

- (a) Election. The fifteen (15) elected Directors shall be classified into three groups of staggered terms, with five (5) Directors elected each year. In the case of Directors to be elected by the Board of Directors of the Foundation, such election shall take place at each annual meeting of the Board of Directors.
- (b) Terms. The regular terms of the fifteen (15) elected Directors shall be three (3) years, commencing on October 1 of the year in which they are elected.

All Directors are eligible for re-election except that no director may serve more than three consecutive terms. In the event a Director serves the maximum consecutive terms, such Director shall not be eligible to serve as a Director without a break in service of at least one year.

In addition to the above Directors, upon the expiration of his third consecutive term as a Director, the Chairman of the Foundation shall be eligible for re-appointment for one (1) additional year with full voting rights to the Board of Directors of the Foundation for the year immediately following his last year of service as Chairman of the Foundation; provided, however, that it is in the discretion of the governing board of The Moses H. Cone Memorial Hospital whether or not to make any such one-year re-appointment, the Board of Directors of the Foundation having no authority to make any such re-appointment.

- (c) Vacancies. Vacancies among the Directors for any reason, including expiration of term, resignation, removal, or death, shall be filled as follows pursuant to Article 6 of the corporation's Articles of Incorporation: (i) vacancies among Directors elected by the Board of Directors of the Foundation shall be filled by the Board of Directors of the Foundation; (ii) vacancies among Directors elected by the governing board of The Moses H. Cone Memorial Hospital shall be filled by the governing board of The Moses H. Cone Memorial Hospital. If the vacancy occurs in the middle of the term of the departing director, the initial term of the successor directors shall be for the balance of the un-expired term, subject to eligibility for re-election as provided in subsection (a) above. If the unexpired portion of the term being filled is at least one-and-a-half years, such short term shall be deemed to be a term for purposes of the consecutive term limitation. If the unexpired portion of the term being filled is less than one-and-a-half years, such short term shall be excluded for purposes of the consecutive term limitation. If the successor director is the same person as the departing director, the two consecutive short terms served by such person shall be deemed to be a single term for purposes of the consecutive term limitation.

Section 4. Removal. The Board of Directors may by unanimous vote remove a Director from office, with such unanimity to be determined without regard to the Director subject to

removal. Upon any such removal, a successor Director shall be appointed to fill the vacancy so created as provided in the corporation's Articles of Incorporation.

Section 5. Compensation. Directors (including the Chairman and Vice Chairman) shall receive no compensation for their services as such, but the Board may provide for the payment of any or all expenses incurred by Directors in attending regular or special meetings of the Board.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held at least quarterly, to be held on such day and at such time as the Board of Directors determines from time to time. The last regular meeting before the end of the fiscal year shall be deemed to be the annual meeting. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings. If a regular meeting shall not be held on the day designated by these Bylaws, a substitute regular meeting may be called in accordance with the provisions of Section 2 of this Article V. A meeting so called shall be designated and treated for all purposes as the regular meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any three Directors. Such meetings may be held either within or without the State of North Carolina as fixed by the person or persons calling any such meeting.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The persons calling a special meeting of the Board of Directors shall, at least five (5) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4. Waiver of Notice. Any Director may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting. Except as otherwise provided in these Bylaws and the corporation's Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall

forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action is signed by all the Board, whether done before or after the action so taken.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. The following standing committees are hereby established:

- (a) Executive Committee. The Executive Committee shall consist of the Chairman, the Vice Chairman, the Secretary, the Treasurer and chairpersons of other standing committees. The Chairman of the Board shall be the chairperson of the Executive Committee. The Executive Committee shall consider and make recommendations to the Board regarding budgetary, human resources, and other operational or policy issues as may come before it from time to time or as directed by the Board. The Executive Committee shall review and act upon audit reports prepared by the Corporation's auditors. In accordance with Article X, section 3 of these Bylaws, unless determined otherwise by resolution of the Board of Directors, the Executive Committee shall also determine the signatory authority for the Corporation's officers with respect to checks, drafts or other orders for the payment of money issued in the name of the corporation.
- (b) Program Committee. The Program Committee shall include three (3) members appointed by The Moses H. Cone Memorial Hospital, one (1) of whom shall be a board member of The Moses H. Cone Memorial Hospital and two (2) of whom shall be senior staff persons of Moses Cone Health System.

The Program Committee recommends approval of requests for Foundation support received from applicant organizations. Grantmaking and other relevant policies approved by the Board govern the work of the Committee.

- (c) Governance Committee. The Governance Committee is responsible for identifying, recruiting and nominating persons to serve the Foundation as members of the Board of Directors and/or Officers. In addition, the Governance Committee encourages participation by Board members in continuing education and other board development activities, and is responsible for conducting and reporting on such Board of Directors effectiveness assessments as the Board may direct. The Governance Committee shall also review and update on a periodic basis the corporation's governing documents and administrative structure.

- (d) Investment Committee. The Investment Committee is responsible for oversight of the investment affairs of the Foundation and for reporting periodically to the Board of Directors all matters pertaining thereto. Particular attention will be paid to the development and implementation of policies and procedures governing the investment of the Foundation's assets. The Treasurer of the Foundation will serve ex-officio as a member of the Committee.
- (e) Strategic Communications and Advocacy Committee. The Strategic Communications and Advocacy Committee shall consist of at least seven (7) members, including at least one, but not more than two, members appointed by The Moses H. Cone Memorial Hospital, which appointees shall be either board members of The Moses H. Cone Memorial Hospital or employees of Moses Cone Health System. The Strategic Communications and Advocacy Committee is responsible for the development and maintenance of a plan by which the Foundation will communicate on an ongoing basis with the community at large and its component parts relative to the needs and assets of the community, the interests and activities of the Foundation, and other matters of interest. The Strategic Communications and Advocacy Committee is also responsible for development and implementation of an advocacy plan by which the Foundation will seek to influence the policies, programs, and actions of others in ways that result in a positive impact on the health status of the community and its residents, but such efforts shall be subject at all times to the restrictions set forth in Article XI of these Bylaws.

Section 2. Special Committees. The Chairman of the Board shall appoint such special committees for such purposes and time periods as are deemed reasonable and proper in order to facilitate the conduct of Foundation functions and activities.

Section 3. Retained Authority of Directors. The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof of any responsibility or liability imposed upon it or him by law.

Section 4. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

Section 5. Membership. Unless otherwise specified, The Chairman of the Board shall nominate a chairman of each committee and, in consultation with such nominees, shall nominate all other members of the committee from among board members; provided however that The Moses H. Cone Memorial Hospital, through its board of trustees, will make appointments to the Program Committee and the Strategic Communications and Advocacy Committee in accordance with Section 1 of this Article. The Chairman of the Board of the Foundation shall be an ex-officio member of each committee. All members of all committees shall be voting members of their respective committees. All nominations shall be subject to approval by the Board of Directors of the Foundation; provided, however, that appointments to committees by The Moses H. Cone Memorial Hospital will not require approval by the Board of the Foundation.

ARTICLE VII

OFFICERS

Section 1. Officers of the Corporation. The officers of the corporation shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer and such other Assistant Secretaries, Assistant Treasurers, and such other officers including, but not limited to, a President and Vice President or Vice Presidents as the Board of Directors may from time to time establish and elect. The Chairman, Vice Chairman, Secretary and Treasurer shall be members of the Board of Directors. Any two or more offices (other than Chairman and Vice Chairman, Secretary and Assistant Secretary, Treasurer and Assistant Treasurer, and President and Vice President) may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the corporation shall be elected by the Board of Directors for a term of one year or until his or her successor shall have been elected and qualified. Such elections shall occur at the annual meeting.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation. Only such persons as are employed by the corporation on a regular and full-time or part-time basis or engaged by the corporation as independent contractors may be paid compensation for services rendered to the corporation.

Section 5. Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. Chairman and Vice Chairman. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board. The Vice Chairman shall perform the duties of the Chairman in the absence of the Chairman and shall perform such other duties as may be directed by the Board of Directors or the Chairman.

Section 7. Chief Executive Officer. The President, shall, subject to the control of the Board of Directors, act as the Chief Executive Officer and shall administer the operations of the corporation. He or she shall sign, with the Secretary, an Assistant Secretary, or with any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors or these Bylaws to some other officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Secretary. The Secretary shall: a) keep the minutes of the meetings of the Board of Directors and of the Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to documents when such affixation is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Assistant Secretaries. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article X of these Bylaws; (b) disburse the funds of the corporation as may be ordered by the Board of Directors; (c) render to the Directors at each annual meeting, and in the interim upon request of the Directors, an account of all his or her transactions as Treasurer and of the current financial condition of the corporation; and (d) in general perform all of 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 President or by the Board of Directors, or by these Bylaws.

Section 11. Assistant Treasurers. In the absence of the Treasurer or in the event of his or her death, inability or refusal to act, the Assistant Treasurers, in the order of their length of service as Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President, or by the Board of Directors.

ARTICLE VIII

CONFLICT OF INTEREST

Section 1. General Policy. Directors, officers, staff members and other members of the Foundation committees, task forces and similar groups (collectively, "Affiliated Individuals") are expected to act at all times in the best interest of the Foundation, and to avoid scrupulously both the fact and the appearance of a conflict of interest between the Foundation and other organizations or activities with which the Affiliated Individual may be associated or involved.

Section 2. Disclosure .

- (a) Annually, or more often as circumstances warrant, each Affiliated Individual shall provide to the Chairman of the Board a written statement regarding Conflict of Interest, the form and content of which to be determined from time to time by the Board.
- (b) Whenever any matter arises in the course of Board or committee meetings or otherwise where Foundation affairs are being considered, which represents a conflict or a potential conflict of interest for an Affiliated Individual, that person will immediately declare the conflict or potential conflict, and thereafter act in accordance with this policy with respect to discussion and/or voting relative to said matter.

Section 3. Abstention . Affiliated Individuals shall abstain from voting or the exercise of personal influence on any matter which represents a conflict or a potential conflict of interest for said Individuals. For purposes of determining the presence of a quorum with respect to such matters, said Individuals shall not be counted. Minutes of meetings shall note specifically the abstention of said Individuals due to a conflict or potential conflict of interest, and the participant is limited to general discussion, the provision of information, and/or responses to questions.

Section 4. Gifts and Favors. Affiliated Individuals shall not accept gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor, grant recipient or potential grant recipient of the Foundation, under circumstances which imply reasonably that such action is intended to influence the Affiliated Individual(s) in the performance of his or her duties. The foregoing does not apply to the acceptance of items of nominal value (i.e. \$50.00), under circumstances or for reasons clearly unrelated to any particular transactions or activity of the Foundation.

Section 5. Staff Services to Other Organizations. Staff service (a) as a volunteer officer, director, consultant and/or advisor to other charitable, civic, or service organizations, governmental or quasigovernmental units, or other entities, or (b) in such capacities for compensation (other than reimbursement of actual and reasonable out-of-pocket expenses) is permitted; provided however, that such service is reported in advance to the Chairman of the Board, that the performance of such service is not in conflict with the ability of the individual to properly discharge his or her responsibilities to the Foundation, that such service is closely monitored to avoid conflict or potential conflict of interest, and that any conflict or potential conflict of interest arising is promptly resolved in favor of the Foundation. Compensation, such as fees or honoraria, provided to staff for activities undertaken in the name of the Foundation or as part of the staff member's official duties and responsibilities will be promptly forwarded to the Foundation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 1. Definitions. For purposes of this Article IX, the following definitions shall apply:

- (a) “Act” means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.
- (b) “Expenses” means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.
- (c) “Indemnified Officer” shall mean each officer of the corporation who is also a Director of the corporation and each other officer of the corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the corporation’s request as Director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. “Indemnified Officer” includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (d) “Liabilities” means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorneys’ fees of opposing parties incurred with respect to a Proceeding.
- (e) “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).
- (f) “Director” means an individual who is or was a Director of the corporation or an individual who, while a Director of the corporation, is or was serving at the corporation’s request as a Director, officer, manager, partner, trustee, employee or agent or another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation’s request if such Director’s duties to the corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a Director.

Section 2. The corporation is obligated to indemnify Directors to the maximum extent permitted by the Act.

Section 3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the corporation itself) arising out of their status as Directors or officers, or their service at the corporation's request as a Director, officer, manager partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the corporation shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the corporation. The corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Article IX, Section 4 that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section 3 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 3, provided and to the extent such resolution does not violate any provision of the Act or the corporation's Articles of Incorporation. This Section 3 shall be construed in a manner to fully affect the purpose and intent of the resolution of the corporation's Board of Directors approving and adopting this provision.

Section 4. Determination. Any indemnification under Article IX, Section 3 shall be paid by the corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Section 3 above. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- (b) if a quorum cannot be obtained under Section 4(a) above, by a majority vote of a committee duly designated by the Board of Directors (in which vote, members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Section 4(a) or (b) above; or (ii) if a quorum of the Board of Directors cannot be obtained under Section 4(a) above and a committee cannot be designated under Section 4(b), selected by a majority vote of the full Board of Directors

(in which selection, members thereof who are parties in the Proceeding may participate);
or

(d) by the members of the corporation, if any, but members of the Board of Directors who are at the time parties to the Proceeding may not vote on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the corporation to pay the indemnification required by this Article IX.

Section 5. Advances for Expenses. The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation against such Expenses. Subject to receipt of such undertaking, the corporation shall make reasonable periodic advances for Expenses pursuant to this Section 5, unless the Board of Directors shall determine, in the manner provided in Section 4 above and based on the facts then known, that indemnification under this Article IX is or will be precluded.

Section 6. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article IX serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article IX. No amendment, modification or repeal of this Article IX shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of its Directors, officers, employees and agents and those persons who were or are serving at the request of the corporation in any capacity with another corporation (whether a business or non-profit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article IX or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article IX shall relieve the corporation of its liability for indemnification provided for in this Article IX or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

Section 8. Savings Clause. If this Article IX or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this

Article that is not invalidated and also to the fullest extent permitted or required by the applicable law.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or, in the absence of such resolution, by action of the Executive Committee.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE XI

FORBIDDEN ACTIVITIES

The corporation is organized as a non-profit corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 for the benefit of and to carry out the purposes of the Hospital, as set forth in the corporation's Articles of Incorporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its officers, Directors, members or other private persons, except in the event of distributions at dissolution as set forth in the Articles of Incorporation and except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments a distributions in furtherance of its charitable purposes. 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 this Article XI, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation the contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer the remaining assets of the corporation to the entities and for the purposes set forth in Article 12, or any other applicable article, of the corporation's Articles of Incorporation.

ARTICLE XIII

GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Director by law or by the Charter or Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after time stated here, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year. The fiscal year of the corporation shall be from October 1 through September 30 of each year.

Section 4. Amendments. Except as otherwise provided herein or in the Articles of Incorporation, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors, provided, however, that if the vote of a greater number of Directors is required for action to be taken under the Bylaw to be amended, then such greater number of Directors must likewise vote in favor of amending or repealing such Bylaw.

Adopted October 1, 2007

Amendments adopted May, 2008; October 30, 2008; December 9, 2010