

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

**ARTICLE I**  
**CORPORATION**

1.1 Definitions. As used in the Governing Documents of the Corporation, the following words and phrases shall have the following meanings:

1.1-1 “Approve” shall mean and include the authority to review and either adopt, accept, appoint, amend, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the System. Where the term “approve” is used, that approval is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.

1.1-2 “Ascension Health Alliance” shall mean Ascension Health Alliance, a Missouri nonprofit corporation.

1.1-3 “Ascension Health” shall mean Ascension Health, a Missouri nonprofit corporation.

1.1-4 “Ascension Health President/CEO” shall mean the person holding the position of President/CEO of Ascension Health or his or her designee.

1.1-5 “Board” or “Board of Directors” shall mean the Board of Directors of the Corporation.

1.1-6 “Canonical Requirements” shall mean the actions and decisions governed by canon law.

1.1-7 “Consultation” shall mean to confer and deliberate together.

1.1-8 “Control” or “Controlled” shall mean:

(i) The authority to act as majority member, shareholder or partner of an organization;

(ii) The authority to appoint, elect or approve at least a majority of the individual members, shareholders or partners of an organization; or

(iii) The authority to appoint, elect or approve at least a majority of the governing body of an organization.

1.1-9 “Credit Group Member” shall mean all credit group members and designated affiliates as those terms are defined in Ascension Health Alliance’s Master Trust Indenture, as amended, or replaced, from time to time.

1.1-10 "Financial Expert" shall mean the person who has the attributes set forth in Title 17 of the United States Code of Federal Regulations, Section 228.407, pursuant to Title 15, Section 7625, of the United States Code under the act commonly known as the "Sarbanes Oxley Act", as amended from time to time.

1.1-11 "Governing Documents" shall mean the articles of incorporation or charter, articles of organization, bylaws, partnership agreements, operating agreements or comparable documents as may be applicable depending on the form of the entity's legal organization.

1.1-12 "Health Ministry" shall mean the organization in a regional or local area through which Ascension Health carries out its mission and in which Ascension Health serves as the sole or controlling member.

1.1-13 "Member" shall mean Ascension Health.

1.1-14 "Participating Entities" shall mean the Participating Entities of the Sponsor, as they may exist from time to time.

1.1-15 "Ratify" shall mean and include the authority to accept or reject, without imposing an alternative, an action recommended by another entity in the System. Where the term "ratify" is used, that ratification is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.

1.1-16 "Recommend" shall mean to initiate an action for consideration and approval or ratification by another entity or person in the System.

1.1-17 "Sponsor" shall mean Ascension Health Ministries, a public juridic person.

1.1-18 "State" shall mean the State of Idaho.

1.1-19 "Subsidiary Organization" shall mean any legal entity directly or indirectly controlled by Corporation.

1.1-20 "System" shall mean Ascension Health Alliance and all organizations directly or indirectly controlled by Ascension Health Alliance.

1.1-21 "System Policy" or "System Policies" shall mean all policies and procedures issued by Ascension Health Alliance from time to time that is intended to apply to the System or any part of the System.

1.2 Name. The name of the corporation shall be ST. JOSEPH REGIONAL MEDICAL CENTER, INC., an Idaho nonprofit corporation (the "Corporation").

1.3 Philosophy. The philosophy of the Corporation shall be that of the Sponsor as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and*

*Religious Directives for Catholic Health Care Services* as approved, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.

1.4 Statement of Role and Purposes. The purposes for which the Corporation shall be organized are exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension Health Alliance and the Corporation's purposes shall include the following:

1.4-1 Serve as the parent corporation for an integrated health care delivery and financing network.

1.4-2 Operate and support health care institutions and activities which are sponsored by the Sponsors, both within and without the State of Idaho.

1.4-3 Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article.

1.4-4 Further the philosophy and mission of Ascension Health of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, or sponsored by the Sponsor and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article I.

1.4-5 Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.

1.4-6 Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Article.

1.4-7 Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.

1.4-8 Engage in any lawful activities within the purposes for which a corporation may be organized under the Idaho Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.

1.4-9 Serve as the controlling entity of Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the

governing bodies of such Subsidiary Organizations, all in accordance with requirements established by Ascension Health.

1.4-10 Support institutions sponsored by the Sponsor, both within and without the State, and cooperate with other Ascension Health institutions.

1.4-11 Promote cooperation and exchange of knowledge and experience among the various apostolates of the Sponsor within the health care mission.

1.4-12 Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

(i) 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 unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.

(ii) 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 or in opposition to any candidate for public office.

(iii) Notwithstanding any other provisions of the Corporation's Governing Documents, the Corporation shall only operate for charitable purposes 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

1.5 Offices. The principal office for the transaction of the business of the Corporation shall be St. Joseph Regional Medical Center in Lewiston, Nez Perce County, State of Idaho. The Corporation may also have an office or offices within or without the State of Idaho as the Board of Directors of the Corporation may from time to time establish.

## ARTICLE II MEMBER

2.1 Number and Eligibility. There shall be one (1) member of the Corporation, and such member shall be Ascension Health.

2.2 Appointment of Officer, Trustee or Other to Act on Behalf of Member. Ascension Health may appoint an officer(s), trustee(s) or anyone else to act on its behalf in the capacity of Member of the Corporation.

**ARTICLE III  
MEETINGS OF MEMBER**

3.1 Member Meetings. Meetings of Ascension Health shall be held at such time, date and place, both within and without the State, and shall be conducted in a manner, as provided in the Bylaws of Ascension Health.

**ARTICLE IV  
BOARD OF DIRECTORS**

4.1 Powers and Responsibilities. The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation, not otherwise reserved to Ascension Health, Ascension Health Alliance or to the Sponsor, but subject to the limitations contained in the Corporation's Governing Documents and subject to applicable law. The powers of the Board, which shall be exercised in accordance with and subject to System Policies, shall include, but not be limited to, the following:

4.1-1 Approve the mission and vision statements for the Corporation in consultation with the Ascension Health President/CEO, and approve the mission and vision statements for its respective Subsidiary Organizations and assure compliance with the philosophy, mission, vision, expectations and core values of Ascension Health.

4.1-2 Approve the formation or acquisition of legal entities, in consultation with Ascension Health President/CEO.

4.1-3 Approve requirements of, and adopt or approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are consistent with the System Policies.

4.1-4 Recommend the appointment of members of the Board of Directors of the Corporation, recommend the appointment of the Board Chair of the Corporation and evaluate the Corporation's Board and Board Chair.

4.1-5 Appoint, upon the recommendation of the governing board of the applicable Subsidiary Organization, or remove, with or without cause, the Board Chair and members of the governing board of such Subsidiary Organization of the Corporation. Removal does not require a recommendation of such Subsidiary Organization's governing board.

4.1-6 Appoint or remove the Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor, and establish annual performance objectives, evaluate performance and determine compensation of the Chief Executive Officer of the Corporation with

4.1-7 Approve the incurrence of debt of the Corporation and its Subsidiary Organizations in accordance with System Policies.

4.1-8 Approve the Integrated Strategic, Operational & Financial Plan, annual scorecard targets and initiatives for the Corporation, subject to ratification by the Ascension Health

4.1-9 Approve and recommend for approval by the Ascension Health Board of Trustees and the Ascension Health Alliance Board of Directors, the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or Subsidiary Organization that is a Credit Group Member, and, divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of the Corporation or Subsidiary Organization that is a Credit Group Member.

4.1-10 Subject to Canonical Requirements, approve the transfer of assets and the reallocation of debt among the Corporation and the other Health Ministries in accordance with the System Policies.

4.2 Powers Reserved to Member. The following powers are reserved to Ascension Health:

4.2-1 Approve the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity and approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation, change in corporate membership or corporate reorganization of the Corporation.

4.2-2 Approve requirements of, and approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are inconsistent with the System Policies.

4.2-3 Appoint, upon the recommendation of the Board of the Corporation or remove, with or without cause, the members of the Board of Directors of the Corporation.

4.2-4 Appoint or remove, with or without cause, the Chair of the Board of the Corporation in consultation with the Sponsor.

4.2-5 Approve the transfer of assets and the reallocation of debt among the Corporation and other Health Ministries in accordance with the System Policies, in consultation with the Corporation's Board.

4.2-6 Approve the transfer or encumbrance of tax exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Policies.

4.2-7 Approve the incurrence of debt of the Corporation in accordance with the System Policies.

4.3 Number, Eligibility and Qualifications. The Board of Directors shall consist of such members not fewer than three (3) nor more than thirteen (13) in number as shall from time to time be fixed by Ascension Health. The Board shall consist of at least one (1) religious affiliated with the Participating Entities. The Chief Executive Officer of the Corporation shall

serve as an *ex officio* Director with vote. To be eligible for Board membership, a director candidate shall satisfy the selection criteria and personal characteristics as may be established by Ascension Health from time to time.

4.4 Vacancies. Vacancies in the Board of Directors shall be filled by Ascension Health upon the recommendation of the Board of Directors of the Corporation.

4.5 Appointment and Term. Board members shall be appointed, upon the recommendation of the Board of the Corporation, by Ascension Health. Board Members shall be appointed for staggered terms. Unless otherwise specified by Ascension Health, Board appointments and reappointments shall commence as of July 1 of the fiscal year such appointment or reappointment was made and shall expire on June 30 after a full three (3) year term. If Ascension Health specifies a commencement date other than July 1, the first year of such three (3) year term for such Board member shall commence on the date specified by Ascension Health and shall expire on the next June 30. No Board member shall serve more than three (3) consecutive three (3) year terms or, in any event, more than nine (9) consecutive years. After a period of one (1) year of not serving on the Board, such person shall be eligible again to serve on the Board of Trustees.

4.6 Power to Appoint Officers. Ascension Health shall appoint the Chair of the Board. The Board of Directors of the Corporation shall appoint a Vice Chair, a Second Vice Chair, a Secretary and a Treasurer. The Chief Executive Officer of the Corporation shall be appointed in accordance with Section 8.1. One person may serve both as Secretary and Treasurer if the Board of Directors so desires. All such officers shall be voting members of the Board of Directors.

4.7 Power to Appoint Other Officers and Agents. The Board of Directors of the Corporation shall have the power to appoint and may empower the Chief Executive Officer of the Corporation to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

4.8 Removal of Officers and Agents. Any officer or agent, other than the Chair and Chief Executive Officer of the Corporation, may be removed, with or without cause, by the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby. The Chair may be removed with or without cause by Ascension Health and the Chief Executive Officer of the Corporation may be removed in the manner described in Section 8.3 below.

4.9 Removal of Directors. Any director may be removed, with or without cause, at any regular or special meeting of Ascension Health. Notice of the intention to act on such matters shall be given in the notice calling such meeting. Removal does not require a recommendation of the Corporation's Board.

4.10 Resignation of Directors. A Director of the Board may resign at any time by filing a written resignation with the Secretary. A resignation is effective when the notice is filed, unless the notice specifies a later effective date. If a resignation is made effective at a later date, Ascension Health, upon the recommendation of the Board of Directors, may fill the pending

vacancy before the effective date if Ascension Health provides that the successor does not take office until the effective date.

4.11 Power to Require Bonds. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of said officer's or agent's duties.

4.12 Attendance. All directors must attend at least two-thirds (2/3) of the regular meetings of the Board of Directors. Failure to do so shall constitute a reason for removal or non-appointment.

4.13 Conflicts of Interest. Each member of the Board of Directors shall (a) certify to the Corporation that no conflict of interest exists which would impair that member's ability to serve on the Board of Directors, and (b) comply with the Corporation's Conflicts of Interest Policy.

4.14 Board and Board Chair Evaluation. The Board of Directors shall complete a periodic evaluation of its performance and the performance of the Board Chair. These evaluations shall assess the performance of the Board and the Board Chair in fulfilling their responsibilities as a governing body and officers and the goals of the board of trustees of Ascension Health. The evaluation shall be conducted in accordance with System Policy and shall be submitted to the board of trustees of Ascension Health for acceptance.

4.15 Compensation and Reimbursement. Any member of the Board of Directors may receive compensation from the Corporation for services rendered to, or for expenses incurred in serving, the Corporation as a Director of the Corporation, or in a capacity other than as a Director of the Corporation while conducting activities on behalf of the System.

## **ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS**

5.1 Annual Meeting. The Annual meeting of the Board of Directors shall be held in July of each year or at such other time as the Board shall determine.

5.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine, however, it shall meet at least quarterly. Said meetings may be held within or without the State.

5.3 Meetings by Telecommunications Device. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.

5.4 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors, at the time in office, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board of Directors. Action taken pursuant to this

Section is effective when the last Director signs the consent unless the consent contains a prior or subsequent effective date.

5.5 Special Meetings. Special meetings of the Board of Directors may be called by the Chair, one-third (1/3) of the members of the Board, Ascension Health, or the Chief Executive Officer of the Corporation, at any time by means of such written notice by first class mail, courier service, telephone, telegraph, facsimile, electronic mail, or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director at least forty-eight (48) hours before the date of the meeting, as the Chair in his or her discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

5.6 Notices and Mailings. Written notice of all regular meetings of the Board of Directors shall be given to each Director at least five (5) days before the date of the meeting, which notice may, but need not, state generally the nature of the business to be taken up at the meeting. All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued (as "by order of the Chair" or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary or, if so empowered, an Assistant Secretary. If mailed, such notice shall be considered to be delivered when deposited in the United States' mail in a sealed, properly addressed envelope, first class postage prepaid. If sent by courier, such notice shall be considered to be delivered on the date of confirmed delivery. If sent by facsimile, such notice shall be considered to be delivered when the sender receives confirmation of successful transmission. If sent by electronic mail, such notice shall be considered to be delivered when it leaves the primary domain and passes through the gateway.

5.7 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by telegram, cablegram, facsimile, electronic mail, or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.

5.8 Quorum. A majority of the Board of Directors present in person shall constitute a quorum for the transaction of business. Directors may not establish a quorum by proxy.

5.9 Manner of Acting. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or the Corporation's Governing Documents. No Director may act by proxy on any matter.

## ARTICLE VI OFFICERS

6.1 Officers. The officers of the Corporation shall consist of a Chair of the Board of Directors of the Corporation, a Vice Chair, a Second Vice Chair, a Chief Executive Officer, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one (1) or more assistant secretaries, one (1) or more assistant treasurers and such

other officers as may be appointed in accordance with Section 4.7 above. One (1) person may hold two (2) or more offices, except that the offices of Chief Executive Officer and Secretary shall not be held by the same person.

6.2 Election. Except for the Chair of the Board of Directors and the Chief Executive Officer of the Corporation, the officers of the Corporation shall (a) be chosen annually by the Board of Directors at its annual meeting, and (b) hold office until he or she shall resign, shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified.

6.3 Subordinate Officers. Officers appointed pursuant to Section 4.7 above shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointment to such office.

6.5 Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board of Directors of the Corporation and exercise and perform such other powers and duties as maybe prescribed by the Bylaws.

6.6 Vice Chair. The Vice Chair of the Board shall, if present, preside at all meetings of the Board of Directors in absence of the Chair of the Board.

6.7 Second Vice Chair. The Second Vice Chair of the Board shall preside at all meetings of the Board of Directors in the absence of both the Chair and Vice Chair of the Board.

6.8 Chief Executive Officer. The Chief Executive Officer shall have all the powers and authorities assigned to that position and shall be governed by the provisions of Article VIII below. The conditions of employment for the Chief Executive Officer of the Corporation are governed by Article VIII below.

6.9 Secretary. The Secretary shall cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors indicating the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at the meeting and the proceedings thereof. The Secretary shall perform such other duties as may be delegated by the Board of Directors.

6.10 Treasurer. The Treasurer shall have the powers and duties usually associated with that office, subject to such limitations or extensions by the Board of Trustees.

6.11 Terms of Office. The Officers of the Corporation, except the Chair and Chief Executive Officer, shall each remain in office for a term which ordinarily shall be for one (1) year. The Chair shall serve a term which shall be for two (2) years and is eligible to serve one (1) additional two (2) year term. A Chair whose term has reached the two (2) consecutive two (2) year term limit may not be reconsidered for such position. The conditions of employment for the Chief Executive Officer of the Corporation are governed by Article VIII.

## ARTICLE VII COMMITTEES

7.1 Standing Committees. The standing committees of the Board of Directors shall consist of an Executive Committee, a Finance Committee, a Nominating Committee, a Quality and Safety Committee, an Audit Committee, and such other standing committees as the Board of Directors may authorize.

7.2 Appointment. The appointment of committee chairpersons and members to serve on standing committees shall be made by the Board of Directors.

7.3 Attendance. Failure to attend a minimum of one-half (1/2) of the regular assigned committee meetings shall constitute a basis for removal or non-appointment to the committee.

7.4 Special Committees. Special committees may be appointed by the Board of Directors for such purposes as circumstances may warrant. Every such committee shall limit its activity to the accomplishment of the purpose for which created and shall have no power to act except as is specifically conferred upon it by action of the Board of Directors. Upon completion of the duties for which any such committee was appointed, such committee shall stand discharged. The Chair of the Board of Directors shall appoint the members and a chair of each special committee.

7.5 Records. Each committee and subcommittee shall maintain a written record of its procedures and activities, including minutes of its meetings, and shall submit a written report of such procedures and activities at least annually to the Board of Directors.

7.6 Manner of Acting. The act of the majority of the committee members present in person at a meeting at which a quorum is present shall be the act of the committee. No committee member may act by proxy on any matter.

7.7 Meetings by Telecommunications Device. Members of any committee appointed by the Board may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.

7.8 Action by Written Consent. Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if all members of such committee, at the time in office, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the committee. Action taken pursuant to this Section is effective when the last committee member signs the consent unless the consent contains a prior or subsequent effective date.

7.9 Quorum. A quorum of any committee is defined as fifty percent (50%) of its membership.

7.10 Committee Evaluation. Each committee will complete a periodic evaluation of its performance. This evaluation will assess the performance of the committee in fulfilling its roles and expectations as approved by the Board of Directors.

7.11 Executive Committee.

7.11-1 The Executive Committee of the Board shall consist of the Chief Executive Officer, the Chairperson of the Board, the Vice Chairperson, Second Vice Chairperson, the Secretary, the Treasurer and any other person authorized by action of the Board of Directors.

7.11-2 The Executive Committee shall have the power to transact all regular business of the Corporation during the period between meetings of the Board of Directors, subject to any prior limitation imposed by the Board of Directors or by law. The Executive Committee shall report to the Board of Directors on all actions taken by it at the next regular meeting of the Board.

7.12 Finance Committee.

7.12-1 The Finance Committee shall consist of three (3) or more persons.

7.12-2 The primary duty of the Finance Committee shall be to determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Directors. In addition, the Finance Committee shall review the annual budget of the Corporation, appraise the Corporation's operating performance, counsel with the officers of the Corporation on both current and long term fiscal affairs and perform such other duties as may be assigned to it by the Board of Directors.

7.12-3 The Finance Committee shall meet on a regular basis or on call of the Board of Directors. Each Finance Committee meeting shall have an agenda.

7.13 Nominating Committee.

7.13-1 The Executive Committee shall also serve as the Nominating Committee.

7.13-2 The Nominating Committee shall identify and recommend to the Board of Directors candidates for membership on the Board of Directors in accordance with Section 4.1-4, above. The Nominating Committee shall also identify and recommend to the Board of Directors candidates for positions of officers other than the Chief Executive Officer.

7.14 Quality and Patient Safety Committee.

7.14-1 The Quality and Patient Safety Committee shall consist of at least five (5) members. Members of the Quality and Patient Safety Committee shall be appointed by the Board. The Chair of the Quality and Patient Safety Committee shall be a member of the Board of Directors. The Chief of Staff will also be appointed to serve as a Quality and Patient Safety Committee member.

7.14-2 The Executive Team, Quality Management Director, Nursing Director(s), Pharmacy Director, Hospice Director, and Corporate Responsibility Officer serve as staff to the Quality and Patient Safety Committee. The Quality Management Director shall be responsible for delivering Quality and Patient Safety Committee meeting agenda and minutes to the Quality

and Patient Safety Committee and delivering a Quality and Patient Safety Committee Report to the Board of Directors.

7.14-3 The Quality and Patient Safety Committee shall meet quarterly.

7.15 Audit Committee.

7.15-1 Composition. The Audit Committee shall consist of at least five (5) members, including at least one (1) Financial Expert. Members of the Audit Committee and the Chair of the Audit Committee shall be appointed by the Board. The Chair of the Audit Committee shall be a member of the Board of Directors. At least one (1) other member of the Audit Committee shall be a member of the Board.

7.15-2 Qualifications. All members of the Audit Committee shall be financially literate. A majority of the members of the Audit Committee shall consist of members who are independent of the Corporation, its management, and Ascension Health. Members of the Audit Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from the Corporation, its management, and Ascension Health. Serving on the Board of Directors of the Corporation in itself does not constitute lack of independence.

7.15-3 Staff. The Chief Financial Officer and the Internal Auditor of the Corporation shall serve as staff to the Audit Committee. The Chief Legal Officer and Corporate Responsibility Officer may also serve as staff to the Audit Committee. Collectively, the staff of the Audit Committee shall be responsible for delivering Audit Committee meeting minutes to the Audit Committee and delivering an Audit Committee Report to the Board of Directors.

7.15-4 Meetings. The Audit Committee shall meet a minimum of three (3) times per year. Members of the Audit Committee must attend at least half of the meetings per year.

7.15-5 Duties. The Audit Committee shall be responsible for:

(i) examining the adequacy and effectiveness of the internal control systems and financial information used by the Board of Directors and Finance Committee, as applicable, or by external agencies to evaluate the Corporation's fiscal affairs;

(ii) determining what the Corporation is doing to provide reliable financial statements and financial controls, including at a minimum, reviewing each quarterly control checklist and internal letter of representation and the annual Finance Code of Ethics;

(iii) evaluating audit performance;

(iv) ensuring that the Corporation develops and maintains an effective corporate compliance program; and

(v) reporting on the matters in this Section 7.15-5 to the Board of Directors with such recommendations as are appropriate.

7.16 Special Committees.

7.16-1 Special committees for specific purposes of activities may be appointed from time to time by a majority of the number of directors then in office. 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 specific power as is conferred by the Board of Directors. Upon completion of the task for which it was appointed, each special committee shall stand discharged.

7.16-2 Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or members, as the case may be, of such committee.

7.17 Vacancies. Vacancies on any committee may be filled for the unexpired term in the same manner as provided in the case of original appointment.

7.18 Compensation and Reimbursement. Any member of a committee may receive compensation from the Corporation for services rendered to, or for expenses incurred in serving, the Corporation as a committee member of the Corporation, or in any capacity other than as a committee member of the Corporation while conducting activities on behalf of the System.

**ARTICLE VIII  
ADMINISTRATION**

8.1 Chief Executive Officer. The Board of Directors shall appoint and remove the Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor. The Board of Directors shall establish annual performance objectives, evaluate the performance and determine compensation of the Chief Executive Officer with concurrent approval of the Ascension Health President/CEO.

8.2 Authority and Duties. The Chief Executive Officer shall be accountable to the Board of Directors of the Corporation and the Chief Executive Officer of Ascension Health. The Chief Executive Officer, in keeping with sound principles of management, shall be responsible to:

8.2-1 Provide leadership in carrying out the philosophy and mission of the Corporation and Ascension Health;

8.2-2 Provide leadership in strategic planning and organization;  
Provide leadership in financial planning and budgeting;

8.2-3 Direct the operations of the Corporation in a manner consistent with policies established by the Board of Directors of the Corporation, System Policies and Ascension Health's philosophy, mission and core values;

8.2-4 Direct and facilitate organizational communications; and

8.2-5 Provide leadership in evaluating the performance of the Corporation.

8.3 Discharge, Suspension and Disciplinary Action. Subject to the terms of any applicable contract, the Board of Directors has the authority to effect formal disciplinary action, suspension or discharge of the Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor.

## **ARTICLE IX MEDICAL STAFF**

9.1 Medical Staff. The Board of Directors shall organize the physicians and appropriate other persons granted practice privileges in St. Joseph Regional Medical Center ("Medical Center") into a medical staff under Medical Staff Bylaws of St. Joseph Regional Medical Center, Inc., approved by the Board of Directors of the Corporation. The Board of Directors shall consider recommendations of the staff and appoint to the staff, in numbers not exceeding the Medical Center's needs, physicians and others who meet the qualifications for membership as set forth in the Medical Staff Bylaws. Each member of the staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Bylaws, Rules and Regulations for the staff, and subject further to any limitations attached to his or her appointment.

There shall be Bylaws, Rules and Regulations, or amendments thereto, for the medical staff which set forth its organization and government. Proposed Bylaws, Rules and Regulations should be recommended by the medical staff subject to approval by the Board of Directors.

## **ARTICLE X EXECUTION OF INSTRUMENTS**

10.1 Checks, Drafts and Other Orders. All checks, drafts and other orders for payment of money shall be signed in the name of the Corporation by the Chief Executive Officer or such other officer or agent as selected by the Board of Directors of the Corporation.

10.2 Contracts, Conveyances and Other Legal Documents. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chief Executive Officer of the Corporation may execute the same in the name of and on behalf of the Corporation and may affix the seal of the Corporation thereto. The Board of Directors of the Corporation shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

## **ARTICLE XI DISSOLUTION**

11.1 Disposition of Assets. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of Ascension Health) and in accordance with the following:

11.1-1 The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

11.1-2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension Health Alliance.

11.1-3 Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII INDEMNIFICATION**

12.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including the imposition of a tax under Section 4958(a)(2) of the Code, but excluding an action by or in the right of the Corporation) which action, suit or proceeding is by reason of the fact that the person is or was (a) a Director of the Corporation, (b) an officer of the Corporation, (c) an employee of the Corporation; (d) an agent authorized by the Corporation to act on behalf of the Corporation, or (e) each person who serves or has served at the request of the Corporation as a director, officer, employee, or committee member of another corporation, partnership, joint venture, limited liability company, trust or enterprise. The indemnification shall be against expenses (including attorneys' fees), judgments and fines against her or him in connection with such action, suit or proceeding, provided the Corporation shall not be obliged to provide indemnification which would constitute excess benefit within the meaning of Section 4958 of the Code. The indemnification shall only apply if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to, the best interest of the Corporation. With respect to any criminal action or proceedings, there must have been no reasonable cause to believe her or his conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the Act. The Corporation may indemnify such other persons as determined by the Board of Directors of the Corporation.

12.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person indemnified under this Article XII and shall further have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a Director, officer, partner, employee, or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise insuring against any liability under the conditions described in this Article XII subject to the power of the Corporation to indemnify such person under applicable law.

**ARTICLE XIII**  
**MISCELLANEOUS**

13.1 Books and Records. The Corporation shall keep correct and complete books and records of accounts, and other records of the activities of the Corporation as may be appropriate or required by law, and shall keep minutes of proceedings of Ascension Health, the Board of Directors, the Executive Committee and other committees of the Board. All books and records of the Corporation may be inspected by Ascension Health or its agent or attorney for any proper purpose at any reasonable time.

13.2 Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of July 1 and end at the close of June 30, next succeeding period.

13.3 Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws, as amended or otherwise altered to date and certified by the Secretary, which shall be open to inspection by Ascension Health at all reasonable times during office hours.

13.4 Bylaws Review. The Bylaws shall be reviewed annually and revised as deemed necessary.

13.5 Rules of Construction. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the laws of the State of Idaho shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the plural, the plural number includes the singular and the term "person" includes a corporation as well as a natural person.

13.6 Fiscal Agency. The Corporation designates Ascension Health Alliance as its fiscal agent to conduct certain of its business activities, including performing any acts or contracting for any activities with respect to fiscal matters. These activities include, without limitation, the investment or loan of the funds of the Corporation as well as the funds of others, and the borrowing of funds from any source. The Corporation agrees that Ascension Health Alliance as Fiscal Agent shall have the authority to: (i) bind the Corporation as a joint and several borrower/obligor as to any funds which may be borrowed on a system-wide basis, and (ii) appoint third-parties to manage the funds of the Corporation invested by Ascension Health Alliance and delegate to third parties the authority to invest certain funds of the Corporation and to hold such investments as nominee for the Corporation. Ascension Health Alliance is authorized to enter into such indemnification, hold harmless, subordination, or waiver agreements that Ascension Health Alliance may, in its judgment, deem appropriate. This agency includes the authority to amend or waive any provision of any agreement with any bank or other financial institution for purposes of borrowing

**ARTICLE XIV**  
**CORPORATION SERVING AS CONTROLLING ENTITY**  
**OF SUBSIDIARY ORGANIZATIONS**

14.1 Governing Documents of Subsidiary Organizations. The Governing Documents of any of the Corporation's Subsidiary Organizations shall contain a section within the

documents which provides for certain rights and powers to be reserved to the Corporation as the controlling entity.

14.2 Specific Reserved Rights and Powers. All action by the Subsidiary Organization shall be by its governing board, subject to the following matters which require the approval of the Corporation, as the Subsidiary Organization's controlling entity:

14.2-1 Approve the mission and vision statements for the Subsidiary Organization.

14.2-2 Approve changes to the Governing Documents of the Subsidiary Organization, if the changes are consistent with System Policies.

14.2-3 Appoint, upon the recommendation of the governing board of the Subsidiary Organization, or remove, with or without cause, the members of the governing board of the Subsidiary Organization. Removal does not require a recommendation of the Subsidiary Organization governing board.

14.2-4 Approve the incurrence of debt of the Subsidiary Organization in accordance with System Policies.

14.2-5 Subject to the approval of Ascension Health and Ascension Health Alliance, approve the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization that is a Credit Group Member, and divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of a Subsidiary Organization that is a Credit Group Member.

14.2-6 Approve the formation of a Subsidiary Organization, and the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization of the Corporation, or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership or ownership of a Subsidiary Organization that is not a Credit Group Member.

14.2-7 Approve the transfer or encumbrance of the assets of the Subsidiary Organization in accordance with the System Policies.

14.2-8 Approve the operating budget and capital plan for the Subsidiary Organization.

**ARTICLE XV  
AMENDMENTS TO GOVERNING DOCUMENTS  
AND EFFECTIVE DATE**

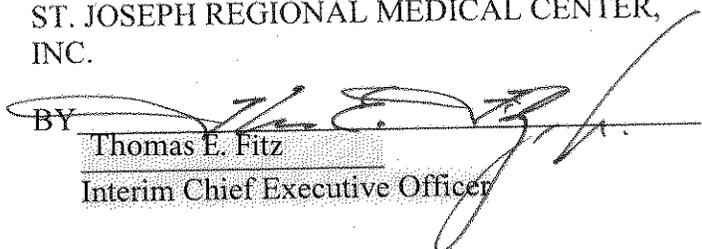
15.1 Amendments. The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Policies for Governing Documents shall be vested in the Corporation's Board of Directors. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with the System Policies shall be subject to the approval of the Ascension Health Board. The Governing Documents of the Corporation may

contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and/or applicable law of the State of Idaho.

15.2 Effective Date. These Bylaws shall be effective on the 26 day of SEPTEMBER 2016.

DULY ADOPTED by the Board of Directors of the Corporation on the 26 day of SEPTEMBER 2016.

ST. JOSEPH REGIONAL MEDICAL CENTER,  
INC.

BY   
Thomas E. Fitz  
Interim Chief Executive Officer

**2009 AMENDED AND RESTATED BYLAWS  
OF  
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.  
(As Amended Through November 23, 2009)**

**ARTICLE I  
CORPORATION**

- 1.1 Definitions.** As used in the Governing Documents of the Corporation, the following words and phrases shall have the following meanings:
- 1.1-a “Affiliate Organization”** shall mean any legal entity that is part of the System but is not controlled by Ascension Health, a Health Ministry, a Subsidiary Organization or a National Subsidiary.
  - 1.1-b “Approve”** shall mean and include the authority to review and either adopt, accept, appoint, amend, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the System. Where the term “approve” is used, that approval is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.
  - 1.1-c “Ascension Health”** shall mean Ascension Health, a Missouri nonprofit corporation.
  - 1.1-d “Ascension Health President/CEO”** shall mean the person holding the position of President/CEO of Ascension Health or his or her designee.
  - 1.1-e “Board” or “Board of Directors”** shall mean the Board of Directors of the Corporation.
  - 1.1-f “Canonical Jurisdiction”** shall mean the Sponsor with the right and responsibility to act on the respective matter under canon law.
  - 1.1-g “Canonical Requirements”** shall mean the actions and decisions governed by canon law.
  - 1.1-h “Consultation”** shall mean to confer and deliberate together.
  - 1.1-i “Control” or “Controlled”** shall mean:
    - (i) The authority to act as controlling member, shareholder or partner of an organization;

- (ii) The authority to appoint, elect or approve at least a majority of the individual members, shareholders or partners of an organization; or
- (iii) The authority to appoint, elect or approve at least a majority of the governing body of an organization.

**1.1-j Credit Group Member** shall mean all credit group members and designated affiliates as those terms are defined in Ascension Health's Master Trust Indenture dated as of November 1, 1999, as amended, or replaced, from time to time.

**1.1-k "Financial Expert"** shall mean the person who has the attributes set forth in Title 17 of the United States Code of Federal Regulations, Section 228.407, pursuant to Title 15, Section 7625, of the United States Code under the act commonly known as the "Sarbanes Oxley Act", as amended from time to time.

**1.1-l "Governing Documents"** shall mean the articles of incorporation or charter, articles of organization, bylaws, partnership agreements, operating agreements or comparable documents as may be applicable depending on the form of the entity's legal organization.

**1.1-m "Health Ministry"** shall mean the organization in a regional or local area through which Ascension Health carries out its mission and in which Ascension Health serves as the sole or controlling member.

**1.1-n "Member" or "Members"** shall mean Ascension Health.

**1.1-o "National Subsidiary"** shall mean an organization, other than a Health Ministry or a Subsidiary Organization, which is controlled by Ascension Health.

**1.1-p "Ratify"** shall mean and include the authority to accept or reject, without imposing an alternative, an action recommended by another entity in the System. Where the term "ratify" is used, that ratification is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.

**1.1-q "Recommend"** shall mean to initiate an action for consideration and approval or ratification by another entity or person in the System.

**1.1-r "Sponsor" or "Sponsors"** shall mean each of the following:

- (i) The Northeast Province of the Daughters of Charity of St. Vincent de Paul;
- (ii) The Southeast Province of the Daughters of Charity of St. Vincent de Paul;

- (iii) The East Central Province of the Daughters of Charity of St. Vincent de Paul;
- (iv) The West Central Province of the Daughters of Charity of St. Vincent de Paul;
- (v) The Congregation of St. Joseph; and
- (vi) The Congregation of the Sisters of St. Joseph of Carondelet.

The term “Sponsor” or “Sponsors” shall also include such other Sponsors that are added in the future to the System.

- 1.1-s “**State**” shall mean the State of Idaho.
- 1.1-t “**Subsidiary Organization**” shall mean any legal entity directly or indirectly controlled by a Health Ministry or National Subsidiary.
- 1.1-u “**System**” shall mean, collectively, Ascension Health, Health Ministries, Subsidiary Organizations, National Subsidiaries and Affiliate Organizations.
- 1.1-v “**System Policy**” or “**System Policies**” shall mean all policies, procedures, technical manuals and other written guidance established, adopted, or issued from time to time by Ascension Health that is intended to apply to Health Ministries, Subsidiary Organizations and/or National Subsidiaries, including, without limitation, the System Authority Matrix.
- 1.1-w “**System Requirements for Governing Documents**” shall mean the required provisions identified in System Policies to be included in the Governing Documents of Health Ministries, National Subsidiaries and Subsidiary Organizations.
- 1.2 **Name.** The name of the corporation shall be ST. JOSEPH REGIONAL MEDICAL CENTER, INC., an Idaho nonprofit corporation (the “Corporation”).
- 1.3 **Philosophy.** The philosophy of the Corporation shall be that of the Sponsors as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved and promulgated, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.
- 1.4 **Statement of Role and Purposes.** The purposes for which the Corporation shall be organized are exclusively charitable, religious, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”).

Further, the Corporation shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Sponsors and such other of its Subsidiary Organizations that qualify under Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health. In furtherance of such purposes, the Corporation may:

- 1.4-a Serve as the parent corporation for an integrated health care delivery and financing network.
- 1.4-b Operate and support health care institutions and activities which are sponsored by the Sponsors, both within and without the State of Idaho.
- 1.4-c Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article I.
- I.4-d Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be, established by Ascension Health, or sponsored by the Sponsors and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article I.
- 1.4-e Raise funds for any or all of the organizations described in this Article I from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
- 1.4-f Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Article I.
- 1.4-g Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article I.
- 1.4-h Engage in any lawful activities within the purposes for which a corporation may be organized under the Idaho Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article I.
- 1.4-i Serve as the controlling entity of Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the

governing bodies of such Subsidiary Organizations, all in accordance with requirements established by Ascension Health.

- 1.4-j Support institutions sponsored by the Sponsors, both within and without the State of Idaho, and cooperate with other Ascension Health institutions.
- 1.4-k Promote cooperation and exchange knowledge and experience among the various apostolates of the Sponsors within the health care mission.
- 1.4-i Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article 1, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
  - (i) 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 unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.
  - (ii) 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 or in opposition to any candidate for public office.
  - (iii) Notwithstanding any other provisions of the Corporation's Governing Documents, the Corporation shall only operate for charitable purposes 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- 1.5 **Offices.** The principal office for the transaction of the business of the Corporation shall be St. Joseph Regional Medical Center in Lewiston, Nez Perce County, State of Idaho. The Corporation may also have an office or offices within or without the State of Idaho as the Board of Directors of the Corporation may from time to time establish.

## ARTICLE II MEMBER

- 2.1 **Number and Eligibility.** There shall be one (1) member of the Corporation, and such member shall be Ascension Health, a Missouri nonprofit corporation, having its registered office at 4600 Edmundson Road, St. Louis, Missouri 63134.

- 2.2 **Appointment of Officer, Trustee or Other to Act on Behalf of Member.** Ascension Health may appoint an officer(s), trustee(s) or anyone else to act on its behalf in the capacity of Member of the Corporation.

**ARTICLE III**  
**MEETINGS OF MEMBER**

- 3.1 **Member Meetings.** Meetings of Ascension Health shall be held at such time, date and place, both within and without the State and conducted in a manner as provided in the Bylaws of Ascension Health.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

- 4.1 **Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not reserved to Ascension Health or to the Sponsors, but subject to the limitations contained in the Corporation's Governing Documents and subject to applicable law. The powers of the Board of Director, which shall be exercised in accordance with and subject to System Policies, shall include, but not be limited to, the following:
- 4.1-a Approve the mission and vision statements for the Corporation, in consultation with the Ascension Health President/CEO, and approve the mission and vision statements for its respective Subsidiary Organizations and assure compliance with the philosophy, mission, vision, expectations and core values of Ascension Health.
  - 4.1-b Approve and recommend the formation or acquisition of legal entities in consultation with Ascension Health President/CEO.
  - 4.1-c Approve requirements of, and adopt or approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are consistent with the System Requirements for Governing Documents.
  - 4.1-d Recommend the appointment of members of the Board of Directors of the Corporation recommend the appointment of the Board Chair of the Corporation and evaluate the Corporation's Board and Board Chair.
  - 4.1-e Appoint, upon the recommendation of the governing board of the applicable Subsidiary Organization, or remove, with or without cause, the Board Chair and members of the governing board of such Subsidiary Organization of the Corporation. Removal does not require a recommendation of such Subsidiary Organization's governing board.

- 4.1-f Appoint or remove the President and Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor with Canonical Jurisdiction, and establish annual performance objectives, evaluate performance and determine compensation of the President and Chief Executive Officer of the Corporation with concurrent approval by the Ascension Health President/CEO.
  - 4.1-g Approve the incurrence of debt of the Corporation and its Subsidiary Organizations in accordance with System Policies.
  - 4.1-h Approve the Integrated Strategic, Operational & Financial Plan, annual scorecard targets and initiatives for the Corporation, subject to ratification by the Ascension Health President/CEO.
  - 4.1-i Subject to Canonical Requirements, approve and recommend for approval by the Ascension Health Board of Trustees the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or Subsidiary Organization that is a Credit Group Member, and, divestitures, dissolutions, closures, mergers, consolidations or changes in corporate membership or ownership or corporate reorganization of the Corporation or Subsidiary Organization that is a Credit Group Member.
  - 4.1-j Subject to Canonical Requirements, approve the transfer of assets and the reallocation of debt among the Corporation and the other Health Ministries in accordance with the System Policies.
- 4.2 **Powers Reserved to Members.** The following powers are reserved to Ascension Health:
- 4.2-a Approve the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity and, subject to Canonical Requirements, approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation, change in corporate membership or corporate reorganization of the Corporation.
  - 4.2-b Approve requirements of, and approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are inconsistent with the System Requirements for Governing Documents.
  - 4.2-c Appoint, upon the recommendation of the Board of the Corporation or remove, with or without cause, the members of the Board of Directors of the Corporation.
  - 4.2-d Appoint or remove, with or without cause, the Chair of the Board of the Corporation in consultation with the Sponsor with Canonical Jurisdiction.

- 4.2-e Approve the transfer of assets and the reallocation of debt among the Corporation and other Health Ministries in accordance with the System Policies, in consultation with the Corporation's Board.
- 4.2-f Approve the transfer or encumbrance of tax exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Policies.
- 4.2-g Approve the incurrence of debt of the Corporation in accordance with the System Policies.
- 4.3 **Number, Eligibility and Qualifications.** The Board of Directors of the Corporation shall be composed of such voting directors not fewer than three (3) nor more than thirteen (13) in number as determined from time to time by Ascension Health. The Board of Directors shall include at least one (1) member of the Sponsors. To be eligible for Board membership, a director candidate shall satisfy the selection criteria and personal characteristics as may be established by Ascension Health from time to time.
- 4.4 **Vacancies.** Vacancies in the Board of Directors shall be filled by Ascension Health upon the recommendation of the Board of Directors of the Corporation.
- 4.5 **Appointment and Term.** Board members shall be appointed, upon the recommendation of the Board of the Corporation, by Ascension Health. Board Members shall be appointed for staggered terms. Unless otherwise specified by Ascension Health, Board appointments and reappointments shall commence as of July 1 of the fiscal year such appointment or reappointment was made and shall expire on June 30 after a full three (3) year term. At the time of the adoption of these Amended and Restated Bylaws, Board members were serving three (3) year terms beginning on January 1 of a year and ending on December 31 of the third year. Notwithstanding the foregoing term limitation, those persons serving on January 1, 2009, shall serve a term of two (2) years and six (6) months with their terms expiring on the 30<sup>th</sup> day of June in the year following the completion of the first two (2) years of that term. If Ascension Health specifies a commencement date other than July 1, the first year of such three (3) year term for such Board member shall commence on the date specified by Ascension Health and shall expire on the next June 30. No Board member shall serve more than three (3) consecutive three (3) year terms or, in any event, more than nine (9) consecutive years. After a period of one (1) year of not serving on the Board, such person shall be eligible again to serve on the Board of Trustees.
- 4.6 **Power to Appoint Officers.** Ascension Health shall appoint the Chair of the Board of Directors of the Corporation. The Board of Directors of the Corporation shall appoint a Vice Chair, a Secretary and a Treasurer. The President and Chief Executive Officer of the Corporation shall be appointed in accordance with Section 8.1.
- 4.7 **Power to Appoint Other Officers and Agents.** The Board of Directors of the Corporation shall have the power to appoint and may empower the President and Chief

Executive Officer of the Corporation to appoint such other officers and agents as the business of the Corporation may require.

- 4.8 **Removal of Officers and Agents.** Any officer or agent, other than the Chair and President and Chief Executive Officer of the Corporation, may be removed, with or without cause, by the Board of Directors at any special or regular meeting thereof, or, except in the case of any officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. The Chair may be removed with or without cause by Ascension Health. The President and Chief Executive Officer of the Corporation may be removed in the manner described in Section 8.3 below.
- 4.9 **Removal of Directors.** Any director may be removed, with or without cause, at any regular or special meeting of Ascension Health. Notice of the intention to act on such matters shall be given in the notice calling such meeting. Removal does not require a recommendation of the Board of Directors of the Corporation.
- 4.10 **Resignation of Directors.** A director of the Board may resign at any time by delivering written notice to the Secretary of the Corporation. The resignation shall become effective upon delivery of the written notice, unless the notice specifies a future effective date. If a resignation is made effective at a future date, Ascension Health, upon the recommendation of the Board of Directors of the Corporation, may fill the pending vacancy before the effective date of such resignation if Ascension Health provides that the successor shall not take office until such effective date.
- 4.11 **Resignation of Officers.** An officer may resign at any time by delivering written notice to the Board of Directors, the President and Chief Executive Officer or the Secretary of the Corporation. The resignation shall become effective upon delivery of the written notice, unless the notice specifies a future effective date. If a resignation is made effective at a later date, Ascension Health, upon the recommendation of the Corporation's Board of Directors, may fill the pending vacancy before the effective date if Ascension Health provides that the successor does not take office until the effective date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.12 **Power to Require Bonds.** The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of said officer's or agent's duties.
- 4.13 **Attendance.** All directors must attend at least two-thirds (2/3) of the regular meetings of the Board of Directors. Failure to do so shall constitute a reason for removal or non-appointment.
- 4.14 **Conflicts of Interest.** Each member of the Board of Directors shall (a) certify to the Corporation that no conflict of interest exists which would impair that member's ability

to serve on the Board of Directors, and (b) comply with the Corporation's Conflicts of Interest Policy.

- 4.15 **Board and Board Chair Evaluation.** The Board of Directors shall complete a periodic evaluation of its performance and the performance of the Board Chair. These evaluations shall assess the performance of the Board and the Board Chair in fulfilling their responsibilities as a governing body and officers and the goals of the board of trustees of Ascension Health. The evaluation shall be conducted in accordance with System Policy and shall be submitted to the board of trustees of Ascension Health for acceptance.
- 4.16 **Compensation and Reimbursement.** Any member of the Board of Directors may receive compensation from the Corporation for services rendered to, or for expenses incurred in serving, the Corporation as a Director of the Corporation, or in a capacity other than as a Director of the Corporation while conducting activities on behalf of the System.

## **ARTICLE V** **MEETINGS OF THE BOARD OF DIRECTORS**

- 5.1 **Organizational Meeting.** The organizational meeting of the Board of Directors shall be held in July of each year or at such other time as the Board shall determine.
- 5.2 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places, within or without the State of Idaho, as the Board of Directors shall from time to time determine; however, the Board of Directors shall meet at least quarterly. In the absence of the designation of another location, regular meetings shall be held at the principal office of the Corporation.
- 5.3 **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the President and Chief Executive Officer of the Corporation or, if he or she is absent or unable or refuses to act, by any Vice Chair or by any two (2) directors. Special meetings of the Board of Directors may be held either at a place so designated or at the principal office.
- 5.4 **Notice of Meetings.** Written notice of the time and place of the organization meeting or a special meeting shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to the director at such director's address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Board of Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the Corporation is located at least two (2) business days, excluding Saturdays, Sundays and holidays, prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least one (1) business day, excluding Saturdays, Sundays and holidays,

prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

- 5.5 **Waiver of Notice.** The transaction of any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as though at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance at a meeting, except for the purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of such notice.
- 5.6 **Meetings by Telecommunications Device.** Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person at such meeting.
- 5.7 **Action by Written Consent.** Any action required or permitted by law to be taken by the Board of Directors may be taken without a meeting if all the directors at the time in office 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 of Directors. Any certificate or document filed pursuant to this authority which relates to action or actions so taken shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the Corporation authorize the directors to so act. Action taken pursuant to this Section 5.7 shall be effective when the last director signs the consent unless the consent contains a prior or subsequent effective date.
- 5.8 **Quorum.** A majority of the Board of Directors then in office who are present in person shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.
- 5.9 **Manner of Acting.** Every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Governing Documents of the Corporation.
- 5.10 **Adjournment.** A quorum of directors may adjourn any meeting of the Board of Directors of the Corporation to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any meeting of the Board of Directors, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

- 5.11 **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

## **ARTICLE VI** **OFFICERS**

- 6.1 **Officers.** The officers of the Corporation shall consist of a Chair of the Board of Directors of the Corporation, a Vice Chair, a Past Chair, a President and Chief Executive Officer, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one (1) or more assistant secretaries, one (1) or more assistant treasurers and such other officers as may be appointed in accordance with Section 4.8 above. One (1) person may hold two (2) or more offices, except that the offices of President and Chief Executive Officer and Secretary shall not be held by the same person.
- 6.2 **Election.** Except for the Chair of the Board of Directors and the President and Chief Executive Officer of the Corporation, the officers of the Corporation shall (a) be chosen annually by the Board of Directors at its annual meeting, and (b) hold office until he or she shall resign, shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified.
- 6.3 **Subordinate Officers.** Officers appointed pursuant to Section 4.8 above shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.
- 6.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointment to such office.
- 6.5 **Chair of the Board.** The Chair of the Board shall, if present, preside at all meetings of the Board of Directors of the Corporation and exercise and perform such other powers and duties as maybe prescribed by the Bylaws.
- 6.6 **Vice Chair.** The Vice Chair of the Board, who shall be the chairperson elect, shall, if present, preside at all meetings of the Board of Directors in absence of the Chair of the Board.
- 6.7 **Past Chair.** The Past Chair of the Board shall be the immediate post Board Chair and shall preside at all meetings of the Board of Directors in the absence of both the Chair and Vice Chair of the Board.
- 6.8 **President and Chief Executive Officer.** The President and Chief Executive Officer shall have all the powers and authorities assigned to that position and shall be governed by the provisions of Article VIII below. The conditions of employment for the President and Chief Executive Officer of the Corporation are governed by Article VIII below.

- 6.9 **Secretary.** The Secretary shall cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors indicating the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at the meeting and the proceedings thereof. The Secretary shall perform such other duties as may be delegated by the Board of Directors.
- 6.10 **Treasurer.** The Treasurer shall have the powers and duties usually associated with that office, subject to such limitations or extensions by the Board of Trustees.
- 6.11 **Terms of Office.** The term and conditions of employment of the President and Chief Executive Officer of the Corporation are governed by Article VIII and by the terms of any applicable contract. The Board Chair, Vice Chair and Past Chair shall ordinarily each serve a single one- (1-) year term in each of these positions. The Vice Chair shall be the chairperson-elect and, at the end of his/her term as Vice Chair, shall ordinarily be recommended to Member for appointment as Board Chair. At the end of his/her term as Board Chair, the retiring Chair shall ordinarily be appointed as Past Chair. In no event will the Board Chair serve in that capacity for a single term of more than two (2) years or for consecutive terms which total more than four (4) years. The other officers of the Corporation shall ordinarily serve for a term of one (1) year or until their successors are appointed.
- 6.12 **Contracts, Conveyances and Other Legal Documents.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chief Executive Officer of the Corporation may execute the same in the name of and on behalf of the Corporation and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

## **ARTICLE VII** **COMMITTEES**

### **7.1 Standing Committees.**

- 7.1-a Standing committees of the Board of Directors shall consist of an Executive Committee, a Finance Committee, a Nominating Committee, an Audit Committee, and such other standing committees as the Board of Directors may authorize.
- 7.1-b The appointment of committee chairpersons and members to serve on standing committees shall be made by the Board of Directors.
- 7.1-c The chairperson and each member of each standing committee shall serve until the next annual election of members of the Board of Directors and until his or her successor is appointed, such committee is sooner terminated or such person is

removed, resigns or ceases to qualify as a chairperson or member, as the case may be, of such committee.

- 7.1-d A quorum of any committee is defined as fifty percent (50%) of its membership.
- 7.1-e Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if all members of such committee, at the time in office, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the committee. Action taken pursuant to this Section is effective when the last committee member signs the consent unless the consent contains a prior or subsequent effective date.
- 7.1-f Each Standing Committee shall maintain minutes of its activities, copies of which shall be submitted to the Board of Directors.
- 7.1-g Members of any committee appointed by the Board may participate in a meeting by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such manner shall constitute presence in person at such meeting.

## **7.2 Executive Committee.**

- 7.2-a The Executive Committee of the Board shall consist of the President and Chief Executive Officer, the Chairperson of the Board, the Vice Chairperson, Past Chairperson, the Secretary, the Treasurer and any other person authorized by action of the Board of Directors.
- 7.2-b The Executive Committee shall have the power to transact all regular business of the Corporation during the period between meetings of the Board of Directors, subject to any prior limitation imposed by the Board of Directors or by law. The Executive Committee shall report to the Board of Directors on all actions taken by it at the next regular meeting of the Board.

## **7.3 Finance Committee.**

- 7.3-a The Finance Committee shall consist of three (3) or more persons.
- 7.3-b The primary duty of the Finance Committee shall be to determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Directors. In addition, the Finance Committee shall review the annual budget of the Corporation, appraise the Corporation's operating performance, counsel with the officers of the Corporation on both current and long term fiscal affairs and perform such other duties as may be assigned to it by the Board of Directors.
- 7.3-c The Finance Committee shall meet on a regular basis or on call of the Board of Directors. Each Finance Committee meeting shall have an agenda.

**7.4 Nominating Committee.**

7.4-a The Executive Committee shall also serve as the Nominating Committee.

7.4-b The Nominating Committee shall identify and recommend to the Board of Directors candidates for membership on the Board of Directors in accordance with Section 4.6 above. The Nominating Committee shall also identify and recommend to the Board of Directors candidates for positions of officers other than the President and Chief Executive Officer.

**7.5 Audit Committee.**

**7.5-a Composition.** The Audit Committee shall consist of at least five (5) members, including at least one (1) Financial Expert. Members of the Audit Committee and the Chair of the Audit Committee shall be appointed by the Board. The Chair of the Audit Committee shall be a member of the Board of Directors. At least one (1) other member of the Audit Committee shall be a member of the Board.

**7.5-b Qualifications.** All members of the Audit Committee shall be financially literate. A majority of the members of the Audit Committee shall consist of members who are independent of the Corporation, its management, and Ascension Health. Members of the Audit Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from the Corporation, its management, and Ascension Health. Serving on the Board of Directors of the Corporation in itself does not constitute lack of independence.

**7.5-c Staff.** The Chief Financial Officer and the Internal Auditor of the Corporation shall serve as staff to the Audit Committee. The Chief Legal Officer and Corporate Responsibility Officer may also serve as staff to the Audit Committee. Collectively, the staff of the Audit Committee shall be responsible for delivering Audit Committee meeting minutes to the Audit Committee and delivering an Audit Committee Report to the Board of Directors.

**7.5-d Meetings.** The Audit Committee shall meet a minimum of three (3) times per year. Members of the Audit Committee must attend at least half of the meetings per year.

**7.5-e Duties.** The Audit Committee shall be responsible for:

- (i) examining the adequacy and effectiveness of the internal control systems and financial information used by the Board of Directors and Finance Committee, as applicable, or by external agencies to evaluate the Corporation's fiscal affairs;

- (ii) determining what the Corporation is doing to provide reliable financial statements and financial controls, including at a minimum, reviewing each quarterly control checklist and internal letter of representation and the annual Finance Code of Ethics;
- (iii) evaluating audit performance;
- (iv) ensuring that the Corporation develops and maintains an effective corporate compliance program; and
- (v) reporting on the matters in this Section 7.12-e to the Board of Directors with such recommendations as are appropriate.

**7.6 Special Committees.**

7.6-a Special committees for specific purposes of activities may be appointed from time to time by a majority of the number of directors then in office. 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 specific power as is conferred by the Board of Directors. Upon completion of the task for which it was appointed, each special committee shall stand discharged.

7.6-b Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or members, as the case may be, of such committee.

**7.7 Vacancies.** Vacancies on any committee may be filled for the unexpired term in the same manner as provided in the case of original appointment.

**ARTICLE VIII**  
**ADMINISTRATION**

**8.1 President and Chief Executive Officer.** The Board of Directors shall appoint and remove the President and Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor with Canonical Jurisdiction. The Board of Directors shall establish annual performance objectives for, evaluate the performance of, and determine the compensation of the President and Chief Executive Officer with concurrent approval of the Ascension Health President/CEO.

**8.2 Authority and Duties.** The President and Chief Executive Officer shall be accountable to the Board of Directors of the Corporation and the Chief Executive Officer of Ascension Health. The President and Chief Executive Officer, in keeping with sound principles of management, shall be responsible to:

- 8.2-a Provide leadership in carrying out the philosophy and mission of the Corporation and Ascension Health;
- 8.2-b Provide leadership in strategic planning and organization;
- 8.2-c Provide leadership in financial planning and budgeting;
- 8.2-d Direct the operations of the Corporation in a manner consistent with policies established by the Board of Directors of the Corporation, System Policies and Ascension Health's philosophy, mission and core values;
- 8.2-e Direct and facilitate organizational communications; and
- 8.2-f Provide leadership in evaluating the performance of the Corporation.

8.3 **Discharge, Suspension and Disciplinary Action.** Subject to the terms of any applicable contract, the Board of Directors of the Corporation shall have the authority to effect formal disciplinary action, suspension or discharge of the President and Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor with Canonical Jurisdiction.

## **ARTICLE IX** **MEDICAL-DENTAL STAFF**

9.1 **Medical-Dental Staff.** The Board of Directors shall organize the physicians and appropriate other persons granted practice privileges in St. Joseph Regional Medical Center ("Medical Center") into a medical-dental staff under Medical-Dental Staff Bylaws of St. Joseph Regional Medical Center, Inc., approved by the Board of Directors of the Corporation. The Board of Directors shall consider recommendations of the staff and appoint to the staff, in numbers not exceeding the Medical Center's needs, physicians and others who meet the qualifications for membership as set forth in the Medical-Dental Staff Bylaws. Each member of the staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Bylaws, Rules and Regulations for the staff, and subject further to any limitations attached to his or her appointment.

There shall be Bylaws, Rules and Regulations, or amendments thereto, for the medical staff which set forth its organization and government. Proposed Bylaws, Rules and Regulations should be recommended by the medical staff subject to approval by the Board of Directors.

## **ARTICLE X** **COMMUNITY GROUPS**

10.1 **Community.** The Board of Directors recognizes the vital role the community plays in the existence, the effectiveness and the relevance of the Corporation. It shall, therefore,

appoint persons from the community to appropriate roles as may, from time to time, be desirable and/or necessary in the best interests of the Corporation.

**ARTICLE XI**  
**EXECUTION OF INSTRUMENTS**

- 11.1 **Checks, Drafts and Other Orders.** All checks, drafts and other orders for payment of money shall be signed in the name of the Corporation by the President and Chief Executive Officer or such other officer or agent as selected by the Board of Directors of the Corporation.
- 11.2 **Contracts, Conveyances and Other Legal Documents.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President and Chief Executive Officer of the Corporation may execute the same in the name of and on behalf of the Corporation and may affix the seal of the Corporation thereto. The Board of Directors of the Corporation shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

**ARTICLE XII**  
**DISSOLUTION**

- 12.1 **Disposition of Assets.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of Ascension Health) and in accordance with the following:
- 12.1-a The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.
- 12.1-b Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health.
- 12.1-c Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**  
**INDEMNIFICATION**

- 13.1 **Indemnification.** The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including the imposition of a tax under Section 4958(a)(2) of the Code, but excluding an action by or in the right of the Corporation) which action, suit or proceeding is by reason of the fact that the person is or was (a) a Director of the Corporation, (b) an officer of the Corporation, (c) an employee of the Corporation; (d) an agent authorized by the Corporation to act on behalf of the Corporation, or (e) each person who serves or has served at the request of the Corporation as a director, officer, employee, or committee member of another corporation, partnership, joint venture, limited liability company, trust or enterprise. The indemnification shall be against expenses (including attorneys' fees), judgments and fines against her or him in connection with such action, suit or proceeding, provided the Corporation shall not be obliged to provide indemnification which would constitute excess benefit within the meaning of Section 4958 of the Code. The indemnification shall only apply if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to, the best interest of the Corporation. With respect to any criminal action or proceedings, there must have been no reasonable cause to believe her or his conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the Act. The Corporation may indemnify such other persons as determined by the Board of Directors of the Corporation.
- 13.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person indemnified under this Article XIII and shall further have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a Director, officer, partner, employee, or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise insuring against any liability under the conditions described in this Article XIII subject to the power of the Corporation to indemnify such person under applicable law.

**ARTICLE XIV**  
**MISCELLANEOUS**

- 14.1 **Books and Records.** The Corporation shall keep correct and complete books and records of accounts, and other records of the activities of the Corporation as may be appropriate or required by law, and shall keep minutes of proceedings of Ascension Health, the Board of Directors, the Executive Committee and other committees of the Board. All books and records of the Corporation may be inspected by Ascension Health or its agent or attorney for any proper purpose at any reasonable time.
- 14.2 **Fiscal Year.** The fiscal year of the Corporation shall begin at the beginning of July 1 and end at the close of June 30, next succeeding period.

- 14.3 **Inspection of Bylaws.** The Corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws, as amended or otherwise altered to date and certified by the Secretary, which shall be open to inspection by Ascension Health at all reasonable times during office hours.
- 14.4 **Bylaws Review.** The Bylaws shall be reviewed annually and revised as deemed necessary.
- 14.5 **Rules of Construction.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the laws of the State of Idaho shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the plural, the plural number includes the singular and the term “person” includes a corporation as well as a natural person.
- 14.6 **Fiscal Agency.** The Corporation designates Ascension Health as its fiscal agent to conduct certain of its business activities, including performing any acts or contracting for any activities with respect to fiscal matters. These activities include, without limitation, the investment or loan of the funds of the Corporation as well as the funds of others, and the borrowing of funds from any source. The Corporation agrees that Ascension Health as Fiscal Agent shall have the authority to: (i) bind the Corporation as a joint and several borrower/obligor as to any funds which may be borrowed on a system-wide basis, and (ii) appoint third parties to manage the funds of the Corporation invested by Ascension Health and delegate to third parties the authority to invest certain funds of the Corporation and to hold such investments as nominee for the Corporation. Ascension Health is authorized to enter into such indemnification, hold harmless, subordination, or waiver agreements that Ascension Health may, in its judgment, deem appropriate. This agency includes the authority to amend or waive any provision of any agreement with any bank or other financial institution for purposes of borrowing

**ARTICLE XV**  
**CORPORATION SERVING AS CONTROLLING ENTITY**  
**OF SUBSIDIARY ORGANIZATIONS**

- 15.1 **Governing Documents of Subsidiary Organizations.** The Governing Documents of any of the Corporation’s Subsidiary Organizations shall contain a section within the documents which provides for certain rights and powers to be reserved to the Corporation as the controlling entity.
- 15.2 **Specific Reserved Rights and Powers.** All action by the Subsidiary Organization shall be by its governing board, subject to the following matters which require the approval of the Corporation, as the Subsidiary Organization’s controlling entity:
- 15.2-a Approve the mission and vision statements for the Subsidiary Organization.
- 15.2-b Approve changes to the Governing Documents of the Subsidiary Organization.

- 15.2-c Appoint, upon the recommendation of the governing board of the Subsidiary Organization, or remove, with or without cause, the members of the governing board of the Subsidiary Organization. Removal does not require a recommendation of the Subsidiary Organization governing board.
- 15.2-d Approve the incurrence of debt of the Subsidiary Organization in accordance with System Policies.
- 15.2-e Subject to the approval of Ascension Health, approve all sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization that is a Credit Group Member, and divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of a Subsidiary Organization that is a Credit Group Member.
- 15.2-f Subject to Canonical Requirements, approve the formation of a Subsidiary Organization, and the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization of the Corporation, or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership or ownership of a Subsidiary Organization that is not a Credit Group Member.
- 15.2-g Approve the transfer or encumbrance of the assets of the Subsidiary Organization in accordance with the System Policies.
- 1 5.2-h Approve the operating budget and capital plan for the Subsidiary Organization.

**ARTICLE XVI**  
**AMENDMENTS TO GOVERNING DOCUMENTS**  
**AND EFFECTIVE DATE**

- 16.1 **Amendments.** The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Requirements for Governing Documents shall be vested in the Corporation's Board of Directors. The power to approve changes to the Governing Documents that are inconsistent with the System Requirements for Governing Documents shall be subject to the approval of the Ascension Health Board of Trustees. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and/or applicable law of the State of Idaho.
- 16.2 **Effective Date.** These Bylaws shall be effective on the 23rd day of November 2009.

DULY ADOPTED by the Board of Directors of the Corporation on the 23 day of NOV 2009.

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

BY   
HOWARD A. HAYES  
President and Chief Executive Officer

2014 AMENDED AND RESTATED BYLAWS  
OF  
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

**ARTICLE I**  
**CORPORATION**

- 1.1 Definitions.** As used in the Governing Documents of the Corporation, the following words and phrases shall have the following meanings:
- 1.1-a** **“Approve”** shall mean and include the authority to review and either adopt, accept, appoint, amend, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the System. Where the term “approve” is used, that approval is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.
- 1.1-b** **“Ascension Health Alliance”** shall mean Ascension Health Alliance, a Missouri nonprofit corporation.
- 1.1-c** **“Ascension Health”** shall mean Ascension Health, a Missouri nonprofit corporation.
- 1.1-d** **“Ascension Health President/CEO”** shall mean the person holding the position of President/CEO of Ascension Health or his or her designee.
- 1.1-e** **“Board” or “Board of Directors”** shall mean the Board of Directors of the Corporation.
- 1.1-f** **“Canonical Requirements”** shall mean the actions and decisions governed by canon law.
- 1.1-g** **“Consultation”** shall mean to confer and deliberate together.
- 1.1-h** **“Control” or “Controlled”** shall mean:
- (i) The authority to act as majority member, shareholder or partner of an organization;
  - (ii) The authority to appoint, elect or approve at least a majority of the individual members, shareholders or partners of an organization; or
  - (iii) The authority to appoint, elect or approve at least a majority of the governing body of an organization.

- 1.1-i **“Credit Group Member”** shall mean all credit group members and designated affiliates as those terms are defined in Ascension Health Alliance’s Master Trust Indenture, as amended, or replaced, from time to time.
- 1.1-j **“Financial Expert”** shall mean the person who has the attributes set forth in Title 17 of the United States Code of Federal Regulations, Section 228.407, pursuant to Title 15, Section 7625, of the United States Code under the act commonly known as the “Sarbanes Oxley Act”, as amended from time to time.
- 1.1-k **“Governing Documents”** shall mean the articles of incorporation or charter, articles of organization, bylaws, partnership agreements, operating agreements or comparable documents as may be applicable depending on the form of the entity’s legal organization.
- 1.1-l **“Health Ministry”** shall mean the organization in a regional or local area through which Ascension Health carries out its mission and in which Ascension Health serves as the sole or controlling member.
- 1.1-m **“Member”** shall mean Ascension Health.
- 1.1-n **“Participating Entities”** shall mean the Participating Entities of the Sponsor, as they may exist from time to time.
- 1.1-o **“Ratify”** shall mean and include the authority to accept or reject, without imposing an alternative, an action recommended by another entity in the System. Where the term “ratify” is used, that ratification is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.
- 1.1-p **“Recommend”** shall mean to initiate an action for consideration and approval or ratification by another entity or person in the System.
- 1.1-q **“Sponsor”** shall mean Ascension Health Ministries, a public juridic person.
- 1.1-r **“State”** shall mean the State of Idaho.
- 1.1-s **“Subsidiary Organization”** shall mean any legal entity directly or indirectly controlled by Corporation.
- 1.1-t **“System”** shall mean Ascension Health Alliance and all organizations directly or indirectly controlled by Ascension Health Alliance.
- 1.1-u **“System Policy” or “System Policies”** shall mean all policies and procedures issued by Ascension Health Alliance from time to time that is intended to apply to the System or any part of the System.

- 1.2 **Name.** The name of the corporation shall be ST. JOSEPH REGIONAL MEDICAL CENTER, INC., an Idaho nonprofit corporation (the “Corporation”).
- 1.3 **Philosophy.** The philosophy of the Corporation shall be that of the Sponsor as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved, from time to time, by the United States Conference of Catholic Bishops and as implemented by the local ordinary.
- 1.4 **Statement of Role and Purposes.** The purposes for which the Corporation shall be organized are exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation’s purposes shall be consistent with and supportive of the corporate purposes of Ascension Health and Ascension Health Alliance and the Corporation’s purposes shall include the following:
- 1.4-a Serve as the parent corporation for an integrated health care delivery and financing network.
  - 1.4-b Operate and support health care institutions and activities which are sponsored by the Sponsors, both within and without the State of Idaho.
  - 1.4-c Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Article.
  - 1.4-d Further the philosophy and mission of Ascension Health of healing and service the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be established by Ascension Health, or sponsored by the Sponsor and which are in furtherance of or in support of the charitable purposes of the organizations described in this Article 1.
  - 1.4-e Raise funds for any or all of the organizations described in this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
  - 1.4-f Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of the organizations described in this Article.

- 1.4-g Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article.
- 1.4-h Engage in any lawful activities within the purposes for which a corporation may be organized under the Idaho Nonprofit Corporation Act (the “Act”), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Article.
- 1.4-i Serve as the controlling entity of Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations, all in accordance with requirements established by Ascension Health.
- 1.4-j Support institutions sponsored by the Sponsor, both within and without the State, and cooperate with other Ascension Health institutions.
- 1.4-k Promote cooperation and exchange of knowledge and experience among the various apostolates of the Sponsor within the health care mission.
- 1.4-l Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
  - (i) 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 unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.
  - (ii) 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 or in opposition to any candidate for public office.
  - (iii) Notwithstanding any other provisions of the Corporation’s Governing Documents, the Corporation shall only operate for charitable purposes 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- 1.5 **Offices.** The principal office for the transaction of the business of the Corporation shall be St. Joseph Regional Medical Center in Lewiston, Nez Perce County, State of Idaho. The Corporation may also have an office or offices within or without the State of Idaho as the Board of Directors of the Corporation may from time to time establish.

**ARTICLE II**  
**MEMBER**

- 2.1 **Number and Eligibility.** There shall be one (1) member of the Corporation, and such member shall be Ascension Health.
- 2.2 **Appointment of Officer, Trustee or Other to Act on Behalf of Member.** Ascension Health may appoint an officer(s), trustee(s) or anyone else to act on its behalf in the capacity of Member of the Corporation.

**ARTICLE III**  
**MEETINGS OF MEMBER**

- 3.1 **Member Meetings.** Meetings of Ascension Health shall be held at such time, date and place, both within and without the State, and shall be conducted in a manner, as provided in the Bylaws of Ascension Health.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

- 4.1 **Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation, not otherwise reserved to Ascension Health, Ascension Health Alliance or to the Sponsor, but subject to the limitations contained in the Corporation's Governing Documents and subject to applicable law. The powers of the Board, which shall be exercised in accordance with and subject to System Policies, shall include, but not be limited to, the following:
- 4.1-a Approve the mission and vision statements for the Corporation in consultation with the Ascension Health President/CEO, and approve the mission and vision statements for its respective Subsidiary Organizations and assure compliance with the philosophy, mission, vision, expectations and core values of Ascension Health.
  - 4.1-b Approve the formation or acquisition of legal entities, in consultation with Ascension Health President/CEO.
  - 4.1-c Approve requirements of, and adopt or approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are consistent with the System Policies.

- 4.1-d Recommend the appointment of members of the Board of Directors of the Corporation, recommend the appointment of the Board Chair of the Corporation and evaluate the Corporation's Board and Board Chair.
- 4.1-e Appoint, upon the recommendation of the governing board of the applicable Subsidiary Organization, or remove, with or without cause, the Board Chair and members of the governing board of such Subsidiary Organization of the Corporation. Removal does not require a recommendation of such Subsidiary Organization's governing board.
- 4.1-f Appoint or remove the Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor, and establish annual performance objectives, evaluate performance and determine compensation of the Chief Executive Officer of the Corporation with concurrent approval by the Ascension Health President/CEO.
- 4.1-g Approve the incurrence of debt of the Corporation and its Subsidiary Organizations in accordance with System Policies.
- 4.1-h Approve the Integrated Strategic, Operational & Financial Plan, annual scorecard targets and initiatives for the Corporation, subject to ratification by the Ascension Health President/CEO.
- 4.1-i Subject to Canonical Requirements, approve and recommend for approval by the Ascension Health Board of Trustees and the Ascension Health Alliance Board of Directors, the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or Subsidiary Organization that is a Credit Group Member, and, divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of the Corporation or Subsidiary Organization that is a Credit Group Member.
- 4.1-j Subject to Canonical Requirements, approve the transfer of assets and the reallocation of debt among the Corporation and the other Health Ministries in accordance with the System Policies.

**4.2 Powers Reserved to Member.** The following powers are reserved to Ascension Health:

- 4.2-a Approve the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity and, subject to Canonical Requirements, approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation, change in corporate membership or corporate reorganization of the Corporation.

- 4.2-b Approve requirements of, and approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are inconsistent with the System Policies.
- 4.2-c Appoint, upon the recommendation of the Board of the Corporation or remove, with or without cause, the members of the Board of Directors of the Corporation.
- 4.2-d Appoint or remove, with or without cause, the Chair of the Board of the Corporation in consultation with the Sponsor.
- 4.2-e Approve the transfer of assets and the reallocation of debt among the Corporation and other Health Ministries in accordance with the System Policies, in consultation with the Corporation's Board.
- 4.2-f Approve the transfer or encumbrance of tax exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Policies.
- 4.2-g Approve the incurrence of debt of the Corporation in accordance with the System Policies.

4.3 **Number, Eligibility and Qualifications.** The Board of Directors shall consist of such members not fewer than three (3) nor more than thirteen (13) in number as shall from time to time be fixed by Ascension Health. The Board shall consist of at least one (1) religious affiliated with the Participating Entities. The Chief Executive Officer of the Corporation shall serve as an *ex officio* Director with vote. To be eligible for Board membership, a director candidate shall satisfy the selection criteria and personal characteristics as may be established by Ascension Health from time to time.

4.4 **Vacancies.** Vacancies in the Board of Directors shall be filled by Ascension Health upon the recommendation of the Board of Directors of the Corporation.

4.5 **Appointment and Term.** Board members shall be appointed, upon the recommendation of the Board of the Corporation, by Ascension Health. Board Members shall be appointed for staggered terms. Unless otherwise specified by Ascension Health, Board appointments and reappointments shall commence as of July 1 of the fiscal year such appointment or reappointment was made and shall expire on June 30 after a full three (3) year term. If Ascension Health specifies a commencement date other than July 1, the first year of such three (3) year term for such Board member shall commence on the date specified by Ascension Health and shall expire on the next June 30. No Board member shall serve more than three (3) consecutive three (3) year terms or, in any event, more than nine (9) consecutive years. After a period of one (1) year of not serving on the Board, such person shall be eligible again to serve on the Board of Trustees.

4.6 **Power to Appoint Officers.** Ascension Health shall appoint the Chair of the Board. The Board of Directors of the Corporation shall appoint a Vice Chair, a Second Vice

Chair, a Secretary and a Treasurer. The Chief Executive Officer of the Corporation shall be appointed in accordance with Section 8.1. One person may serve both as Secretary and Treasurer if the Board of Directors so desires. All such officers shall be voting members of the Board of Directors.

- 4.7 **Power to Appoint Other Officers and Agents.** The Board of Directors of the Corporation shall have the power to appoint and may empower the Chief Executive Officer of the Corporation to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation..
- 4.8 **Removal of Officers and Agents.** Any officer or agent, other than the Chair and Chief Executive Officer of the Corporation, may be removed, with or without cause, by the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby. The Chair may be removed with or without cause by Ascension Health and the Chief Executive Officer of the Corporation may be removed in the manner described in Section 8.3 below.
- 4.9 **Removal of Directors.** Any director may be removed, with or without cause, at any regular or special meeting of Ascension Health. Notice of the intention to act on such matters shall be given in the notice calling such meeting. Removal does not require a recommendation of the Corporation's Board.
- 4.10 **Resignation of Directors.** A Director of the Board may resign at any time by filing a written resignation with the Secretary. A resignation is effective when the notice is filed, unless the notice specifies a later effective date. If a resignation is made effective at a later date, Ascension Health, upon the recommendation of the Board of Directors, may fill the pending vacancy before the effective date if Ascension Health provides that the successor does not take office until the effective date.
- 4.11 **Power to Require Bonds.** The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of said officer's or agent's duties.
- 4.12 **Attendance.** All directors must attend at least two-thirds (2/3) of the regular meetings of the Board of Directors. Failure to do so shall constitute a reason for removal or non-appointment.
- 4.13 **Conflicts of Interest.** Each member of the Board of Directors shall (a) certify to the Corporation that no conflict of interest exists which would impair that member's ability to serve on the Board of Directors, and (b) comply with the Corporation's Conflicts of Interest Policy.
- 4.14 **Board and Board Chair Evaluation.** The Board of Directors shall complete a periodic evaluation of its performance and the performance of the Board Chair. These evaluations shall assess the performance of the Board and the Board Chair in fulfilling their responsibilities as a governing body and officers and the goals of the board of trustees of

Ascension Health. The evaluation shall be conducted in accordance with System Policy and shall be submitted to the board of trustees of Ascension Health for acceptance.

- 4.15 **Compensation and Reimbursement.** Any member of the Board of Directors may receive compensation from the Corporation for services rendered to, or for expenses incurred in serving, the Corporation as a Director of the Corporation, or in a capacity other than as a Director of the Corporation while conducting activities on behalf of the System.

## **ARTICLE V** **MEETINGS OF THE BOARD OF DIRECTORS**

- 5.1 **Annual Meeting.** The Annual meeting of the Board of Directors shall be held in July of each year or at such other time as the Board shall determine.
- 5.2 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine, however, it shall meet at least quarterly. Said meetings may be held within or without the State.
- 5.3 **Meetings by Telecommunications Device.** Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.
- 5.4 **Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors, at the time in office, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board of Directors. Action taken pursuant to this Section is effective when the last Director signs the consent unless the consent contains a prior or subsequent effective date.
- 5.5 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, one-third (1/3) of the members of the Board, Ascension Health, or the Chief Executive Officer of the Corporation, at any time by means of such written notice by first class mail, courier service, telephone, telegraph, facsimile, electronic mail, or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director at least forty-eight (48) hours before the date of the meeting, as the Chair in his or her discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.
- 5.6 **Notices and Mailings.** Written notice of all regular meetings of the Board of Directors shall be given to each Director at least five (5) days before the date of the meeting, which notice may, but need not, state generally the nature of the business to be taken up at the meeting. All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued (as "by order of the Chair" or "by

order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary or, if so empowered, an Assistant Secretary. If mailed, such notice shall be considered to be delivered when deposited in the United States' mail in a sealed, properly addressed envelope, first class postage prepaid. If sent by courier, such notice shall be considered to be delivered on the date of confirmed delivery. If sent by facsimile, such notice shall be considered to be delivered when the sender receives confirmation of successful transmission. If sent by electronic mail, such notice shall be considered to be delivered when it leaves the primary domain and passes through the gateway.

- 5.7 **Waiver of Notice.** Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by telegram, cablegram, facsimile, electronic mail, or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.
- 5.8 **Quorum.** A majority of the Board of Directors present in person shall constitute a quorum for the transaction of business. Directors may not establish a quorum by proxy.
- 5.9 **Manner of Acting.** The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or the Corporation's Governing Documents. No Director may act by proxy on any matter.

## **ARTICLE VI** **OFFICERS**

- 6.1 **Officers.** The officers of the Corporation shall consist of a Chair of the Board of Directors of the Corporation, a Vice Chair, a Second Vice Chair, a Chief Executive Officer, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one (1) or more assistant secretaries, one (1) or more assistant treasurers and such other officers as may be appointed in accordance with Section 4.7 above. One (1) person may hold two (2) or more offices, except that the offices of Chief Executive Officer and Secretary shall not be held by the same person.
- 6.2 **Election.** Except for the Chair of the Board of Directors and the Chief Executive Officer of the Corporation, the officers of the Corporation shall (a) be chosen annually by the Board of Directors at its annual meeting, and (b) hold office until he or she shall resign, shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified.
- 6.3 **Subordinate Officers.** Officers appointed pursuant to Section 4.7 above shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

- 6.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointment to such office.
- 6.5 **Chair of the Board.** The Chair of the Board shall, if present, preside at all meetings of the Board of Directors of the Corporation and exercise and perform such other powers and duties as maybe prescribed by the Bylaws.
- 6.6 **Vice Chair.** The Vice Chair of the Board shall, if present, preside at all meetings of the Board of Directors in absence of the Chair of the Board.
- 6.7 **Second Vice Chair.** The Second Vice Chair of the Board shall preside at all meetings of the Board of Directors in the absence of both the Chair and Vice Chair of the Board.
- 6.8 **Chief Executive Officer.** The Chief Executive Officer shall have all the powers and authorities assigned to that position and shall be governed by the provisions of Article VIII below. The conditions of employment for the Chief Executive Officer of the Corporation are governed by Article VIII below.
- 6.9 **Secretary.** The Secretary shall cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors indicating the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at the meeting and the proceedings thereof. The Secretary shall perform such other duties as may be delegated by the Board of Directors.
- 6.10 **Treasurer.** The Treasurer shall have the powers and duties usually associated with that office, subject to such limitations or extensions by the Board of Trustees.
- 6.11 **Terms of Office.** The Officers of the Corporation, except the Chair and Chief Executive Officer, shall each remain in office for a term which ordinarily shall be for one (1) year. The Chair shall serve a term which shall be for two (2) years and is eligible to serve one (1) additional two (2) year term. A Chair whose term has reached the two (2) consecutive two (2) year term limit may not be reconsidered for such position. The conditions of employment for the Chief Executive Officer of the Corporation are governed by Article VIII.

## **ARTICLE VII** **COMMITTEES**

- 7.1 **Standing Committees.** The standing committees of the Board of Directors shall consist of an Executive Committee, a Finance Committee, a Nominating Committee, a Quality and Safety Committee, an Audit Committee, and such other standing committees as the Board of Directors may authorize.

- 7.2 **Appointment.** The appointment of committee chairpersons and members to serve on standing committees shall be made by the Board of Directors.
- 7.3 **Attendance.** Failure to attend a minimum of one-half (1/2) of the regular assigned committee meetings shall constitute a basis for removal or non-appointment to the committee.
- 7.4 **Special Committees.** Special committees may be appointed by the Board of Directors for such purposes as circumstances may warrant. Every such committee shall limit its activity to the accomplishment of the purpose for which created and shall have no power to act except as is specifically conferred upon it by action of the Board of Directors. Upon completion of the duties for which any such committee was appointed, such committee shall stand discharged. The Chair of the Board of Directors shall appoint the members and a chair of each special committee.
- 7.5 **Records.** Each committee and subcommittee shall maintain a written record of its procedures and activities, including minutes of its meetings, and shall submit a written report of such procedures and activities at least annually to the Board of Directors.
- 7.6 **Manner of Acting.** The act of the majority of the committee members present in person at a meeting at which a quorum is present shall be the act of the committee. No committee member may act by proxy on any matter.
- 7.7 **Meetings by Telecommunications Device.** Members of any committee appointed by the Board may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.
- 7.8 **Action by Written Consent.** Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if all members of such committee, at the time in office, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the committee. Action taken pursuant to this Section is effective when the last committee member signs the consent unless the consent contains a prior or subsequent effective date.
- 7.9 **Quorum.** A quorum of any committee is defined as fifty percent (50%) of its membership.
- 7.10 **Committee Evaluation.** Each committee will complete a periodic evaluation of its performance. This evaluation will assess the performance of the committee in fulfilling its roles and expectations as approved by the Board of Directors.

**7.11 Executive Committee.**

7.11-a The Executive Committee of the Board shall consist of the Chief Executive Officer, the Chairperson of the Board, the Vice Chairperson, Second Vice Chairperson, the Secretary, the Treasurer and any other person authorized by action of the Board of Directors.

7.11-b The Executive Committee shall have the power to transact all regular business of the Corporation during the period between meetings of the Board of Directors, subject to any prior limitation imposed by the Board of Directors or by law. The Executive Committee shall report to the Board of Directors on all actions taken by it at the next regular meeting of the Board.

**7.12 Finance Committee.**

7.12-a The Finance Committee shall consist of three (3) or more persons.

7.12-b The primary duty of the Finance Committee shall be to determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Directors. In addition, the Finance Committee shall review the annual budget of the Corporation, appraise the Corporation's operating performance, counsel with the officers of the Corporation on both current and long term fiscal affairs and perform such other duties as may be assigned to it by the Board of Directors.

7.12-c The Finance Committee shall meet on a regular basis or on call of the Board of Directors. Each Finance Committee meeting shall have an agenda.

**7.13 Nominating Committee.**

7.13-a The Executive Committee shall also serve as the Nominating Committee.

7.13-b The Nominating Committee shall identify and recommend to the Board of Directors candidates for membership on the Board of Directors in accordance with Section 4.1-d, above. The Nominating Committee shall also identify and recommend to the Board of Directors candidates for positions of officers other than the Chief Executive Officer.

**7.14 Quality and Patient Safety Committee.**

7.14-a The Quality and Patient Safety Committee shall consist of at least five (5) members. Members of the Quality and Patient Safety Committee shall be appointed by the Board. The Chair of the Quality and Patient Safety Committee shall be a member of the Board of Directors. The Chief of Staff will also be appointed to serve as a Quality and Patient Safety Committee member.

7.15-b The Executive Team, Quality Management Director, Nursing Director(s),

Pharmacy Director, Hospice Director, and Corporate Responsibility Officer serve as staff to the Quality and Patient Safety Committee. The Quality Management Director shall be responsible for delivering Quality and Patient Safety Committee meeting agenda and minutes to the Quality and Patient Safety Committee and delivering a Quality and Patient Safety Committee Report to the Board of Directors.

**7.15-c** The Quality and Patient Safety Committee shall meet quarterly.

**7.15** **Audit Committee.**

**7.15-a Composition.** The Audit Committee shall consist of at least five (5) members, including at least one (1) Financial Expert. Members of the Audit Committee and the Chair of the Audit Committee shall be appointed by the Board. The Chair of the Audit Committee shall be a member of the Board of Directors. At least one (1) other member of the Audit Committee shall be a member of the Board.

**7.15-b Qualifications.** All members of the Audit Committee shall be financially literate. A majority of the members of the Audit Committee shall consist of members who are independent of the Corporation, its management, and Ascension Health. Members of the Audit Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from the Corporation, its management, and Ascension Health. Serving on the Board of Directors of the Corporation in itself does not constitute lack of independence.

**7.15-c Staff.** The Chief Financial Officer and the Internal Auditor of the Corporation shall serve as staff to the Audit Committee. The Chief Legal Officer and Corporate Responsibility Officer may also serve as staff to the Audit Committee. Collectively, the staff of the Audit Committee shall be responsible for delivering Audit Committee meeting minutes to the Audit Committee and delivering an Audit Committee Report to the Board of Directors.

**7.15-d Meetings.** The Audit Committee shall meet a minimum of three (3) times per year. Members of the Audit Committee must attend at least half of the meetings per year.

**7.15-e Duties.** The Audit Committee shall be responsible for:

- (i) examining the adequacy and effectiveness of the internal control systems and financial information used by the Board of Directors and Finance Committee, as applicable, or by external agencies to evaluate the Corporation's fiscal affairs;
- (ii) determining what the Corporation is doing to provide reliable financial statements and financial controls, including at a minimum, reviewing each

quarterly control checklist and internal letter of representation and the annual Finance Code of Ethics;

- (iii) evaluating audit performance;
- (iv) ensuring that the Corporation develops and maintains an effective corporate compliance program; and
- (v) reporting on the matters in this Section 7.15-e to the Board of Directors with such recommendations as are appropriate.

**7.16 Special Committees.**

7.16-a Special committees for specific purposes of activities may be appointed from time to time by a majority of the number of directors then in office. 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 specific power as is conferred by the Board of Directors. Upon completion of the task for which it was appointed, each special committee shall stand discharged.

7.16-b Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign or cease to qualify as a chairperson or members, as the case may be, of such committee.

**7.17 Vacancies.** Vacancies on any committee may be filled for the unexpired term in the same manner as provided in the case of original appointment.

**7.18 Compensation and Reimbursement.** Any member of a committee may receive compensation from the Corporation for services rendered to, or for expenses incurred in serving, the Corporation as a committee member of the Corporation, or in any capacity other than as a committee member of the Corporation while conducting activities on behalf of the System.

**ARTICLE VIII**  
**ADMINISTRATION**

**8.1 Chief Executive Officer.** The Board of Directors shall appoint and remove the Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor. The Board of Directors shall establish annual performance objectives, evaluate the performance and determine compensation of the Chief Executive Officer with concurrent approval of the Ascension Health President/CEO.

**8.2 Authority and Duties.** The Chief Executive Officer shall be accountable to the Board of Directors of the Corporation and the Chief Executive Officer of Ascension Health. The

Chief Executive Officer, in keeping with sound principles of management, shall be responsible to:

- 8.2-a Provide leadership in carrying out the philosophy and mission of the Corporation and Ascension Health;
- 8.2-b Provide leadership in strategic planning and organization;
- 8.2-c Provide leadership in financial planning and budgeting;
- 8.2-d Direct the operations of the Corporation in a manner consistent with policies established by the Board of Directors of the Corporation, System Policies and Ascension Health's philosophy, mission and core values;
- 8.2-e Direct and facilitate organizational communications; and
- 8.2-f Provide leadership in evaluating the performance of the Corporation.

8.3 **Discharge, Suspension and Disciplinary Action.** Subject to the terms of any applicable contract, the Board of Directors has the authority to effect formal disciplinary action, suspension or discharge of the Chief Executive Officer of the Corporation with concurrent approval of the Ascension Health President/CEO and in consultation with the Sponsor.

## **ARTICLE IX** **MEDICAL STAFF**

9.1 **Medical Staff.** The Board of Directors shall organize the physicians and appropriate other persons granted practice privileges in St. Joseph Regional Medical Center ("Medical Center") into a medical staff under Medical Staff Bylaws of St. Joseph Regional Medical Center, Inc., approved by the Board of Directors of the Corporation. The Board of Directors shall consider recommendations of the staff and appoint to the staff, in numbers not exceeding the Medical Center's needs, physicians and others who meet the qualifications for membership as set forth in the Medical Staff Bylaws. Each member of the staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in the Bylaws, Rules and Regulations for the staff, and subject further to any limitations attached to his or her appointment.

There shall be Bylaws, Rules and Regulations, or amendments thereto, for the medical staff which set forth its organization and government. Proposed Bylaws, Rules and Regulations should be recommended by the medical staff subject to approval by the Board of Directors.

**ARTICLE X**  
**EXECUTION OF INSTRUMENTS**

- 10.1 **Checks, Drafts and Other Orders.** All checks, drafts and other orders for payment of money shall be signed in the name of the Corporation by the Chief Executive Officer or such other officer or agent as selected by the Board of Directors of the Corporation.
- 10.2 **Contracts, Conveyances and Other Legal Documents.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chief Executive Officer of the Corporation may execute the same in the name of and on behalf of the Corporation and may affix the seal of the Corporation thereto. The Board of Directors of the Corporation shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

**ARTICLE XI**  
**DISSOLUTION**

- 11.1 **Disposition of Assets.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of Ascension Health) and in accordance with the following:
- 11.1-a The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.
- 11.1-b Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by Ascension Health Alliance.
- 11.1-c Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII**  
**INDEMNIFICATION**

- 12.1 **Indemnification.** The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including the imposition of a tax under Section 4958(a)(2) of the Code, but excluding an action by or in the right of the Corporation) which action, suit or proceeding is by reason of the fact that the person is or was (a) a Director of the Corporation, (b) an officer of the Corporation, (c) an employee of the Corporation; (d) an agent authorized by the Corporation to act on behalf of the Corporation, or (e) each person who serves or has served at the request of the Corporation as a director, officer, employee, or committee member of another corporation, partnership, joint venture, limited liability company, trust or enterprise. The indemnification shall be against expenses (including attorneys' fees), judgments and fines against her or him in connection with such action, suit or proceeding, provided the Corporation shall not be obliged to provide indemnification which would constitute excess benefit within the meaning of Section 4958 of the Code. The indemnification shall only apply if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to, the best interest of the Corporation. With respect to any criminal action or proceedings, there must have been no reasonable cause to believe her or his conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the Act. The Corporation may indemnify such other persons as determined by the Board of Directors of the Corporation.
- 12.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person indemnified under this Article XII and shall further have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a Director, officer, partner, employee, or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise insuring against any liability under the conditions described in this Article XII subject to the power of the Corporation to indemnify such person under applicable law.

**ARTICLE XIII**  
**MISCELLANEOUS**

- 13.1 **Books and Records.** The Corporation shall keep correct and complete books and records of accounts, and other records of the activities of the Corporation as may be appropriate or required by law, and shall keep minutes of proceedings of Ascension Health, the Board of Directors, the Executive Committee and other committees of the Board. All books and records of the Corporation may be inspected by Ascension Health or its agent or attorney for any proper purpose at any reasonable time.
- 13.2 **Fiscal Year.** The fiscal year of the Corporation shall begin at the beginning of July 1 and end at the close of June 30, next succeeding period.

- 13.3 **Inspection of Bylaws.** The Corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws, as amended or otherwise altered to date and certified by the Secretary, which shall be open to inspection by Ascension Health at all reasonable times during office hours.
- 13.4 **Bylaws Review.** The Bylaws shall be reviewed annually and revised as deemed necessary.
- 13.5 **Rules of Construction.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the laws of the State of Idaho shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the plural, the plural number includes the singular and the term “person” includes a corporation as well as a natural person.
- 13.6 **Fiscal Agency.** The Corporation designates Ascension Health Alliance as its fiscal agent to conduct certain of its business activities, including performing any acts or contracting for any activities with respect to fiscal matters. These activities include, without limitation, the investment or loan of the funds of the Corporation as well as the funds of others, and the borrowing of funds from any source. The Corporation agrees that Ascension Health Alliance as Fiscal Agent shall have the authority to: (i) bind the Corporation as a joint and several borrower/obligor as to any funds which may be borrowed on a system-wide basis, and (ii) appoint third-parties to manage the funds of the Corporation invested by Ascension Health Alliance and delegate to third parties the authority to invest certain funds of the Corporation and to hold such investments as nominee for the Corporation. Ascension Health Alliance is authorized to enter into such indemnification, hold harmless, subordination, or waiver agreements that Ascension Health Alliance may, in its judgment, deem appropriate. This agency includes the authority to amend or waive any provision of any agreement with any bank or other financial institution for purposes of borrowing

**ARTICLE XIV**  
**CORPORATION SERVING AS CONTROLLING ENTITY**  
**OF SUBSIDIARY ORGANIZATIONS**

- 14.1 **Governing Documents of Subsidiary Organizations.** The Governing Documents of any of the Corporation’s Subsidiary Organizations shall contain a section within the documents which provides for certain rights and powers to be reserved to the Corporation as the controlling entity.
- 14.2 **Specific Reserved Rights and Powers.** All action by the Subsidiary Organization shall be by its governing board, subject to the following matters which require the approval of the Corporation, as the Subsidiary Organization’s controlling entity:

14.2-a Approve the mission and vision statements for the Subsidiary Organization.

- 14.2-b Approve changes to the Governing Documents of the Subsidiary Organization, if the changes are consistent with System Policies.
- 14.2-c Appoint, upon the recommendation of the governing board of the Subsidiary Organization, or remove, with or without cause, the members of the governing board of the Subsidiary Organization. Removal does not require a recommendation of the Subsidiary Organization governing board.
- 14.2-d Approve the incurrence of debt of the Subsidiary Organization in accordance with System Policies.
- 14.2-e Subject to the approval of Ascension Health and Ascension Health Alliance, approve the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization that is a Credit Group Member, and divestiture, dissolution, closure, merger, consolidation, change in corporate membership or ownership, or corporate reorganization of a Subsidiary Organization that is a Credit Group Member.
- 14.2-f Subject to Canonical Requirements, approve the formation of a Subsidiary Organization, and the sale, transfer or substantial change in use of all or substantially all of the assets of a Subsidiary Organization of the Corporation, or the divestiture, dissolution, closure, merger, consolidation or change in corporate membership or ownership of a Subsidiary Organization that is not a Credit Group Member.
- 14.2-g Approve the transfer or encumbrance of the assets of the Subsidiary Organization in accordance with the System Policies.
- 14.2-h Approve the operating budget and capital plan for the Subsidiary Organization.

**ARTICLE XV**  
**AMENDMENTS TO GOVERNING DOCUMENTS**  
**AND EFFECTIVE DATE**

**15.1 Amendments.** The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Policies for Governing Documents shall be vested in the Corporation's Board of Directors. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with the System Policies shall be subject to the approval of the Ascension Health Board. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the other Governing Documents of the Corporation and/or applicable law of the State of Idaho.

**15.2 Effective Date.** These Bylaws shall be effective on the 28<sup>th</sup> day of April, 2014.

DULY ADOPTED by the Board of Directors of the Corporation on the 28<sup>th</sup> day of April 2014.

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

BY Michael T. Rooney, M.D.  
Michael T. Rooney, M.D.  
Interim Chief Executive Officer

FILED EFFECTIVE

ARTICLES OF RESTATEMENT

OF

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

2016 OCT 12 PM 2:45

SECRETARY OF STATE  
STATE OF IDAHO

TO THE SECRETARY OF STATE OF THE STATE OF IDAHO: Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned nonprofit corporation amends and restates its Articles of Incorporation as follows:

1. The name of the corporation is ST. JOSEPH REGIONAL MEDICAL CENTER, INC.
2. This Restatement of the Articles constitutes an amendment of the Articles requiring the approval of the sole member of the corporation.
3. The text of the Restated Articles of Incorporation follows:

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

**ARTICLE I  
CORPORATION**

1.1 Name. The name of the corporation shall be St. Joseph Regional Medical Center, Inc. (the "Corporation").

1.2 Principal Place of Business. The place where the principal business of the Corporation shall be transacted and its principal office shall be St. Joseph Regional Medical Center, Lewiston, Nez Perce County, Idaho, or at such other place as the Board of Directors of the Corporation shall from time to time determine.

1.3 Definitions. Capitalized terms and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.

1.4 Philosophy. The philosophy of the Corporation shall be that of the Sponsors as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved and promulgated, from time to time, by the United States Conference of Catholic Bishops.

**ARTICLE II  
PURPOSES**

2.1 Statement of Role and Purposes. The purposes for which the Corporation shall be organized are exclusively charitable, religious, educational and scientific within the meaning of

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IDAHO SECRETARY OF STATE

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Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Further, the Corporation shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Sponsors and such other of its Subsidiary Organizations that qualify under Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health. In furtherance of these purposes, the Corporation may:

2.1-1 Serve as the parent corporation for an integrated health care delivery and financing network.

2.1-2 Operate and support health care institutions and activities which are sponsored by the Sponsors, both within and without the State of Idaho.

2.1-3 Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Section 2.1.

2.1-4 Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be, established by Ascension Health, or sponsored by the Sponsors and which are in furtherance of or in support of the charitable purposes of the organizations described in this Section 2.1.

2.1-5 Raise funds for any or all of the organizations described in this Section 2.1 from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.

2.1-6 Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Section 2.1.

2.1-7 Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Section 2.1.

2.1-8 Engage in any lawful activities within the purposes for which a corporation may be organized under the Idaho Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Section 2.1.

2.1-9 Serve as the controlling entity of Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations, all in accordance with requirements established by Ascension Health.

2.1-10 Support institutions sponsored by the Sponsors, both within and without the State of Idaho, and cooperate with other Ascension Health institutions.

2.1-11 Promote cooperation and exchange knowledge and experience among the various apostolates of the Sponsors within the health care mission.

2.1-12 Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:

(i) 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 unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.

(ii) 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 or in opposition to any candidate for public office.

(iii) Notwithstanding any other provisions of the Corporation's Governing Documents, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### ARTICLE III PERIOD OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

### ARTICLE IV MEMBERSHIP

4.1 Number and Eligibility. There shall be one (1) member of the Corporation, and such member shall be Ascension Health, a Missouri nonprofit corporation, having its registered office at 4600 Edmundson Road, St. Louis, Missouri 63134.

4.2 Meetings. Meetings of Ascension Health shall be held at such date, time and place, either within or without the State of Idaho, as shall be specified in the bylaws of Ascension Health.

### ARTICLE V BOARD OF DIRECTORS

**5.1 Number of Directors.** The Board of Directors of the Corporation shall be composed of such voting directors not fewer than three (3) nor more than thirteen (13) in number as determined from time to time by Ascension Health. The Board of Directors shall include at least one (1) member of the Sponsors and at least one-third (1/3) of the members of the Board of Directors shall be lay members of the community served by the Corporation.

**5.2 Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not reserved to Ascension Health or to its Members and in accordance with System Policies and subject to the limitations contained in the Corporation's Governing Documents and applicable law. The powers of the Board shall include, but not be limited to, the following:

**5.2-1** Develop and approve the mission and vision statements for the Corporation, approve the mission and vision statements for its respective Subsidiary Organizations and assure compliance with the philosophy, mission, vision, Sponsor expectations and core values of Ascension Health in consultation with the Operating Group Executive in whose location the Corporation is located (the "Operating Group Executive").

**5.2-2** Approve and recommend the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity, and approve the formation of all other legal entities, subject to the approval of the Operating Group Executive.

**5.2-3** Approve requirements of, and adopt or approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are consistent with the System Requirements for Governing Documents.

**5.2-4** Recommend members of the Board of Directors of the Corporation in consultation with the Operating Group Executive, nominate the Chairperson of the Board of the Corporation in consultation with the Member with canonical jurisdiction and evaluate the Chairperson of the Board of the Corporation.

**5.2-5** Appoint, upon the recommendation of the Board of the applicable Subsidiary Organization, or remove, with or without cause, the members of the Board of Directors of the Subsidiary Organizations of the Corporation. Removal does not require a recommendation of the Subsidiary Organization's Board.

**5.2-6** Appoint or remove the President and Chief Executive Officer of the Corporation with concurrent approval of the Operating Group Executive and in consultation with the Member with canonical jurisdiction, and establish annual performance objectives, evaluate performance and determine compensation of the President and Chief Executive Officer of the Corporation with concurrent action by the Operating Group Executive.

**5.2-7** Approve the incurrence of debt of the Corporation and its Subsidiary Organizations in accordance with the System Authority Matrix,

**5.2-8** Approve the strategic and financial plans, scorecard targets and initiatives for the Corporation, subject to approval by the Operating Group Executive.

5.2-9 Approve the operating budget and capital plan for the Corporation, subject to ratification by the Operating Group Executive.

5.2-10 Approve the sale, transfer or substantial change in use of all or substantially all of the assets, divestitures, dissolutions, closures, merger, consolidations or changes in corporate membership of Subsidiary Organizations of the Corporation in consultation with the Operating Group Executive.

5.2-11 Subject to canonical requirements, approve the transfer or encumbrance of tax-exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Authority Matrix.

5.3 **Reserved Powers.** The following powers shall be reserved to Ascension Health:

5.3-1 Approve the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity and approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation, change in corporate membership or corporate reorganization of the Corporation,

5.3-2 Approve requirements of, and approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are inconsistent with the System Requirements for Governing Documents.

5.3-3 Appoint, upon the recommendation of the Board of the Corporation or remove, with or without cause, the members of the Board of Directors of the Corporation.

5.3-4 Appoint or remove, with or without cause, the Chairperson of the Board of the Corporation, in consultation with the Member with canonical jurisdiction.

5.3-5 Approve the transfer of assets and the reallocation of debt among Health Ministries in accordance with the System Authority Matrix, in consultation with the Corporation's Board.

5.3-6 Approve the transfer or encumbrance of tax-exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Authority Matrix.

5.3-7 Approve the incurrence of debt of the Corporation in accordance with the System Authority Matrix.

**ARTICLE VI  
PROVISIONS FOR REGULATION AND CONDUCT  
OF THE AFFAIRS OF CORPORATION**

6.1 **Amendments.** The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Requirements for Governing Documents shall be vested in the Corporation's Board. The power to approve changes to the Governing Documents

of the Corporation that are inconsistent with the System Requirements for Governing Documents shall be vested in the Ascension Health Board.

6.2 Meetings by Telecommunications Device. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person at such meeting.

6.3 Meetings of the Board. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine, however, the Board of Directors shall meet at least quarterly. Said meetings may be held within or without the State of Idaho.

6.4 Dissolution. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of Ascension Health) and in accordance with the following:

6.4-1 The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

6.4-2 Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health,

6.4-3 Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

6.5 Business Affairs. The Corporation shall conduct its affairs in accord with policies, procedures, directives and guidelines established from time to time by Ascension Health or any successor entity.

**ARTICLE VII  
EFFECTIVE DATE**

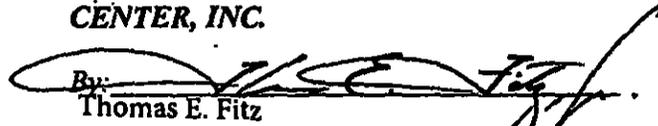
These Restated Articles of Incorporation shall become effective the 26<sup>th</sup> day of SEPTEMBER, 2016.

[End of Restated Articles of Incorporation]

4. *Date and Manner of Adoption: On September 8, 2016, Ascension Health, the sole member of the Corporation, approved and adopted the foregoing amendment. On September 26, 2016 the foregoing amendment was approved and adopted by the Board of Directors of the Corporation.*

*IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Restatement to be executed in its name by its President and Chief Executive Officer, Thomas E. Fitz, this 26 day of ~~September~~ 2016.*

**ST. JOSEPH REGIONAL MEDICAL  
CENTER, INC.**

By:   
Thomas E. Fitz  
*President and Chief Executive Officer*

ST. JOSEPH'S HOSPITAL

Incorporated

BY LAWS

ST. JOSEPH'S HOSPITAL, INC.

BYLAWS

(Amended November 1982)

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## BYLAWS

Bylaws for the Regulation, Except as Otherwise Provided by  
Statute or Its Articles of Incorporation

of

ST. JOSEPH'S HOSPITAL, INC.  
(An Idaho Corporation)

### ARTICLE I

#### RULES, REGULATIONS AND DISCIPLINE

The rules, regulations and discipline of the Roman Catholic Religious Congregation known as "SISTERS OF ST. JOSEPH OF CARONDELET" (hereinafter referred to as "Congregation") now or hereafter in force shall be a part of the Bylaws of this corporation as is fully set forth herein.

### ARTICLE II

#### PHILOSOPHY OF THE CORPORATION

Since its organization, this corporation and the hospital which it owns and operates have been sponsored by the Congregation, (Sisters of St. Joseph of Carondelet). Because one of the service areas of the congregation is health care, the organization and operation of hospitals became a natural and integral part of its work. The health care philosophy of the congregation is based upon the Catholic belief that:

1. Each person has uniqueness and dignity in the spiritual, psychological, social and physical aspects of his/her nature;
2. The right of human life is sacred in its conception, birth, growth, maturity and transformation through natural death to life eternal; and
3. Proper and competent means shall be taken to prevent and cure illnesses and alleviate suffering in the whole person without regard to his/her race, creed, national origin, or economic status.

Therefore, this corporation witnesses to the Risen Christ by ministering to the people of God in accord with the highest ethical and moral principles of optimum patient care. This involves programs of prevention, diagnosis and therapy, continuing education and research. This witness demands that the congregation and its institution assumes leadership in cooperation with regional, civic and ecclesiastical planning groups to study contemporary and future needs and respond to them by using principles of sound management.

ARTICLE III

OFFICES AND SEAL

SECTION 1. Offices

The principal office for the transaction of the business of the corporation shall be in the County of Nez Perce, State of Idaho. The corporation may also have an office or offices within or without the State of Idaho as the Board of Directors may from time to time establish.

SECTION 2. Seal

The corporation shall have a common seal and the same shall have inscribed thereon the words "ST. JOSEPH'S HOSPITAL, INC., Incorporated March 23, 1918."

ARTICLE IV

MEMBERSHIP

SECTION 1. Classes of Membership

The corporation shall have one class of members only, and the property, voting and other rights, interest and privileges of each member shall be equal.

SECTION 2. Qualification of Members

The qualification of members of the corporation shall be as provided in the Articles of Incorporation.

SECTION 3. Voting Rights of Members

Each member shall be entitled to one (1) vote on all matters before the membership. There shall be no voting by proxy.

ARTICLE V

DUES AND ASSESSMENTS

There shall be no membership fees, dues, or assessments of members.

ARTICLE VI

LIABILITY

The members shall not be personally liable for the debts, liabilities, or obligations of the corporation.

be authorized or approved by the members, and subject to the duties of the directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors.

#### SECTION 2. Number of Directors

The authorized number of directors shall be nine (9), until changed by an adopted amendment to these Bylaws. Of the nine (9) directors, at least four shall always be religious personnel.

#### SECTION 3. Election and Term of Office

The directors shall be elected at each annual meeting of the members of the corporation, or at any special meeting of the members held for that purpose. All directors shall hold office for one year or until their respective successors are elected. With the exception of directors who are elected to fill vacancies on the Board of Directors, the term of office of a director shall commence on the first day of the calendar year, immediately following his/her election.

#### SECTION 4. Qualifications of Directors

Personal qualifications should include:

- a) Willingness to endorse and support the Catholic moral and ethical principles of the hospital and the Sisters of St. Joseph of Carondelet's philosophy of health care.
- b) Commitment to serve the people of the community (geographical area) in which the hospital is located.
- c) The ability to be objective, have a broad perspective, and maintain confidentiality.

#### SECTION 5. Process for Election of Directors

The members shall establish a process for election of directors to insure proper and adequate information and articulation between the members of the corporation and the directors, respecting the needs and concerns of both.

#### SECTION 6. Vacancies

Vacancies in the Board of Directors shall be filled by the members of the corporation at the next annual or a special meeting of the said members held for that purpose.

Vacancies on the Board of Directors shall be deemed to exist in case of the death or resignation or removal of any director; or, if the authorized number of directors is increased. In the event any director has had unexcused absences for four (4) consecutive meetings, the directors may, on that ground alone, remove the said director from office thereby creating a vacancy on the Board of Directors.

## ARTICLE VII

### MEETINGS OF MEMBERS

#### SECTION 1. Place of Meeting

All meetings of the members shall be held at the principal office of the corporation or at such other place within or without the state as may be designated for that purpose from time to time by a majority of members.

#### SECTION 2. Annual Meeting

The annual meeting of the members shall be held on the third Monday of each year at the hour of 3:30 p.m. at the principal office of the corporation, or at such other time or place as shall be determined or approved by a majority of the members. Such meeting shall be held for the purpose of electing the Board of Directors and for the transaction of such other business as may come before the meeting.

#### SECTION 3. Special Meetings

A special meeting of the members for any purpose whatsoever may be called at any time by the Provincial Superior of the Los Angeles Province of the Congregation, or by two or more members.

#### SECTION 4. Notice of Meetings

Written notice shall be delivered to all members personally or by mail at least ten (10) days, but not more than fifty (50) days prior to each annual meeting and special meeting. Notice for a special meeting shall state the purpose or purposes for which the meeting is called.

#### SECTION 5. Validation of Transaction

The transaction of the members at any meeting, however called or noticed, shall be as valid as though duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each member not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof.

#### SECTION 6. Action by Consent of Members

Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

#### SECTION 7. Quorum

A quorum for the transaction of business at any meeting shall be a majority of the members. Every act or decision of a majority of the members present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the act of the members. In the absence of a quorum, any

meeting of the members may be adjourned from time to time by a vote of the majority of the members who are present, but no other business may be transacted. The members present at a duly called and held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 8. Presiding Officer.

The Provincial Superior or Assistant Provincial Superior of the Los Angeles Province of the Congregation, in that order of precedence, shall preside at meetings of the members, and if no such officer is present, the presiding officer shall be elected by the members present.

ARTICLE VIII

ACTION REQUIRING APPROVAL BY THE MEMBERS  
OF THE CORPORATION

Action by the Board of Directors of the following matters shall be effective only upon the written consent of the majority of all of the members of the corporation.

- a) Borrowing of money for capital needs of the corporation or cumulated borrowing in excess of One Hundred Thousand (\$100,000) Dollars for any purpose;
- b) Entering into any transaction outside the ordinary course of business of operating a hospital;
- c) Entering into any contract the performance of which may require a year or more, or is not expressly included in the current annual budget;
- d) Purchase, sale, lease, disposition or hypothecation of real property of the corporation;
- e) Selection of the president, administrator of the hospital, and auditors of the corporation;
- f) Approval of annual budget; and
- g) Amendment of the Articles of Incorporation or the Bylaws.

ARTICLE IX

BOARD OF DIRECTORS

SECTION 1. Powers

Subject to the limitations of the Article of Incorporation, of the Bylaws, and of the Idaho Nonprofit Corporation Law as to action to

be authorized or approved by the members, and subject to the duties of the directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors.

#### SECTION 2. Numbers of Directors

The authorized number of directors shall not exceed thirteen (13) until changed by an adopted amendment to these Bylaws. Of the thirteen (13) directors, at least five (5) shall always be religious personnel.

#### SECTION 3. Election and Term of Office

The directors shall be elected at each annual meeting of the members of the corporation, or at any special meeting of the members held for that purpose. All directors shall hold office for one year or until their respective successors are elected. With the exception of directors who are elected to fill vacancies on the Board of Directors, the term of office of a director shall commence on the first day of the calendar year, immediately following his/her election.

#### SECTION 4. Qualifications of Directors

Personal qualifications should include:

- a) Willingness to endorse and support the Catholic moral and ethical principles of the hospital and the Sisters of St. Joseph of Carondelet's philosophy of health care.
- b) Commitment to serve the people of the community (geographical area) in which the hospital is located.
- c) The ability to be objective, have a broad perspective, and maintain confidentiality.

#### SECTION 5. Process for Election of Directors

The members shall establish a process for election of directors to insure proper and adequate information and articulation between the members of the corporation and the directors, respecting the needs and concerns of both.

#### SECTION 6. Vacancies

Vacancies in the Board of Directors shall be filled by the members of the corporation at the next annual or a special meeting of the said members held for that purpose.

Vacancies on the Board of Directors shall be deemed to exist in case of the death or resignation or removal of any director; or, if the authorized number of directors is increased. In the event any director has had unexcused absences for four (4) consecutive meetings, the directors may, on that ground alone, remove the said director from office thereby creating a vacancy of the Board of Directors.

If the Board of Directors accept the resignation of a director rendered to the effect at a future time, the members shall have the power to elect a successor to take the office when the resignation is to become effective.

#### SECTION 7. Place of Meeting

Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all directors of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

#### SECTION 8. Organization Meeting

The organizational meeting of the Board of Directors shall be held in January for the purpose of organization, election of officers, and the transaction of other business.

#### SECTION 9. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or, if he/she is absent or unable or refuses to act, by any vice-president or by any two (2) directors.

#### SECTION 10. Notice of Meetings

Written notice of the time and place of the organizational meeting or a special meeting shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him/her at his/her address as it is shown upon the records of the corporation or, if it is not so shown on such records, or is not readily ascertainable, at the place in which meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least two (2) business days, excluding Saturdays, Sundays, and holidays prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least one (1) business day excluding Saturdays, Sundays, and holidays prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery as above provided shall be due, legal and personal notice to such director.

#### SECTION 11. Written Consent in Lieu of Meeting

Any action required or permitted by law to be taken by the Board of Directors of this corporation may be taken without a meeting if all the Directors 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 of Directors. Any

certificate of other document filed pursuant to this authority which relates to action or actions so taken shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorizes the directors to so act.

#### SECTION 12. Quorum

A majority of the appointed number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

#### SECTION 13. Waiver of Notice

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

#### SECTION 14. Adjournment

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

#### SECTION 15. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

### ARTICLE X

#### OFFICERS

##### SECTION 1. Officers

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have, at the discretion of the Board of Directors, a chairperson of the board, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that the offices of president and secretary shall not be held by the same person.

## SECTION 2. Election

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3, or Section 5 of this Article, or those reserved to the members under Article VIII, shall be chosen annually by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

## SECTION 3. Subordinate Officers, Etc.

The Board of Directors may appoint and may empower the president to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

## SECTION 4. Removal and Resignation

Any officer except those reserved to the members under Article VIII may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later 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, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointment to such office.

## SECTION 6. Chairperson of the Board

The chairperson of the board, if there be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be prescribed by the Bylaws.

## SECTION 7. Vice-Chairperson of the Board

The vice-chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors in absence of the chairperson.

## SECTION 8. President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He or she shall preside at all meetings and at all meetings of the Board of Directors in the absence of the chairperson of the board, or if there is none, he or she shall be ex-officio member of all the outstanding committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

## SECTION 9. Vice-President

In the absence or disability of the president, the vice-presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

## SECTION 10. Secretary

The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or by law given, and he or she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

## SECTION 11. Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

## SECTION 12. Administrator

In the event the administrator of the hospital shall be some person other than the president of the corporation, such administrator shall account periodically to the president of the corporation, and be responsible to the Board of Directors for the following:

- a) The day to day administration of the hospital;
- b) Direction and supervision of all department heads;
- c) Preparation of an annual budget and periodically reporting on financial affairs of the hospital;
- d) Selection, employment, control and discharge of employees and development and maintenance of personnel policies and practices for the hospital;
- e) Maintenance of physical properties in good state of repair and operating condition;
- f) Supervision of business affairs to insure that funds are collected and expended to the best possible advantage;
- g) Cooperation with the medical staff and with all of those concerned with the rendering of professional services to the end that high quality care may be rendered to the patient; and
- h) Performance of other duties that may be necessary in the best interest of the hospital.

## ARTICLE XI

### COMMITTEES

#### SECTION 1. Standing Committees

Standing committees shall consist of an Executive Committee, Finance Committee, Joint Conference Committee, and such other standing committees as the Board of Directors may authorize.

- a) Executive Committee. The Executive Committee of the Board shall consist of the Chairperson of the Board, the Vice-Chairperson, the Secretary, the Treasurer, and any other person authorized by action of the Board of Directors. It shall have the authority to act on behalf of the Board of Directors when so authorized by the Board at a regular or special meeting unless otherwise prohibited by these Bylaws.
- b) Finance Committee. The Finance Committee shall consist of three (3) or more persons. Its primary duty shall be to determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Directors. In addition, it shall review the annual budget of the corporation, appraise the corporation's operating performance, counsel with the officers of the

corporation on both current and long term fiscal affairs and perform such other duties as may be assigned to it by the Board of Directors. The committee shall meet on a regular basis or on call of the Board of Directors. At a meeting, a quorum shall be one half the number of members of the committee. Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Board.

The terms of committee appointments, selection of committee chairpersons and eligibility of non-directors to serve on committees shall be determined from time to time by the Board of Directors.

#### SECTION 2. Special Committees.

Special committees for specific purposes of activities may be appointed from time to time by a majority of the number of directors then in office. 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 specific power as is conferred by the Board of Directors. Upon completion of the task for which it was appointed, each special committee shall stand discharged.

#### SECTION 3. Term of Office

The chairperson and each member of each standing committee shall serve until the next annual election of members of the Board of Directors and until his or her successor is appointed or until such committee is sooner terminated, or until such person is removed, resigns, or ceases to qualify as a chairperson or member as the case may be of such committee. Chairpersons and members of special committees shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as a chairperson or member as the case may be of such committee.

#### SECTION 4. 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 appointment.

#### SECTION 5. Limitation of Authority

The authority of the Board of Directors shall not be delegated to any committee herein established and the activities and affairs of the corporation and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Any expenditure of corporate funds by a committee shall require prior approval of the Board of Directors.

## ARTICLE XII

### MEDICAL-DENTAL STAFF

The Board of Directors shall organize the physicians and appropriate other persons granted practice privileges in the hospital into a Medical-Dental Staff under Medical-Dental Staff Bylaws of St. Joseph's Hospital, Inc., approved by the directors. The directors shall consider recommendations of the Staff and appoint to the Staff, in numbers not exceeding the hospital's needs, physicians and others who meet the qualifications for membership as set forth in the Bylaws of the Staff. Each member of the Staff shall have appropriate authority and responsibility for the care of his or her patients, subject to such limitations as are contained in these Bylaws, Rules and Regulations for the Staff, and subject further to any limitations attached to his/her appointment.

There shall be Bylaws, Rules and Regulations, or amendments thereto, for Medical Staff that set forth its organization and government. Proposed Bylaws, Rules and Regulations should be recommended by the Medical Staff subject to approval by the Board of Directors. The power of the Directors to adopt or amend Medical Staff Bylaws, Rules and Regulations shall not be dependent upon ratification by the Medical Staff.

## ARTICLE XIII

### MISCELLANEOUS

#### SECTION 1. Inspection of Corporate Records

The books of account and minutes of proceedings of the members of the corporation and the directors and of the executive and other committees of the directors, shall be open to inspection upon the demand of any member of the corporation at any reasonable time and for a purpose reasonably related to his/her interest as a member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make any extracts.

#### SECTION 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time shall be determined by resolution of the Board of Directors.

#### SECTION 3. Report to Members

The Board of Directors of the corporation shall cause an annual report, consisting of a balance sheet and profit and loss statements as of the close of the fiscal year, certified by the president, secretary or the corporation auditors, prepared in accordance with generally accepted accounting principles to be sent to the members not later than one hundred twenty (120) days after the close of the fiscal year of the corporation.

#### SECTION 4. Contracts, Etc., How Executed

The Board of Directors subject to the reservations of powers contained in the Articles of Incorporation and Article VIII of these Bylaws, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board of Directors, (and consented to by the members where required) no officer, agent or employee shall have any power to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

#### SECTION 5. Inspection of Bylaws

The corporation shall keep in its principal office for the transaction of business the original or copy of the Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

#### SECTION 6. Construction and Definition

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the laws of the state of incorporation shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

#### SECTION 7. Authority of the Governing Body to Approve the Bylaws of the Auxiliary Organization which delineates its Purpose and Function

When the Board of Directors makes provisions for the establishment of auxiliary organizations, it shall also approve the Bylaws that delineate the purpose and function of such organization.

#### SECTION 8. Indemnification of Officers, Directors, Employees and Agents

- A) The Corporation shall indemnify, as hereinafter provided, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including actions for or on behalf of the Corporation, by the Attorney General of the State of Idaho or any litigant by reason of the fact that he/she is or was a member, director, officer, employee or agent of the Corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings, if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a

presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- b) To the extent that a member, director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8 (a) of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.
- c) Any indemnification under Section 8 (a) of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of a member, director, officer, employee or agent is proper in the circumstances because he/she met the applicable standard of conduct set forth in Section 8 (a) of this Article. Such determination shall be made:
  - 1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
  - 2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or
  - 3) by the members.
- d) Expenses incurred by a member, director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in Section 8 (c) of this Article upon receipt of an undertaking by or on behalf of the member, director, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.
- e) The indemnification provided by this Article shall continue as to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- f) By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance in such amounts as the Board of Directors deems appropriate on behalf of any person who is or was a member, director, officer, employee or agent of the Corporation, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under this Article.

ARTICLE XIV

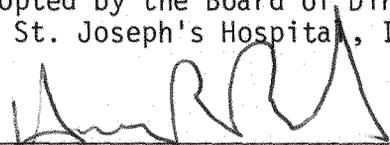
AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the Corporation, or by the written consent of such members, except as otherwise provided by law or by the Articles of Incorporation.

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These Bylaws shall become effective when adopted by the Board of Directors of St. Joseph's Hospital, Inc. and approved by the Members of the Provincial Council of the Sisters of St. Joseph of Carondelet .

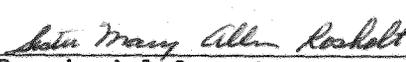
Adopted by the Board of Directors  
of St. Joseph's Hospital, Inc.

  
\_\_\_\_\_  
Chairman, Board of Directors

  
\_\_\_\_\_  
Secretary, Board of Directors

Approved by the Provincial Council  
Sisters of St. Joseph of Carondelet

  
\_\_\_\_\_  
Provincial Superior

  
\_\_\_\_\_  
Provincial Secretary

11-29-82  
Date

1-19-83  
Date

COPY

*see  
Amended by  
By - Jones  
1-8-66*

By-Laws of the Sisters of St. Joseph of Idaho.

Article I.  
Name

The Name of the Corporation shall be the "Sisters of St. Joseph of Idaho."

Article II.  
Principal place of business.

The place where the principal business of this Corporation shall be at the St. Joseph's Hospital in the city of Lewiston, Nez Perce County, Idaho.

Article III  
Membership.

The membership of this Corporation shall be limited to and composed of the five original incorporators, namely; Sister M. Angelica; Sister M. Dolores, Sister M. Cominica, Sister M. Borgia, and Sister M. Loyola, and such other members, who must be Sisters of the Society of St. Joseph, as may be elected by a two-third vote of the Board of Directors at any regular meeting or at any special meeting called for the purpose of admission of members.

Article IV.  
Termination of membership.

Membership in the Corporation may be terminated by, - First; Death; Second; The withdrawal of the member in writing filed with and accepted by a majority vote of the Board of Directors; Third; by dismissal of the member by a two-third vote of the Directors present and voting at any regular meeting, or any special meeting called for the purpose of acting upon termination of membership of a member, or members.

Article V.  
Meetings of members.

Section 1.-The Annual meeting of the members of the Corporation shall be held on the second Saturday in January, of each year, at the hour seven o'clock P.M. at which time the Directors for the ensuing year shall be elected and any business of any kind may be transacted which shall properly come before the meeting.

Section 2.-Special meetings may be called at any time, by the President or upon request of three members of the Board of Directors the President must call a meeting of the members, and failing for a period of five days so to do then three or more Directors may over their signature call such special meeting.

Section 3.-No business may be transacted at a special meeting other than that stated in the call.

Section 4.-A meeting for the transaction of any business may be held at any time when all members of the Corporation are in attendance and participate, in said meeting, or when a majority of the members are in attendance and participate, and all those not so present and participating have in writing signed a waiver of notice of such meeting.

*See Amended by Jones 1/6/66  
to read as then read*

Article VI.  
Meeting of Directors.

Section 1.-The Annual Meeting of the Directors shall be held immediately following the Annual Meeting of the members at which time the officers of the corporation for the ensuing year shall be elected and any business to come before the Board may be transacted.

Section 2.-Regular meetings of the Board of Directors shall be held on second Saturday of April, July, October and January of each year, at the hour of seven-thirty O'clock P.M. at which time any business may be transacted.

Section 3.-Special meetings of the Directors may be held at any time on call of the President or three members of the Board by notification in writing of the time, place and object of the meeting served on each member of the Board not signing said call, or special meetings of the Board may be held at any time and any business transacted thereat where all members of the Board of Directors attend and participate in said meeting, or where a majority of the Board of Directors attend and participate and those not so attending sign in writing a waiver of notice of such meeting.

Article VII.  
Officers.

Section 1.-The Officers of the Corporation shall be President, Vice-President, Secretary and a Treasurer, who shall be elected at the Annual Meeting of the Directors, and shall hold office for one year, or until their successors are elected and qualify.

Article VIII.  
Duties of President.

The President shall preside at all meetings of members or Directors and shall be the chief executive officer of the corporation. The President shall employ, prescribe the duties of, fix the compensation of and discharge at will all employees of the corporation; shall purchase any and all needful supplies and shall at such times and for such prices as in her judgment is advisable; sell any produce or personal property of the corporation.

Vice-president.

The Vice-president shall in the absence or inability of the President act, exercise and perform the duties of the President, and shall generally act as assistant to the president in the administration of the affairs of the corporation.

Secretary

The Secretary shall keep a record and minutes of all meetings of the members of the corporation and the Board of Directors and shall have the custody of the Seal of the corporation and affix the same to all documents required, or proper to be sealed and countersign and attest the signature of the President to all such documents.

Treasurer

The Treasurer shall supervise the collection of all moneys of the Corporation, keep true account thereof and shall monthly, or oftener if required, pay over to, or deposit same in the name of the corporation, subject to the order of the corporation through the president.

Who may be officers.

All officers of the corporation shall be selected from the Board of Directors and when any officer shall cease for any cause to be a member of the Board of Directors the term of such officer shall cease.

Secretary and Treasurer.

The same director may at will of the Board of Directors be elected to and hold offices of Secretary and Treasurer.

Article IX  
Board of Directors.

Section 1.-The corporate powers, business and property of the Corporation shall be vested in a Board of five Directors.

Section 2.-Every Director of the Corporation shall be a member of the corporation at the time of election, and continue a member throughout her term of office as such, and should any Director, for any cause, cease to be a member of the Corporation, her term of office, shall at such time terminate.

Section 3.-Directors shall be elected at the regular Annual Meeting in each year for the term of one year, and shall hold office until their successors have been elected and qualified.

Section 4.-Vacancy. A vacancy in the office of Director shall be deemed to occur upon the death, withdrawal, dismissal from membership, or resignation of the incumbent. Whenever a vacancy occurs in the office of Director same must be filled by the Board of Directors, and the person elected to fill such vacancy shall hold office until the first meeting of the members of the corporation, thereafter.

Vacancies in any other office than that of Directors may be filled at any meeting of the Board of Directors, and the person elected to fill such vacancy shall hold office for the unexpired term of the predecessor.

Section 5.-Board to adopt rules. The Board of Directors may adopt rules and regulations for the conduct of their meetings and the government of the affairs of the corporation as they shall deem proper, and all officers shall make to the Board of Directors such report and at such times as may be required.

Article X  
Seal

The Corporation shall have a corporation Seal of the style following, to wit:

and the Secretary of the corporation shall be the custodian thereof.

Article XI  
By-laws may be amended.

These By-Laws may be amended or repealed by a two-thirds vote of the members present and voting at any Annual Meeting, or by a two-thirds vote of the Board of Directors at any Regular Meeting, or special meeting called for the purpose.

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Article XII  
Quorum.

A majority of the members of the corporation or of the Board of Directors, shall be a quorum for the transaction of business, but a lesser number of either may adjourn from day to day until a quorum is secured.

Article XIII  
Proxies

Any member of the corporation may in writing filed with the secretary delegate to any other member the right to cast her vote by proxy at any particular meeting of the members or at all future meetings of the members until revoked in writing filed with the secretary.

Any Director may in writing filed with the secretary delegate to any other Director the right to cast her vote by proxy at any special meeting of the Board of Directors, or all all future meetings of the Board until revoked in writing filed with the secretary.

Article XIV  
Officers pro-tem.

In the absence or inability of any officer to act at any meeting of the members of the corporation, or Board of Directors, such meeting may elect an officer pro-tem to fill the said office during such absence or inability to act.

Know all men by these presents, that we, the undersigned, being all members of the corporation, "Sisters of St. Joseph of Idaho" do hereby assent to and adopt the foregoing By-Laws as recorded at pages 6 to 13 of this volume, as the By-Laws of said Corporation.

In witness whereof we have here unto set our hands and seals on this 15th day of April, A.D. 1918.

Sister M. Angelica  
Sister M. Dolores  
Sister M. Dominica  
Sister M. Borgia  
Sister M. Loyola

Know all men by these presents that we the undersigned Directors, and secretary respectively, of the Sisters of St. Joseph of Idaho, do hereby certify that the above and foregoing By-Laws were duly adopted as the By-Laws of said corporation on the 15th day of April A.D. 1918, and that the same do now constitute the By-laws of said corporation.

In witness whereof, said officers have signed their names as such, and affixed the Seal of said corporation to the certificate, this 15th day of April, 1918.

Sister M. Angelica  
Sister M. Dolores  
Sister M. Dominica  
Sister M. Borgia  
Sister M. Loyola.

Directors of the Sisters of St. Joseph  
of Idaho, a Corporation.

Attest.:

Sister M. Dolores, Secretary.

By-Laws of the Sisters of St. Joseph of Idaho.

Article I

Name

The Name of the Corporation shall be the "Sisters of St. Joseph of Idaho."

Article II

Principal place of business

The place where the principal business of this corporation shall be at the St. Joseph's Hospital in the city of Lewiston, Nez Perce County, Idaho.

Article III

Membership

The membership of this Corporation shall be limited to and composed of the five original incorporators, namely; Sister M. Angelica; Sister M. Dolores, Sister M. Dominica, Sister M. Borgia, and Sister M. Loyola, and such other members, who must be Sisters of the Society of St. Joseph, as may be elected by a two-third vote of the Board of Directors at any regular meeting or at any special meeting called for the purpose of admission of members.

Article IV

Termination of membership

Membership in the Corporation may be terminated by,--First: Death; Second: The withdrawal of the member in writing filed with and accepted by a majority vote of the Board of Directors; Third: by dismissal of the member by a two-third vote of the Directors present and voting at any regular meeting, or any special meeting called for the purpose of acting upon termination of membership of a member, or members.

Article V

Meetings of members

Section 1.--The Annual meeting of the members of the Corporation shall be held on the second Saturday in January, or each year, at the hour seven o'clock P.M. at which time the Directors for the ensuing year shall be elected and any business of any kind may be transacted which shall properly come before the meeting.

Section 2.--Special meetings may be called at any time, by the President or upon request of three members of the Board of Directors the President must call a meeting of the members, and failing for a period of five days so to do then three or more Directors may over their signature call such special meeting.

Section 3.--No business may be transacted at a special meeting other than that stated in the call.

Section 4.--A meeting for the transaction of any business may be held at any time when all members of the Corporation are in attendance and participate, in said meeting, or when a majority of the members are in attendance and participate, and all those not so present and participating have in writing signed a waiver of notice of such meeting.

Article VI  
Meeting of Directors

Section 1.-The Annual Meeting of the Directors shall be held immediately following the Annual Meeting of the members at which time the officers of the corporation for the ensuing year shall be elected and any business to come before the Board may be transacted.

Section 2.-Regular meetings of the Board of Directors shall be held on second Saturday of April, July, October and January of each year, at the hour of seven-thirty o'clock P.M. at which time any business may be transacted.

Section 3.-Special meetings of the Directors may be held at any time on call of the President or three members of the Board by notification in writing of the time, place and object of the meeting served on each member

of the Board not signing said call, or special meetings of the Board may be held at any time and any business transacted thereat where all members of the Board of Directors attend and participate in said meeting, or where a majority of the Board of Directors attend and participate and those not so attending sign in writing a walver of notice of such meeting.

Article VII  
Officers

Section 1.-The Officers of the Corporation shall be President, Vice-President, Secretary and a Treasurer, who shall be elected at the Annual Meeting of the Directors, and shall hold office for one year, or until their successors are elected and qualify.

Article VIII  
Duties of President

The President shall preside at all meetings of members or Directors and shall be the chief executive officer of the corporation. The President shall employ, prescribe the duties of, fix the compensation of and discharge at will all employees of the corporation; shall purchase any and all needful supplies and shall at such times and for such prices as in her judgment is advisable, sell any produce or personal property of the corporation.

Vice-president

The Vice-president shall in the absence or inability of the President act, exercise and perform the duties of the President, and shall generally act as assistant to the president in the administration of the affairs of the corporation.

Secretary

The Secretary shall keep a record and minutes of all meetings of the members of the corporation and the Board of Directors and shall have the custody of the Seal of the corporation and affix the same to all documents required, or proper to be sealed and countersign and attest the signature of the President to all such documents.

Treasurer

The Treasurer shall supervise the collection of all moneys of the Corporation, keep true account thereof and shall monthly, or oftener if required, pay over to or deposit same in the name of the corporation, subject to the order of the corporation through the president.

Who may be officers

All officers of the corporation shall be selected from the Board of Directors and when any officer shall cease for any cause to be a member of the Board of Directors the term of such officer shall cease.

Secretary and Treasurer

The same director may at will of the Board of Directors be elected to and hold offices of Secretary and Treasurer.

Article IX  
Board of Directors

Section 1.-The corporate powers, business and property of the Corporation shall be vested in a Board of five Directors.

Section 2.-Every Director of the Corporation shall be a member of the Corporation at the time of election and continue a member throughout her term of office as such, and should any Director, for any cause, cease to be a member of the Corporation, her term of office, shall at such time terminate.

Section 3.-Directors shall be elected at the regular Annual Meeting in each year for the term of one year, and shall hold office until their successors have been elected and qualified.

Section 4.-Vacancy. A vacancy in the office of Director shall be deemed to occur upon the death, withdrawal, dismissal from membership, or resignation of the incumbent. Whenever a vacancy occurs in the office of Director same must be filled by the Board of Directors, and the person elected to fill such vacancy shall hold office until the first meeting of the members of the corporation, thereafter.

Vacancies in any other office than that of Directors may be filled at any meeting of the Board of Directors, and the person elected to fill such vacancy shall hold office for the unexpired term of the predecessor.

Section 5.-Board to adopt rules. The Board of Directors may adopt rules and regulations for the conduct of their meetings and the government of the affairs of the corporation as they shall deem proper, and all officers shall make to the Board of Directors such report and at such times as may be required.

Article X  
Seal

The Corporation shall have a corporation Seal of the style following, to wit:

and the Secretary of the corporation shall be the custodian thereof.

Article XI  
By-Laws may be amended

These By-Laws may be amended or repealed by a two-thirds vote of the members present and voting at any Annual Meeting, or by a two-thirds vote of the Board of Directors at any Regular Meeting, or special meeting called for the purpose.

Article III

Quorum

A majority of the members of the corporation or of the Board of Directors shall be a quorum for the transaction of business, but a lesser number of either may adjourn from day to day until a quorum is secured.

Article III

Proxies

Any member of the corporation may in writing filed with the secretary delegate to any other member the right to cast her vote by proxy at any particular meeting of the members or at all future meetings of the members until revoked in writing filed with the secretary.

Any Director may in writing filed with the secretary delegate to any other Director the right to cast her vote by proxy at any special meeting of the Board of Directors, or at all future meetings of the Board until revoked in writing filed with the secretary.

Article XIV

Officers pro-tem

In the absence or inability of any officer to act at any meeting of the members of the corporation, or Board of Directors, such meeting may elect an officer pro-tem to fill the said office during such absence or inability to act.

Know all men by these presents, that we, the undersigned, being all members of the corporation, "Sisters of St. Joseph of Idaho" do hereby assent to and adopt the foregoing By-Laws as recorded at pages 6 to 13 of this volume, as the By-laws of said corporation.

In witness whereof we have here unto set our hands and seals on this 15th day of April, A.D. 1918.

Sister M. Angelica  
Sister M. Dolores  
Sister M. Dominica  
Sister M. Borgia  
Sister M. Loyola

Know all men by these presents that we the undersigned Directors, and secretary respectively, of the Sisters of St. Joseph of Idaho, do hereby certify that the above and foregoing By-Laws were duly adopted as the By-Laws of said corporation on the 15th day of April A.D. 1918, and that the same do now constitute the By-laws of said corporation.

In witness whereof, said officers have signed their names as such, and affixed the Seal of Said corporation to this certificate, this 15th day of April, 1918.

Sister M. Angelica  
Sister M. Dolores  
Sister M. Dominica  
Sister M. Borgia  
Sister M. Loyola.

Directors of the Sisters of St. Joseph  
of Idaho, a Corporation.

Attest:

Sister M. Dolores, Secretary.

CERTIFICATE OF THE SECRETARY

I, the undersigned, Sister Mary Evangelista Weyand, do hereby certify that I am the secretary of Sisters of St. Joseph of Idaho, a corporation; and that the within is a full, true, and correct copy of the By-laws of said corporation as the same now exists as shown by the books and records of the corporation now in my possession.

Given under my hand and the seal of said corporation this  
23<sup>rd</sup> day of July, 1947.

*Sister Mary Evangelista Weyand*  
Secretary

*Name of corporation amended  
by Articles of Amendment  
dated March 20, 1968.*

BY-LAWS

of

SISTERS OF ST. JOSEPH OF IDAHO.

As amended January 8, 1966

*2/12/76  
These by-laws and  
all amendments by  
them replaced by  
new by-laws, passed  
by Board of Directors  
on that date*

ARTICLE I.

OFFICES

Section 1. Principal Office: The principal office of the corporation shall be located in the City of Lewiston, Idaho. The corporation may have such other offices within or without the State of Idaho as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Registered Office: The Corporation shall have and continuously maintain its registered office at Lewiston, Idaho.

ARTICLE II.

MEMBERS

The membership of the Corporation shall consist of all members of the Order of Sisters of St. Joseph of Carondolet who are registered in the "Mission Record" kept and maintained at the registered office of the corporation. When the name of a Sister of St. Joseph of Carondolet is inscribed in said Mission Record she shall become a member of this corporation and she shall remain a member of this corporation so long as her name remains inscribed in said Record. When her name is deleted, removed or stricken therefrom, whether because of transfer or for any other reason, the Sister whose name is so removed from said Mission Record shall then and thereupon automatically cease to be a member of this corporation. There are no other requirements for membership,

1 there are no steps required for membership, ( ere is no method or  
2 form of termination of membership and there are no qualifications  
3 for membership other than those above set forth.

4  
5 ARTICLE III.

6 MEETINGS OF MEMBERS

7 Section 1. Annual Meeting: An annual meeting of the  
8 members shall be held at the registered office of the corporation  
9 on the second Saturday in January of each year at the hour of 7:00  
10 o'clock P.M. for the purpose of electing Directors and for the  
11 transaction of such other business as may properly come before the  
12 meeting.

13 Section 2. Special Meetings: Special meetings may  
14 be called by the President, the Board of Directors, or not less  
15 than one-tenth (1/10) of the members having voting rights.

16 Section 3. Notice of Meetings: Written or printed  
17 notice stating the place, date and hour of any meeting of the  
18 members shall be posted on the bulletin board or other conspicuous  
19 place in the Convent of the corporation in Lewiston, Idaho, not  
20 less than ten (10) days before such meeting. In case of a special  
21 meeting or when required by statute or by these By-Laws, the pur-  
22 pose or purposes for which the meeting is called shall be stated  
23 in the notice.

24 Section 4. Adjournment: An adjournment or adjourn-  
25 ments of annual or special meeting may be taken without new notice  
26 being given.

27 Section 5. Waiver: Notice of time, place and purpose  
28 of any meeting of members may be waived by the written assent of a  
29 member entitled to notice filed with or entered upon the records of  
30 the meeting, either before or after the holding of such meeting.

31

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1                    Section 6. Action Without Meeting: Any action which  
2 may be taken at a meeting of members may be taken without a meeting  
3 if authorized by a writing signed by all of the members who would  
4 be entitled to notice of a meeting for such purpose. Whenever a  
5 certificate in respect to any such action is required to be filed  
6 in the office of the County Recorder, or in the office of the  
7 Secretary of State, the officer signing the same shall therein  
8 state that the action was authorized in the manner aforesaid.

9                    Section 7. All Present: When all the members are  
10 present at any meeting, however called or notified, and sign a  
11 written consent thereto on the record of such meeting, the doings  
12 of such meeting are as valid as if had at a meeting legally called  
13 and notified.

14                    Section 8. Quorum: The presence in person or by  
15 proxy of the majority of the members shall constitute a quorum.  
16 The members present at a duly organized meeting can continue to  
17 do business without adjournment notwithstanding the withdrawal of  
18 enough members to leave less than a quorum. If a meeting cannot  
19 be organized because a quorum has not attended, those present may  
20 adjourn the meeting to such time and place as they may determine,  
21 but in case of any meeting called for the election of Directors  
22 those who attend the second or adjourned meetings, although less  
23 than a quorum, shall nevertheless constitute a quorum for the pur-  
24 pose of electing Directors.

25                    Section 9. Voting: Each member shall be entitled to  
26 one vote.

27                    Section 10. Proxies: At any meeting of members, a  
28 member entitled to vote may vote by proxy, executed in writing by  
29 the member or his duly authorized attorney-in-fact. No proxy shall  
30 be valid after 11 months from the date of its execution, unless  
31 otherwise provided in the proxy.

SJ000088



1 The attendance of a Director at any meeting all constitute a  
2 waiver of notice of such meeting except where a Director attends  
3 a meeting for the express purpose of objecting to the transaction  
4 of any business because the meeting is not lawfully called or  
5 convened.

6 Section 5. Quorum: The majority of the Board of  
7 Directors shall constitute a quorum for the transaction of business  
8 at any meeting of the Board; but if less than a majority of the  
9 Directors are present at said meeting, a majority of the Directors  
10 present may adjourn the meeting from time to time without further  
11 notice.

12 Section 6. Manner of Acting: The act of a majority  
13 of the Directors present at a meeting at which a quorum was pre-  
14 sent shall be the act of the Board of Directors, unless the act of  
15 a greater number is required by law, or by these By-Laws.

16 Section 7. Qualifications: No person shall be elected  
17 or appointed a Director who is not a member of the corporation. In  
18 the event a Director ceases to become a member by her name being  
19 removed from the Mission Record such Director shall thereupon  
20 automatically cease to be a Director and a new Director with the  
21 proper qualifications shall be appointed in the manner provided by  
22 Section 8 below.

23 Section 8. Vacancies: Any vacancy occurring in the  
24 Board of Directors shall be filled by the Board. Such Director  
25 elected to fill a vacancy shall be chosen for the unexpired term of  
26 her predecessor in office and until her successor is elected and  
27 qualified.

28 ARTICLE V.

29 OFFICERS

1                   Section 1. The officers of th    orporation shall be  
2 a President, a Vice-President, a Secretary and a Treasurer and any  
3 other such officers as may be elected in accordance with the pro-  
4 visions of this Article. The Board of Directors may elect or appoint  
5 such other officers as it shall deem desirable, such officers to  
6 have the authority and perform the duties prescribed from time to  
7 time by the Board of Directors. The offices of Secretary and  
8 Treasurer may be combined in one person as determined by the Board  
9 of Directors.

10                   Section 2. Election and Term of Office: The Officers  
11 of the Corporation shall be elected annually by the Board of Direc-  
12 tors at the regular annual meeting of the Board of Directors. If  
13 the election of officers shall not be held at such meeting, such  
14 election shall be held as soon thereafter as conveniently may be.  
15 Each officer shall hold office until his successor shall have been  
16 duly elected and shall have qualified.

17                   Section 3. Qualifications: No person shall be elected  
18 or appointed an officer who is not a member of the corporation. In  
19 the event an officer ceases to become a member by her name being  
20 removed from the Mission Record such officer shall thereupon auto-  
21 matically cease to be an officer and a new officer with the proper  
22 qualifications shall be appointed in the manner provided by Section  
23 4 below.

24                   Section 4. Vacancies: A vacancy occurring in any  
25 office may be filled by the Board of Directors for the unexpired  
26 term of her predecessor and until her successor is elected and  
27 qualified.

28                   Section 5. President: The President shall be the  
29 principal executive officer of the corporation and shall in general  
30 supervise and control all of the business and affairs of the cor-  
31

1 poration. She shall preside over all meeti( of members and of  
2 the Board of Directors. She may sign, with the Secretary or other  
3 proper officer of the corporation authorized by the Board of Direc-  
4 tors, deeds, mortgages, bonds, contracts and all other instruments  
5 which the Board of Directors have authorized to be executed. In  
6 general, she shall perform all duties incident to the office of  
7 President and such other duties as may be prescribed by the Board  
8 of Directors from time to time.

9 Section 6. Vice-President: In the absence of the  
10 President, or in the event of her inability or refusal to act, the  
11 Vice-President (or ~~in the event there be more than one Vice-President~~  
12 then the Vice-Presidents ~~in their order~~) shall perform the duties  
13 of the President, and when so acting shall have all of the powers  
14 of and be subject to all the restrictions upon the President. Any  
15 Vice-President shall perform such other duties as from time to time  
16 may be assigned to her by the President or by the Board of Directors.

17 Section 7. Treasurer: The Treasurer shall have charge  
18 and custody of and be responsible for all funds and securities of  
19 the Corporation; receive and give receipts for monies paid to the  
20 corporation from any source whatsoever, and deposit all such monies  
21 in the name of the Corporation in such banks, trust companies, or  
22 other depositories as shall be selected by the Board of Directors,  
23 pursuant to the provisions of Article VII of these By-Laws; and in  
24 general perform all of the duties incident to the office of Treasurer,  
25 and such other duties as from time to time may be assigned to her by  
26 the President or by the Board of Directors.

27 Section 8. Secretary: The Secretary shall keep the  
28 minutes of the meetings of the members and of the Board of Directors  
29 in one or more books provided for that purpose; see that all  
30 notices are given in accordance with the provisions of these By-Laws  
31

1 or as required by law; be custodian of the corporate records and  
2 of the seal of the Corporation, and see that the seal of the Cor-  
3 poration is affixed to all documents, the execution of which on  
4 behalf of the Corporation under its seal is duly authorized in  
5 accordance with the provisions of these By-Laws; (keep a register  
6 of the post office address of each member, which shall be furnished  
7 to the Secretary by such member;) and in general perform all duties  
8 incident to the office of Secretary, and such other duties as from  
9 time to time may be assigned to her by the President or by the  
10 Board of Directors.

11 ARTICLE VI.

12 COMMITTEES

13 Section 1. Committees of Directors: The Board of  
14 Directors, by Resolution adopted by a majority of the Directors in  
15 office, may designate one or more committees, each of which shall  
16 consist of two or more Directors, which committees to the extent  
17 provided in said Resolution, shall have and exercise the authority  
18 of the Board of Directors in the management of the Corporation;  
19 but the designation of such Committees and the delegation thereto  
20 of authority shall not operate to relieve the Board of Directors,  
21 or any individual Director, of any responsibility imposed upon it  
22 or her by law.

23 Section 2. Other Committees: Other committees not  
24 having and exercising the authority of the Board of Directors in  
25 the management of the Corporation may be designated by a Resolution  
26 adopted by the Board of Directors. Except as otherwise provided  
27 in such Resolution, members of such committees shall be members of  
28 the Corporation, and the President of the Corporation shall appoint  
29 the members thereof. Any member thereof may be removed by the  
30 person or persons authorized to appoint such member whenever in  
31

1 their judgment the best interests of the Corporation shall be served  
2 by such removal.

3 Section 3. Term of Office: Each member of a commit-  
4 tee shall continue as such until the next annual meeting of the  
5 members of the Corporation, and until her successor is appointed,  
6 unless the committee shall be sooner terminated, or unless such  
7 member be removed from such committee, or unless such member shall  
8 cease to qualify as a member thereto, or unless the term of her  
9 appointment is limited in the appointment.

10 Section 4. Chairman: One member of each committee  
11 shall be appointed chairman by the person or persons authorized  
12 to appoint the members thereof.

13 Section 5. Vacancies: Vacancies in the membership  
14 of any committee may be filled by appointment made in the same  
15 manner as provided in the case of the original appointments.

16 Section 6. Quorum: Unless otherwise provided in the  
17 Resolution of the Board of Directors designating a committee, a  
18 majority of the whole committee shall constitute a quorum, and the  
19 act of a majority of the members present at a meeting at which a  
20 quorum was present shall be the act of the committee.

21 Section 7. Rules: Each committee may adopt rules  
22 for its own government not inconsistent with these By-Laws or with  
23 the rules adopted by the Board of Directors.

## 24 ARTICLE VII.

### 25 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

26 Section 1. Contracts: The Board of Directors may  
27 authorize any officer or officers, agent or agents, of the Corpora-  
28 tion, in addition to the officers authorized by these By-Laws, to  
29 enter into a contract or execute and deliver any instrument in the  
30 name of and on behalf of the Corporation, and such authority may be  
31 general or confined to specific instances.

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1 ARTICLE X.

2 CORPORATE SEAL

3 Section 1. The Board of Directors shall provide a  
4 corporate seal which shall be in the form of a circle and shall  
5 have inscribed thereon the name of the Corporation and the words  
6 "(CORPORATE SEAL)" and "Lewiston, Idaho".

7 ARTICLE XI.

8 WAIVER OF NOTICE

9 Section 1. Whenever any notice is required to be  
10 given under the provisions of the State of Idaho, or under the  
11 provisions of the Articles of Incorporation, or the By-Laws of the  
12 Corporation, a waiver thereof in writing, signed by the person or  
13 persons entitled to such notice, whether before or after the times  
14 stated therein, shall be deemed equivalent to the giving of such  
15 notice.

16 ARTICLE XII.

17 AMENDMENT OF THESE BY-LAWS

18 Section 1. Members: Any of these By-Laws may be  
19 amended or repealed, or new By-Laws may be adopted, at any annual  
20 membership meeting, or at any special meeting of the members called  
21 for that purpose, by a vote representing two-thirds of the member-  
22 ship, or by their written consent duly acknowledged in the same  
23 manner as conveyances of real estate are required by law to be  
24 acknowledged by two-thirds of the members of the Corporation, which  
25 written consent may be in one or more instruments.

26 Section 2. By Directors: The power is hereby con-  
27 ferred upon the Board of Directors to repeal and amend the By-Laws  
28 and adopt new By-Laws. This power so conferred upon the Directors  
29 may be revoked by a two-thirds vote of the members at any regular  
30 membership meeting, or at any special membership meeting called  
31

*over to repeal and amend and adopt  
new by-laws, also conferred on directors  
by articles of amendment, dated March 20, 1968*

1 for that purpose. By-Laws made by the Directors under this power  
2 so conferred may be altered or repealed either by a two-thirds vote  
3 of the Directors, or by a two-thirds vote of the members.

4 Section 3. Recording: Whenever any Amendment or  
5 By-Law is adopted it shall be recorded in the book of By-Laws imme-  
6 diately after them and shall not take effect until so recorded.  
7 If any By-Law be repealed, the fact of repeal, with the date of the  
8 meeting at which the repeal was enacted, or if such repeal occurred  
9 by reason of the filing of a written consent of the members, the  
10 date when the consent of the necessary number was obtained must be  
11 stated in said book, and until so stated the repeal must not take  
12 effect. Notation of the repeal or amendment of any of the By-Laws  
13 shall be made on the margin where such By-Law is copied in the Book  
14 of By-Laws and reference to the book and page of By-Laws where the  
15 amendment is found, or the fact of repeal stated.

16  
17 KNOW ALL MEN BY THESE PRESENTS: that the undersigned  
18 Secretary of Sisters of St. Joseph of Idaho, does hereby certify  
19 that the above and foregoing By-Laws were read, item by item, and  
20 duly adopted by the members of the Corporation at a special meeting  
21 called for that purpose, notice of which was waived in writing by  
22 each member of the corporation, and that the assent of members  
23 representing a majority of all the members was given in the adop-  
24 tion of such By-Laws at such meeting; that such meeting was held  
25 on the 8th day of January, 1966; that the foregoing do  
26 now constitute the By-Laws of the Corporation.

27  
28  
29 (CORPORATE SEAL)

ATTEST:

Sister Agnes Louise  
Secretary

30  
31  
SJ000097

KNOW ALL MEN that we, the undersigned, being a majority of the members of SISTERS OF ST. JOSEPH OF IDAHO, hereby assent to the foregoing Amended By-Laws.

Sister M. Philomena

Sister Helen Frances

Sister Mary Edna

Sister M. Pauline

Sister Helen Virginia

Sister Mary Clotilda

Sister Mary Patrick

Sister Mary Stanislaus

Sister Margaret Elizabeth

Sister Mary Bernard

Sister Mary Cyril

Sister Jane de Chantal

Sister Mary Baptista

Sister Mary Ellen

Sister Agnes Louise



C E R T I F I C A T E

We, the undersigned, being all of the Directors of SISTERS OF ST. JOSEPH OF IDAHO, do hereby certify that the above and foregoing By-Laws were duly adopted as the By-Laws of SISTERS OF ST. JOSEPH OF IDAHO on the 8th day of January, 1966, and that the same constitute the By-Laws of the corporation.

*Sister Anne Lucy*  
\_\_\_\_\_  
President

*Sister Helen Frances*  
\_\_\_\_\_  
Vice-President

*Sister Agnes Louise*  
\_\_\_\_\_  
Secretary-Treasurer

*Sister Mary Cyril*  
\_\_\_\_\_  
Member

*Sister Mary Ellen*  
\_\_\_\_\_  
Member



BY-LAWS OF THE SISTERS OF ST. JOSEPH OF IDAHO.

Article I.

Name The name of the corporation shall be the " Sisters of St. Joseph of Idaho."

Article II.

Principal place of Business. The place where the principal business of this corporation shall be transacted, is the St. Joseph's Hospital, in the City of Lewiston, Nez Perce County, Idaho

Article III

Membership- The membership of this corporation shall be limited to and composed of the five original incorporators, namely: Sister M. Angelica, Sister M. Dolores, Sister M. Dominica, Sister M. Borgia and Sister M. Loyola; and such other members who must be Sisters of the Society of St. Joseph, as may be elected by a two-thirds vote of the Board of Directors at any regular meeting, or at any special meeting called for the purpose of admission of members.

Article IV

Termination of Membership Membership in this corporation may be terminated by:- First: Death; Second, The withdrawal of the members in writing filed with and accepted by a majority vote of the Board of Directors; Third, by dismissal of the member by a two-thirds vote of the Directors present and voting at any regular meeting or any special meeting called for the purpose of acting upon termination of membership of a member or members.

Article V

Meetings of Members Section I The Annual Meeting of the members of the corporation shall be held on the Second Saturday in January of each year, at the hour seven o'clock P.M. at which time the Directors for the ensuing year shall be elected and any business of any kind may be transacted which shall properly come before the meeting.  
Section II Special meetings may be called at any time by the President or upon request of three members of the Board of Directors; the President must call a meeting of the members, and failing for a period of five days so to do, then three or more of the Directors may over their signature call special meeting.  
Section III No business may be transacted at a special meeting other than that stated in the call.  
Section IV A meeting for the transaction of any business may be held at any time when all members of the corporation are in attendance, and participate, and all those not so present and participating have in writing signed a waiver of notice of such meeting.

BY-LAW<sup>d</sup> OF THE SISTERS OF ST. JOSEPH OF IDAHO

Article VI

Meetings  
of  
Directors

Section I The Annual Meeting of the Directors shall be held immediately following the Annual Meeting of the members at which time the officers of the corporation for the ensuing year shall be elected and any business to come before the Board may be transacted.

Section II Regular meetings of the Board of Directors shall be held on the second Saturday of April, July, October and January of each year, at the hour of seven thirty o'clock P.M. at which time any business may be transacted.

Section III Special Meetings of the Directors may be held at any time on call of the President or three members of the Board by notification in writing of the time, place and object of the meeting served on each member of the Board not signing said call, or special meetings of the Board may be held at any time and any business transacted therat where all members of the Board of Directors attend and participate in said meeting, or where a majority of the Board of Directors attend and participate and those not so attending sign in writing a waiver of notice of such meeting.

Article VII

Officers

Section I The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer, who shall be elected at the Annual Meeting of the Directors, and shall hold office for one year, or until their successors are elected, and qualify.

Article VIII

Duties of  
President

The President shall preside at all meetings of members or Directors and shall be chief executive officer of the corporation and shall have the management generally of the affairs of the corporation. The President shall employ, prescribe the duties of and discharge at will all employees of the corporation; shall purchase any and all needful supplies and shall at such times and for such prices as in her judgment is advisable sell any produce or personal property of the corporation.

Vice  
President

The Vice-President shall in the absence or inability of the President act, exercise and perform the duties of the President, and shall generally act as assistant to the President in the administration of the affairs of the corporation.

Secretary

The Secretary shall keep a record and minutes of all the meetings of the members of the corporation and Board of Directors, and shall have the custody of the Seal of the corporation, and affix the same to all documents required or proper to be sealed and countersign and attest the signature of the President to all such documents.

Treasurer

The Treasurer shall supervise the collection of all moneys

BY-LAWS OF THE SISTERS OF ST. JOSEPH OF IDAHO

of the corporation, keep true account thereof and shall monthly, or oftener if required, pay over to or deposit same in the name of the corporation subject to the order of the corporation through the President.

Who May Be Officers      All officers of the corporation shall be selected from the Board of Directors and when any officer shall cease for any cause to be a member of the Board of Directors the term of office of such officer shall cease.

Secretary & Treasurer      The same Director may at the will of the Board of Directors be elected to and hold the offices of Secretary and of Treasurer.

Article IX

Board of Directors      Section I The corporate powers, business and property of the corporation shall be vested in a Board of Five Directors.

Section II Every Director of the corporation shall be member of the corporation at the time of election, and continue a member throughout her term of office as such, and should any Director for any cause, cease to be a member of the corporation, her term of office, shall at such time terminate.

Section III Directors shall be elected at the regular Annual Meeting in each year for the term of one year, and shall hold office until their successors have been elected and qualified.

Section IV A vacancy in the office of Director shall be deemed to occur upon the death, withdrawal, dismissal from membership or resignation of the incumbent. Whenever a vacancy occurs in the office of Director, same must be filled by the Board of Directors, and the person elected to fill such vacancy shall hold office for the unexpired term of the predecessor.

Section V The Board of Directors may adopt rules and regulations for the conduct of their meetings and the government of the affairs of the corporation as they shall deem proper, and all officers shall make to the Board of Directors such report and at such times as may be required.

Article X

Seal      The corporation shall have a corporate Seal of the style following, to wit:

BY-LAWS OF THE SISTERS OF ST. JOSEPH OF IDAHO

and the Secretary of the corporation shall be the custodian thereof.

Article XI

By-Laws  
May Be  
Amended

These by-laws may be repealed, or amended by a two-thirds vote of the members present and voting at any Annual Meeting, or by a two-thirds vote of the Board of Directors at any Regular Meeting or special meeting called for that purpose.

Article XII

Quorum

A majority of the members of the corporation or of the Board of Directors, shall be a quorum for the transaction of business, but a lesser number of either may adjourn from day to day until a quorum is secured.

Article XIII

Proxies

Any member of the corporation may in writing filed with the Secretary delegate to any other member the right to cast her vote by proxy at any particular meeting of the members or at all future meetings of the members until revoked in writing filed with the Secretary.

Any Director may in writing filed with the Secretary delegate to any other Director the right to cast her vote by proxy at any special meeting of the Board of Directors or at all future meetings of the Board until revoked in writing filed with the Secretary.

Article XIV

Officers  
Pro-tem

In the absence or inability of any officer to act at any meeting of the members of the corporation or Board of Directors, such meeting may elect an officer pro-tem to fill the said office during such absence or inability to act.

Know all men by these presents, that we, the undersigned, being all members of the corporation, "Sisters of St. Joseph of Idaho", do hereby assent to and adopt the foregoing By-Laws as recorded at pages 6-13 of this volume, as the By-Laws of said corporation.

In witness whereof we have hereunto set our hands and seals this 15th day of April, A.D. 1918.

Signed

Sister M. Angelica

Sister M. Dolores

Sister M. Dominica

Sister M. Borgia

Sister M. Loyola

BY-LAWS OF THE SISTERS OF ST. JOSEPH ( IDAHO )

Know all men by these presents that we, the undersigned Directors, and Secretary respectively, of the Sisters of St. Joseph of Idaho, do hereby certify that the above and foregoing By-Laws were duly adopted as the By-Laws of said corporation on the 15th day of April A.D. 1918, and that the same do now constitute the By-Laws of said corporation.

In witness whereof, said officers have signed their names as such and affixed the Seal of said corporation to this certificate, this 15th day of April A.D. 1918.

Signed Sister M. Angelica

Sister M. Dolores

Sister M. Dominica

Sister M. Borgia

Sister M. Loyola

Directors of the Sisters of St. Joseph of Idaho, a corporation.

Attest:

Sister M. Dolores  
Secretary

( ) ARTICLES OF INCORPORATION ( )  
of  
THE SISTERS OF ST. JOSEPH OF IDAHO  
\*\*\*\*\*

Know all men by these presents: That we, the undersigned members of the Sisters of St. Joseph of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and we hereby certify as follows:-

ARTICLE I

That the name of the said corporation is ~~the Sisters of St. Joseph of Idaho.~~

*St. Joseph's Hospital Incorporated  
( Amended June 4, 1928 )*

ARTICLE II

That the purposes for which this corporation is formed are as follows: (a) To own, maintain, operate and conduct hospitals, convents homes, schools, and orphanages, and to further the cause of religious education; to care for and educate orphans and dependent children; care for aged, infirm and needy persons, and care for and relieve the suffering of sick or afflicted persons.  
(b) To own, buy, bond, sell, mortgage and convey real estate and personal property necessary for the carrying out of the above mentioned purposes.  
(c) To do and transact all business and things necessary for the carrying out of the purposes for which this corporation is formed.

ARTICLE III

That the place where the principal business of said corporation is to be transacted shall be at the St. Joseph's Hospital, in the City of Lewiston, Nez Perce County, State of Idaho.

ARTICLE IV

That the term for which this corporation shall exist shall be ~~Fifty Years.~~

*of existence is perpetual (amended June 6, 1968)*

ARTICLE V

That the number of Directors shall be five, and that the names and residences of the directors duly elected for the first year, at an election held at Lewiston, Idaho, on March 23, 1918, are:

Name	Residence
Sister M. Angelica	Lewiston, Idaho
Sister M. Dolores	Lewiston, Idaho
Sister M. Dominica	Lewiston, Idaho
Sister M. Borgia	Lewiston, Idaho
Sister M. Loyola	Lewiston, Idaho

In witness whereof We have hereunto set our hands and Seals on this 23rd day of March, A.D. 1918.

Sister M. Angelica  
Sister M. Dolores  
Sister M. Dominica  
Sister M. Borgia  
Sister M. Loyola

ARTICLES OF INCORPORATION (Cont'd)

State of Idaho,  
County of Nez Perce

On this 23rd day of March, A.D. 1918, before me, Leo McCarty, a Notary Public for the State of Idaho, personally appeared, Sister M. Angelica; Sister M. Dolores; Sister M. Dominica; Sister M. Borgia and Sister M. Loyola, all personally known to me to be the persons whose names are signed to the foregoing instrument, and thereupon, each thereof, acknowledged to me that she executed the same.

In witness whereof I have set my hand and affixed my official Seal the day and year in this certificate first above written.

Signed Leo McCarty

Notary Public for the State of  
Idaho, residing at Lewiston, therein

State of Idaho  
County of Nez Perce

This is to certify that at a meeting of the Society of the Sisters of St. Joseph of Idaho, which meeting was regularly called and notice thereof, given by publication in the Lewiston Morning Tribune, a newspaper of general circulation printed and published at Lewiston, Nez Perce County, Idaho, held at St. Joseph's Hospital in the City of Lewiston, Idaho, on the 23rd day of March 1918, for the purpose of electing Directors of said Society. Sister M. Angelica as President, and Sister M. Dolores as Secretary conducted said elections; that all members of said society were present in person and participated in and voted at said election, and that at said election the following were elected Directors to serve for the ensuing year, to wit: Sister M. Angelica; Sister M. Dolores; Sister M. Dominica; Sister M. Borgia; and Sister M. Loyola, and that all of said Directors are residents of Lewiston, Idaho.

In witness whereof we have hereunto set our hands this the 23rd day of March, A.D. 1918

Signed Sister M. Angelica  
President

Attest:

Sister M. Dolores  
Secretary

ARTICLES OF INCORPORATION (continued)

State of Idaho  
County of Nez Perce

Sister M. Angelica and Sister M. Dolores being each first duly sworn, each for herself deposes and says: That she has read the above and foregoing Certificate Of Election of Directors, knows the contents thereof and that the same is true.

Signed Sister M. Angelica  
Sister M. Dolores

Subscribed and sworn to before me this 23rd day of March A.D.1918.

Signed Leo McCarty  
Notary Public for the State of Idaho, residing at Lewiston, Idaho

State of Idaho  
Department of State

I, W.T.Dougherty, Secretary of State of the State of Idaho do hereby certify that a certified copy of the Articles of Incorporation of:  
SISTERS OF ST. JOSEPH OF IDAHO

duly certified by the Recorder of Nez Perce County, to be a true copy of the original Articles was filed in this office on the 28th day of March, A.D. One Thousand Nine Hundred Eighteen and is duly recorded in Book "A-9" of Domestic Corporations, Records of the State of Idaho, which Articles contain the statement of facts required by law, to wit:

First the name of the Corporation as aforesaid; Second, the purpose for which it was formed; Third, the place where its principal business is to be transacted; Fourth, The terms for which it is to exist; Fifth, The number of its directors or trustees.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, Done at Boise City, the Capitol of Idaho this Twent-Eighth day of March, in the year of our Lord one thousand nine hundred and eighteen and of the Independence of the United States of America the One Hundred and Forty-Second.

Signed W.T.Dougherty  
Secretary of State

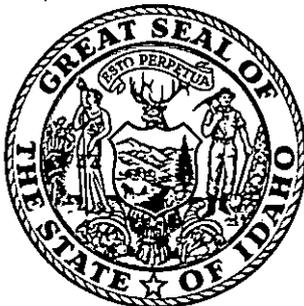
# State of Idaho

Office of the Secretary of State

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete duplicate of articles of incorporation of **ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**, an Idaho non-profit corporation, received and filed in this office on March 28, 1918, under file number C 12001, including all amendments filed thereto, as appears of record in this office as of this date.

Dated: August 1, 2016



*Lawrence Denney*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION  
-of the-  
SISTERS OF ST. JOSEPH OF IDAHO.

---

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, members of the Sisters of St. Joseph of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and we hereby certify, as follows:-

ARTICLE I.

That the name of said corporation is the SISTERS OF ST. JOSEPH OF IDAHO.

ARTICLE II.

That the purposes for which this corporation is formed are as follows:

(a) To own, maintain, operate and conduct hospitals, convents, homes, schools and orphanages, and to further the cause of religious education; to care for and educate orphans and dependent children; care for aged, infirm and needy persons, and care for and relieve the suffering of sick or afflicted persons.

(b) To own, buy, bond, sell, mortgage and convey real estate and personal property necessary for the carrying out of the above mentioned purposes.

(c) To do and transact all business and things necessary for the carrying out of the purposes for which this corporation is formed

ARTICLE III.

That the place where the principal business of said corporation is to be transacted shall be at the St. Joseph's Hospital, in the City of Lewiston, Nez Perce County, State of Idaho.

ARTICLE IV.

That the term for which this corporation shall exist shall be FIFTY YEARS.

ARTICLE V.

That the number of Directors shall be five, and that the names and residences of the directors duly elected for the first year, at an election held at Lewiston, Idaho, on March 23, 1918, are:

NAME:	RESIDENCE:
Sister M. Angelica	Lewiston, Idaho.
Sister M. Dolores	Lewiston, Idaho.
Sister M. Dominica	Lewiston, Idaho.
Sister M. Borgia	Lewiston, Idaho
Sister M. Loyola	Lewiston, Idaho.

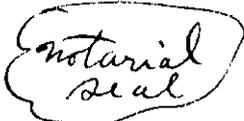
IN WITNESS WHEREOF We have hereunto set out hands and Seals on this 23rd day of March, A. D. 1918.

Sister M. Angelica (SEAL)  
Sister M. Dolores (SEAL)  
Sister M. Dominica (SEAL)  
Sister M. Borgia (SEAL)  
Sister M. Loyola (SEAL)

STATE OF IDAHO, )  
                  ) SS.  
COUNTY OF NEZ PERCE. )

On this 23rd day of March, A. D. 1918, before me, Leo McCarty, a Notary Public for the State of Idaho, personally appeared, Sister M. Angelica; Sister M. Dolores; Sister M. Dominica; Sister M. Borgia and Sister M. Loyola, all personally known to me to be the persons whose names are signed to the foregoing instrument, and thereupon, each thereof, acknowledged to me that she executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official Seal the day and year in this certificate first above written.



Leo McCarty  
Notary Public for the State  
of Idaho, residing at  
Lewiston, therein.

STATE OF IDAHO, )  
                  ) SS.  
COUNTY OF NEZ PERCE. )

THIS IS TO CERTIFY that at a meeting of the Society of the SISTERS OF ST. JOSEPH OF IDAHO, which meeting was regularly called, and notice thereof given by publication in the Lewiston Morning Tribune, a newspaper of general circulation printed and published at Lewiston, Nez Perce County, Idaho, held at the St. Joseph's Hospital, in the City of Lewiston, Idaho, on the 23rd day of March, 1918, for the purpose of electing Directors of said Society. Sister M. Angelica, as President, and Sister M. Dolores, as Secretary conducted said election; that all the members of said society were present in person and participated in and voted at said election, and that at said election the following were elected Directors to serve for the ensuing year, to-wit: Sister M. Angelica; Sister M. Dolores; Sister M. Dominica; Sister M. Borgia and Sister M. Loyola, and that all of said directors are residents of Lewiston, Idaho.

IN WITNESS WHEREOF we have hereunto set our hands

this the 23rd day of March, A. D. 1918.

Sister M. Angelica  
President;

Attest:

Dolores  
Secretary.

STATE OF IDAHO, )  
 ) SS.  
COUNTY OF NEZ PERCH. )

Sister M. Angelica and Sister M. <sup>Dolores</sup>~~Dolores~~, being each first duly sworn, each for herself deposes and says: That she has read the above and foregoing Certificate of Election of Directors, knows the contents thereof and that the same is true.

Sister M. Angelica  
Sister M. Dolores

Subscribed and sworn to before me this 23rd day of March, A. D. 1918.

(Notarial  
seal)

Leo McCarty  
Notary Public for the State of Idaho, residing at Lewiston, therein.



**Department of State**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

**PETE T. CENARRUSA**  
**I. ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of

the corporation records of the State of Idaho, do hereby certify that the

**SISTERS OF ST. JOSEPH OF IDAHO**

a corporation organized and existing under and by virtue of the laws of the State of Idaho,

in this office on the **third** day of **June**, 19**68**.

original articles of amendment, as provided by Sections **30-146, 30-147 and 30-160** changing corporate name to **ST. JOSEPH'S HOSPITAL, INC.** and extending corporate existence to perpetual, including the addition of Article VI.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **Third** day of **June**, A. D., 19 **68**.

Secretary of State

1  
2 ARTICLES OF AMENDMENT OF  
3 SISTERS OF ST. JOSEPH OF IDAHO

4 The undersigned hereby certify that they constitute the  
5 entire membership of SISTERS OF ST. JOSEPH OF IDAHO, and each here-  
6 by gives her written consent:

- 7 A. That the name of the corporation be  
8 changed to ST. JOSEPH'S HOSPITAL, INC.  
9 B. To the extension of the term of existence  
10 of the corporation from the period of 50  
11 years to perpetual existence.  
12 C. That the power be conferred upon the  
13 directors to repeal and amend the by-  
14 laws and adopt new by-laws.

15 NOW THEREFORE, we, as the entire membership of SISTERS  
16 OF ST. JOSEPH OF IDAHO, do execute and acknowledge Amended Articles  
17 of Incorporation amending original Articles of Incorporation which  
18 were filed in the office of the Secretary of State of the State of  
19 Idaho on the 23rd day of March, 1918, duly recorded in Book A-9 of  
20 Domestic Corporations as follows:

21 FIRST: That Article I of the original Articles be amended  
22 to read as follows:

23 I.

24 The name of said corporation is the ST. JOSEPH'S HOSPITAL,  
25 INC.

26 SECOND: That Article IV of the original Articles be  
27 amended to read as follows:

28 IV.

29 That the term for which this corporation shall exist is  
30 perpetual.

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THIRD: That Article VI be added to the original Articles,  
and that the same shall read as follows:

VI.

Power is hereby conferred upon the directors to  
repeal and amend the by-laws and adopt new by-laws.

reference to name  
Sister Mary

~~Sister Helen Frances~~  
SISTER HELEN FRANCES

~~Sister Mary Cyril~~  
SISTER MARY CYRIL

~~Sister Anne Therese~~  
SISTER ANNE THERESE

~~Sister Mary Michael~~  
SISTER MARY MICHAEL

~~Sister Mary Pauline~~  
SISTER MARY PAULINE

~~Sister Davida~~  
SISTER DAVIDA

~~Sister Mary Bernard~~  
SISTER MARY BERNARD

~~Sister Agnes Louise~~  
SISTER AGNES LOUISE

~~Sister Jane de Chantal~~  
SISTER JANE deCHANTAL

~~Sister M. Baptista~~  
SISTER M. BAPTISTA

~~Sister M. Stanislaus~~  
SISTER M. STANISLAUS

~~Sister Kathleen Ann~~  
SISTER KATHLEEN ANN

~~Sister M. Philomena~~  
SISTER M. PHILOMENA

~~Sister William Mary~~  
SISTER WILLIAM MARY

~~Sister M. Clotilda~~  
SISTER M. CLOTILDA

~~Sister Mary Patrick~~  
SISTER MARY PATRICK

~~Sister Mary Eileen~~  
SISTER MARY EILEEN

~~Sister Mary Edna~~  
SISTER MARY EDNA

~~Sister Sheila Marie~~  
SISTER SHEILA MARIE

~~Sister Charlotte~~  
SISTER CHARLOTTE

~~Sister M. Marcelia~~  
SISTER M. MARCELIA

~~Sister Gertrude Marie~~  
SISTER GERTRUDE MARIE

~~Sister Mary St. John~~  
SISTER MARY ST. JOHN





**Department of State.**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

I, ~~PETE J. GENAKUNA~~ ~~CHIEF CLERK~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

**ST. JOSEPH'S HOSPITAL, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **twenty-ninth** day of **June** 19 **71**, original articles of amendment, as provided by Section **s** of the Idaho Code, amending **Articles V, VI and VII**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **June**, A. D., 19 **71**.

Secretary of State

SECOND ARTICLES OF AMENDMENT

ST. JOSEPH'S HOSPITAL, INC.

( Amended June 3, 1971 )

The undersigned hereby certify that they constitute the entire membership and the entire Board of Directors of ST. JOSEPH'S HOSPITAL, INC.

NOW, THEREFORE, we the undersigned constituting the Board of Directors and the members of ST. JOSEPH'S HOSPITAL, INC., do hereby certify and acknowledge Second Amended Articles of Incorporation, amending original Articles of Incorporation which were filed in the Office of the Secretary of the State of Idaho on the 23rd day of March, 1918, duly recorded in Book A-9 of Domestic Corporations, and Articles of Amendment filed with the Secretary of State of Idaho and identified as recording number 12001-a on the 3rd day of June, 1928, as follows:

FIRST: That Article V of the original Articles be amended to read as follows:

V

- (a) The number of Directors shall be five (5), unless changed by amendment of the Articles of Incorporation or By-Laws.
- (b) The persons who are from time to time the duly acting and qualified Provincial Superior, Assistant Provincial Superior, and the Provincial Councilors of the Western Province of the religious congregation of the Roman Catholic Church, known as the Sisters of St. Joseph of Carondelet, whose general mother house in the United States of America is in the City of St. Louis, State of Missouri, and whose provincialate for the Western Province is in the City of Los Angeles, State of California, shall be its only members and ceasing to hold one of the above offices of the said Western Province, any such person shall cease to be a member.

SECOND: That Article VII be added to the original and First Articles of Amendment by adding Article VII and that the same shall read as follows:

VII

Action by the corporation on the following matters shall be effective only upon the written consent of the majority of all of the members of the corporation:

- (1) Borrowing of money for capital needs of the corporation or cumulated borrowing in excess of One Hundred Thousand (\$100,000.00) Dollars for any purpose;
- (2) Entering into any transaction outside the ordinary course of business of operating a hospital;
- (3) Entering into contract the performance of which requires more than a year or is not expressly included in the current annual budget;
- (4) Purchase, sale, lease, disposition or hypothecation of real property of the corporation;
- (5) Selection of the president, administrator of the hospital and auditors of the corporation;
- (6) Approval of annual budget.

THIRD: That Article VI of the original Articles be amended to read as follows:

VI

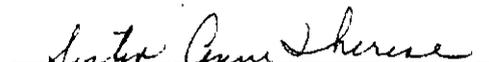
Subject to the provisions of the By-Laws, power is hereby conferred upon the corporation to adopt, repeal and amend By-Laws for its government.

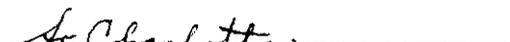
That the members and the Board of Directors of ST. JOSEPH'S HOSPITAL, INC., adopted the above amendments by resolutions at meetings held at Lewiston, Idaho, on June 3, 1971, That the number of members who were qualified to vote at the meeting of members for the adoption of said resolutions was 20; that the number of members who voted affirmatively for the adoption of said resolution was 20 and that the number of members constituting a quorum at said meeting was 20.

IN WITNESS WHEREOF, The undersigned have executed this instrument this 3rd day of June, 1971.

  
SISTER HELEN FRANCES, Member and  
Director

  
SISTER KATHLEEN ANN, Member and  
Director

  
SISTER ANNE THERESE, Member and  
Director

  
SISTER CHARLOTTE, Member

Sister Mary Bernard  
SISTER MARY BERNARD, Member

Sister Gertrude Marie  
SISTER GERTRUDE MARIE, Member

Sister M. Philomena  
SISTER M. PHILOMENA, Member

Sister Bernadette Marie  
SISTER BERNADETTE MARIE, Member

Sister Mary St. John  
SISTER MARY ST. JOHN, Member

Sister Thomas Aquinas  
SISTER THOMAS AQUINAS, Member

Sister Louise Ayala  
SISTER LOUISE AYALA, Member

Sister Margaret  
SISTER MARGARET, Member and Director

Sister Magdalene Marie  
SISTER MAGDALENE MARIE, Member

Sister Jane de Chantal  
SISTER JANE deCHANTAL, Member

Sister Davida  
SISTER DAVIDA, Member

Sister Louise McDonald  
SISTER LOUISE McDONALD, Member

Sister Agnes Louise  
SISTER AGNES LOUISE, Member

Sister Teresa Marie  
SISTER TERESA MARIE, Member

Sister M. Baptista  
SISTER M. BAPTISTA, Member

Sister Mary David  
SISTER MARY DAVID, Member



**Department of State.**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

**ST. JOSEPH'S HOSPITAL, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **nineteenth** day of **April** 1974 , original articles of amendment, as provided by Sections of the Idaho Code, amending **Articles II and VI**

and that the said articles of amendment contain the statement of facts required by law, and are **will be** / recorded on **Fmm No. microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **19th** day of **April** , A. D., 19 **74** .

Secretary of State

THIRD ARTICLES OF AMENDMENT

ST. JOSEPH'S HOSPITAL, INC.

The undersigned hereby certify that they constitute the entire membership of ST. JOSEPH'S HOSPITAL, INC.

NOW, THEREFORE, we the undersigned members of ST. JOSEPH'S HOSPITAL, INC., do hereby certify and acknowledge Third Amended Articles of Incorporation amending original Articles of Incorporation which were filed in the Office of the Secretary of State of Idaho on March 23, 1918, duly recorded in Book A-9 of Domestic Corporations, Articles of Amendment filed with the Secretary of State of Idaho on June 3, 1968 and identified as recording number 12001-a and Second Articles of Amendment filed with the Secretary of State of Idaho on June 29, 1971, and identified as recording number 12001, as follows:

FIRST: That Article II of the Articles of Incorporation be amended to read as follows:

ARTICLE II

The corporation's purposes are:

(a) To own, maintain, operate and conduct hospitals and convents; to care for aged, infirmed and needy persons and care for and relieve the suffering of sick and afflicted persons.

(b) To engage in any activity related to that described in clause (a) of this Article and from time to time authorized and approved by the membership of this corporation.

(c) To provide on a non-profit basis, hospital facilities and services for the care and treatment of persons who are acutely ill and who otherwise require medical care and related services, pursuant to Section 242 of the National Housing Act, as amended.

(d) The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

(e) To have and exercise all rights and powers from time to time granted to a corporation by law and authorized and approved by the membership of this corporation.

The corporation is empowered:

(a) To buy, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth hereinabove in this Article.

(b) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objectives of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including by and through the Federal Housing Commissioner, and of such other instruments and underertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development.

(d) In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less

than fair marketvalue of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed only to an organization or organizations created and operating for non-profit purposes similar to those of the corporation; PROVIDED, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or his nominee.

SECOND: That Article VI of the original Articles of Incorporation as amended by the Articles of Amendment be amended to read as follows:

#### ARTICLE VI

By-Laws of the corporation may be adopted by the Board of Directors, subject to the prior approval of the members, at any regular meeting or any special meeting called for that purpose so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development, pursuant to Article II hereof. So long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development, these Articles may not be amended without prior written approval of the said Secretary.

That the membership of ST. JOSEPH'S HOSPITAL, INC., adopted the above amendments by consent of all of the members pursuant to Article VI, Section 6, Second Amended By-Laws of ST. JOSEPH'S HOSPITAL, INC.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 15<sup>th</sup> day of April, 1974.

Sister Mary Boyd O'Keefe

Sister Grace Ann Lopez

# 12001-d

ENTERED

CERTIFICATE OF APPOINTMENT OF REGISTERED AGENT

STATE OF IDAHO  
MAY 31 AM 8  
RECEIVED

KNOW ALL MEN BY THESE PRESENTS:

That St. Joseph's Hospital, Inc  
(Name of Corporation)

an Idaho corporation, pursuant to section 30-1-12, Idaho Code, and by authority of its Board of Directors, does

hereby appoint Sister Thomas Aquinas Dinan, Administrator  
(Name of Registered Agent)

of 415 6th St Lewiston, Idaho as its  
(street address) (city)

Registered Agent in the State of Idaho, upon whom process issued by authority of or under any law of the State of Idaho may be served.

IN WITNESS WHEREOF the corporation has caused this certificate to be executed and verified by its President (or Vice-President) on this 29th day of May, 19 79.

St. Joseph's Hospital, Inc.  
(Name of Corporation)  
By James B. [Signature]  
(President or Vice-President)  
[Signature]  
(Title)

STATE OF Idaho }  
County of Nez Perce } ss.

Subscribed and sworn to before me this 29th day of May, 19 79.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal.  
[Signature]  
Notary Public  
(Title)

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State of the State of Idaho:

Nov 17 10 17 AM '80

SECRETARY OF STATE

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of Idaho submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

- 1. The name of the corporation is ST. JOSEPH'S HOSPITAL, INC.
2. The street or RFD address of its present registered office is 415 - 6th Street Lewiston, Idaho 83501
3. The street or RFD address to which its registered office is to be changed is same
4. The name of its old registered agent is Sister Thomas Aquinas Dinan
5. The name of its new registered agent is Herbert B. McKean
6. The address of the registered office and the business address of the registered agent are identical.
7. The foregoing change was authorized by resolution of the board of directors.

Dated October 27, 19 80

By Herbert B. McKean

Its Secretary President

STATE OF Idaho )
) ss:
COUNTY OF Nez Perce )

I, John B. Ernsdorff, a notary public, do hereby certify that on this 27th day of October, 1980, personally appeared before me Herbert B. McKean, who being by me first duly sworn, declared that he is the Secretary of ST. JOSEPH'S HOSPITAL, INC.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

John B. Ernsdorff
Notary Public

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State of the State of Idaho:

SLU 17 8 31 18  
JUL 7 1981

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of IDAHO submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho:

- The name of the corporation is ST. JOSEPH'S HOSPITAL, INC.
- The street or RFD address of its present registered office is 415 - 6th Street, Lewiston, Idaho
- The street or RFD address to which its registered office is to be changed is same
- The name of its old registered agent is Herbert B. McKean
- The name of its new registered agent is Sister Mary Conroy
- The address of the registered office and the business address of the registered agent are identical.
- The foregoing change was authorized by resolution of the board of directors.

Dated July 1, 19 81

By Sister Mary Conroy  
Its Secretary ~~President~~

STATE OF IDAHO )  
 ) SS:  
COUNTY OF NEZ PERCE )

I, John B. Ernsdorff, a notary public, do hereby certify that on this 1st day of July, 19 81, personally appeared before me Sister Mary Conroy, who being by me first duly sworn, declared that he is the Registered Agent of St. Joseph's Hospital, Inc.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

John B Ernsdorff  
Notary Public



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated \_\_\_\_\_ **February 26** , 19 **87** .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lois J. Clark*  
Corporation Clerk

FIFTH ARTICLES OF AMENDMENT

of

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

We, the undersigned, officers of St. Joseph Regional Medical Center, Inc., a nonprofit corporation heretofore incorporated under the nonprofit corporation laws of the State of Idaho, do hereby certify:

The Board of Directors of the Corporation at a duly constituted meeting held July 15, 1986, approved proposed amendments to its Articles and directed that such amendments be submitted to a vote of the Corporation's Membership who on July 28, 1986, by their written consent of the entire membership approved such amendments and authorized the filing of this Fifth Articles of Amendment.

Therefore, pursuant to Section 6 of Article VII and Article VIII (g) of the Corporation Bylaws and pursuant to Section 30-326 and 30-327, Idaho Code, the following amendments are hereby made and approved by the Corporation's Members:

FIRST: That Article I of the Fourth Articles of Amendment be amended to read as follows:

ARTICLE I  
(Name)

The name of the Corporation is St. Joseph Regional Medical Center, Inc.

SECOND: That Article II of the Third Articles of Amendment be amended to read as follows:

ARTICLE II  
(Purposes)

The purposes for which this Corporation is formed are as follows:

(a) The purpose of the Corporation is to help fulfill the mission of the Roman Catholic Church: to continue the mission of Jesus given him by his Father. We continue in this spirit and engage in works of compassion and mercy which respond to the spiritual and corporal needs of persons in our times. We do this in a way that

- heals and reconciles
- serves all persons without distinction
- makes known through our lives the gospel we proclaim
- enables others to assume a more active responsibility for building the kingdom
- recognizes and defends the human dignity of all persons
- promotes justice with a particular concern for the poor.

(b) To have and exercise all rights from time to time granted to a corporation by law and as authorized by the Membership of this Corporation to the extent such authorization may be required.

THIRD: That Article III of the original Articles of Incorporation be amended to read as follows:

ARTICLE III  
(Place of Business)

The place where the principal business of the Corporation is to be transacted and its principal office shall be St. Joseph Regional Medical Center, Lewiston, Nez Perce County, Idaho, or at such other place as the Board of Directors shall from time to time determine.

FOURTH: That Article IV of the Articles of Amendment be amended to read as follows:

ARTICLE IV  
(Term of Existence)

The term of existence of this Corporation shall be perpetual.

FIFTH: That Article V of the Second Articles of Amendment be deleted and a new Article V added to read as follows:

ARTICLE V  
(Membership)

The Corporation shall have two classes of Members. The Class A Member shall be Health Care Corporation of Sisters of St. Joseph of Carondelet, a Missouri not-for-profit Corporation, having its registered office at 77 West Port Plaza, Suite 222, St. Louis, Missouri 63146. The Class B Members shall be the persons who are from time to time the duly acting and qualified Provincial Superior, Assistant Provincial Superior and the Provincial Councillors of the Los Angeles Province of the religious congregation of the Roman Catholic Church, known as the Sisters of St. Joseph of Carondelet, whose general mother house in the United States of America is in the City of St. Louis, State of Missouri, and whose provincialate for the Province is in Los Angeles, California, and who shall be its only members. Upon ceasing to hold one of the above offices of the Province, such person shall cease to be a Class B Member.

SIXTH: That Article VI of the Third Articles of Amendment be deleted and a new Article VI added to read as follows:

ARTICLE VI  
(Reserved Powers of Class A Member)

(a) No action by the Board of Directors or any officer with respect to any of the following shall be effective without the approval of the Class A Member:

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

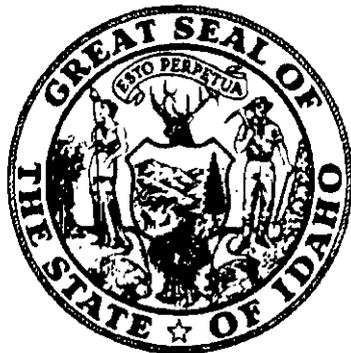
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated April 20, \_\_\_\_\_, 19 90



*Pete T. Cenarrusa*

SECRETARY OF STATE

*M. J. Minneman*

Corporation Clerk

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SIXTH ARTICLES OF AMENDMENT OF  
ST. JOSEPH REGIONAL MEDICAL CENTER. FEB 13 AM 8 54

We, the undersigned, officers of St. Joseph Regional Medical Center, Inc., a non-profit corporation, heretofore incorporated under the non-profit corporation laws of the State of Idaho, do hereby certify:

The board of directors of the corporation, at a duly constituted meeting held April 24, 1989, approved proposed amendments to its Articles and directed that such amendments be submitted to a vote of the corporation members, who, by the written consent of the entire membership, approved such amendments and authorized the filing of this Sixth Articles of Amendment.

Therefore, pursuant to Section 7 of Article VII of the Bylaws and pursuant to §§ 30-326 and 30-327, Idaho Code, the following amendments are hereby made and approved by the corporation's members:

FIRST. That Article IX of the Articles of Incorporation of St. Joseph Regional Medical Center, Inc., be amended as follows:

"ARTICLE IX.

"(Directors)

"(a) The Board of Directors of the Corporation shall consist of such number as shall be determined by the Bylaws of the Corporation, one more than one-half of whom shall be appointed by the Class A Member, after consulting the Class B Members and the remainder of whom shall be appointed by the Class B Members after consulting the Class A Member. Such respective appointments by the Class A Member and the Class B Members shall be made after first receiving the non-binding recommendation of the Corporation's Board of Directors. The Directors so appointed shall be elected by the Members of the

Corporation at the annual meeting of members of the Corporation or at any special meeting of the members held for that purpose.

"(b) The Directors shall be divided into three (3) classes. Each class shall be as nearly equal in number as possible. Subject to the provisions of Paragraph (a) of this article, the Directors in each class shall, as nearly as possible, be equally divided between Directors appointed by the Class A Member and Directors appointed by the Class B Members. The initial terms of Directors appointed and elected at the 1990 annual meeting shall be as follows:

Class 1 - One (1) year term;

Class 2 - Two (2) year term;

Class 3 - Three (3) year term.

"After expiration of the initial terms of those persons who are appointed and elected as Directors at the 1990 annual meeting, all Directors shall be appointed and elected to terms of three (3) years in length.

"(c) The makeup, qualifications and other matters pertaining to the Board of Directors shall be as stated in the Corporation Bylaws."

DATED this 22nd day of September, 1989.

Howard A. Hayes  
President

Sister Kathleen Mary Cleary  
Secretary



12001

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of ST. JOSEPH REGIONAL MEDICAL CENTER, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 11, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

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**RESTATED ARTICLES OF INCORPORATION OF  
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

WE, the undersigned, officers of St. Joseph Regional Medical Center, Inc., a non-profit corporation, heretofore incorporated under the non-profit corporation laws of the State of Idaho, do hereby certify:

The Board of Directors of the Corporation, at a duly constituted meeting held April 27, 1992, approved proposed amendments to its Articles of Incorporation and the restatement of those Articles and directed that such amendment and restatement be submitted to a vote of the Corporation's Members who, by the written consent of the entire membership, approve such amendments and authorize the filing of this Restated Articles of Incorporation.

Therefore, pursuant to Bylaws of the Corporation and pursuant to §§ 30-326 and 30-327, Idaho Code, all Articles of Incorporation of the corporation are hereby amended to conform to these Restated Articles of Incorporation and these Restated Articles of Incorporation are hereby adopted as follows:

**ARTICLE I.**

(Name)

The name of the Corporation is "St. Joseph Regional Medical Center, Inc."

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**ARTICLE II.**

**(Purposes)**

The purposes for which this Corporation is formed are as follows:

(a) The purpose of the Corporation is to help fulfill the mission of the Roman Catholic Church: to continue the mission of Jesus given him by his Father. We continue in this spirit and engage in works of compassion and mercy which respond to the spiritual and corporal needs of persons in our times. We do this in a way that:

- heals and reconciles
- serves all persons without distinction
- makes known through our lives the gospel we proclaim
- enables others to assume a more active responsibility for building the kingdom
- recognizes and defends the human dignity of all persons
- promotes justice with a particular concern for the poor.

(b) To have and exercise all rights from time to time granted to a corporation by law and as authorized by the Membership of this Corporation to the extent such authorization may be required.

**ARTICLE III.**

**(Place of Business)**

The place where the principal business of the Corporation is to be transacted and its principal office shall be St. Joseph Regional Medical Center, Lewiston, Nez Perce County, Idaho, or at

such other place as the Board of Directors shall, from time to time, determine.

**ARTICLE IV.**

**(Term of Existence)**

The term of existence of this Corporation shall be perpetual.

**ARTICLE V.**

**(Membership)**

The Corporation shall have one (1) Member, namely, Carondelet Health System, Inc., a Missouri not-for-profit corporation, having its registered office at 77 West Port Plaza, Suite 222, St. Louis, MO 63146.

**ARTICLE VI.**

**(Reserved Powers of Sole Member)**

(a) No action by the Board of Directors or any officer with respect to any of the following shall be effective without approval of the sole Member:

(i) The adoption of annual capital and operating budgets for the Corporation;

(ii) The adoption of strategic plans for the Corporation;

(iii) The authorization or approval of any contract not included within budgets approved by, or written guidelines established by, the sole Member from time to time;

# State of Idaho

## Department of State

### CORPORATION REINSTATEMENT CERTIFICATE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, do hereby certify that

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

a corporation organized under the laws of the State of Idaho, forfeited its corporate powers or its right to do business in the State of Idaho on December 1, 1986.

I FURTHER CERTIFY That the corporation has on January 5, 1987, been reinstated on the records of this office, and that its corporate powers or its right to do business in the State of Idaho are hereby restored.

Dated: January 5, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

By: *[Signature]*



**Department of State.**

**CORPORATION REINSTATEMENT CERTIFICATE**

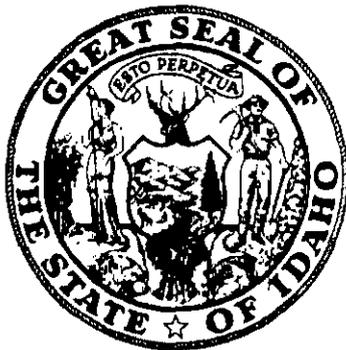
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, do hereby certify that

ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

a corporation organized under the laws of the State of Idaho, forfeited its corporate powers or its right to do business in the State of Idaho on December 1, 1989.

I FURTHER CERTIFY That the corporation has on February 23, 1990, been reinstated on the records of this office, and that its corporate powers or its right to do business in the State of Idaho are hereby restored.

Dated: **February 23, 1990**



*Pete T. Cenarrusa*

SECRETARY OF STATE

By: *[Signature]*

# State of Idaho

## Department of State

### CORPORATION REINSTATEMENT CERTIFICATE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, do hereby certify that ST. JOSEPH REGIONAL MEDICAL CENTER, INC., a corporation organized under the laws of the State of Idaho, forfeited its corporate powers or its right to do business in the State of Idaho on December 2, 1991.

I FURTHER CERTIFY That the corporation has on June 22, 1992, been reinstated on the records of this office, and that its corporate powers or its right to do business in the State of Idaho are hereby restored.

Dated: June 22, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By \_\_\_\_\_

*Richards*

**FILED EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF RESTATEMENT  
OF  
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

*TO THE SECRETARY OF STATE OF THE STATE OF IDAHO: Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned nonprofit corporation amends and restates its Articles of Incorporation as follows:*

1. *The name of the corporation is ST. JOSEPH REGIONAL MEDICAL CENTER, INC.*
2. *This Restatement of the Articles constitutes an amendment of the Articles requiring the approval of the sole member of the corporation.*
3. *The text of the Restated Articles of Incorporation follows:*

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
ST. JOSEPH REGIONAL MEDICAL CENTER, INC.**

**ARTICLE I  
CORPORATION**

- 1.1 **Name.** The name of the corporation shall be St. Joseph Regional Medical Center, Inc. (the "Corporation").
- 1.2 **Principal Place of Business.** The place where the principal business of the Corporation shall be transacted and its principal office shall be St. Joseph Regional Medical Center, Lewiston, Nez Perce County, Idaho, or at such other place as the Board of Directors of the Corporation shall from time to time determine.
- 1.3 **Definitions.** Capitalized terms and phrases not otherwise defined herein shall have the meanings ascribed thereto in the Bylaws of the Corporation.
- 1.4 **Philosophy.** The philosophy of the Corporation shall be that of the Sponsors as articulated and promoted through statements of mission, vision and values of the Corporation in accordance with the official teachings of the Roman Catholic Church and the *Ethical and Religious Directives for Catholic Health Care Services* as approved and promulgated, from time to time, by the United States Conference of Catholic Bishops.

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**ARTICLE II**  
**PURPOSES**

- 2.1 Statement of Role and Purposes.** The purposes for which the Corporation shall be organized are exclusively charitable, religious, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Further, the Corporation shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Sponsors and such other of its Subsidiary Organizations that qualify under Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code. The Corporation's purposes shall be consistent with and supportive of the corporate purposes of Ascension Health. In furtherance of these purposes, the Corporation may:
- 2.1-a** Serve as the parent corporation for an integrated health care delivery and financing network.
  - 2.1-b** Operate and support health care institutions and activities which are sponsored by the Sponsors, both within and without the State of Idaho.
  - 2.1-c** Serve as an integral part of the Roman Catholic Church and carry out its mission in support of or in furtherance of the charitable purposes of the organizations described in this Section 2.1.
  - 2.1-d** Further the philosophy and mission of Ascension Health of healing and service to the sick and poor, and promote, support and engage in any of the religious, charitable, scientific and educational ministries which are now, or may hereafter be, established by Ascension Health, or sponsored by the Sponsors and which are in furtherance of or in support of the charitable purposes of the organizations described in this Section 2.1.
  - 2.1-e** Raise funds for any or all of the organizations described in this Section 2.1 from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in furtherance of the charitable purposes of such organizations.
  - 2.1-f** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in furtherance of the charitable purposes of organizations described in this Section 2.1.
  - 2.1-g** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Section 2.1.

- 2.1-h Engage in any lawful activities within the purposes for which a corporation may be organized under the Idaho Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, which are in furtherance of or in support of the charitable purposes of the organizations described in this Section 2.1.
- 2.1-i Serve as the controlling entity of Subsidiary Organizations that conduct health related and other activities, and limit the powers, duties and responsibilities of the governing bodies of such Subsidiary Organizations, all in accordance with requirements established by Ascension Health.
- 2.1-j Support institutions sponsored by the Sponsors, both within and without the State of Idaho, and cooperate with other Ascension Health institutions.
- 2.1-k Promote cooperation and exchange knowledge and experience among the various apostolates of the Sponsors within the health care mission.
- 2.1-l Otherwise operate in support of or in furtherance of the charitable purposes of the organizations described in this Article, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
- (i) 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 unless allowed by Section 501(c)(3) of the Code and the Act 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 herein.
  - (ii) 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 or in opposition to any candidate for public office.
  - (iii) Notwithstanding any other provisions of the Corporation's Governing Documents, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### ARTICLE III PERIOD OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

**ARTICLE IV**  
**MEMBERSHIP**

- 4.1 **Number and Eligibility.** There shall be one (1) member of the Corporation, and such member shall be Ascension Health, a Missouri nonprofit corporation, having its registered office at 4600 Edmundson Road, St. Louis, Missouri 63134.
- 4.2 **Meetings.** Meetings of Ascension Health shall be held at such date, time and place, either within or without the State of Idaho, as shall be specified in the bylaws of Ascension Health.

**ARTICLE V**  
**BOARD OF DIRECTORS**

- 5.1 **Number of Directors.** The Board of Directors of the Corporation shall be composed of such voting directors not fewer than three (3) nor more than thirteen (13) in number as determined from time to time by Ascension Health. The Board of Directors shall include at least one (1) member of the Sponsors and at least one-third (1/3) of the members of the Board of Directors shall be lay members of the community served by the Corporation.
- 5.2 **Powers and Responsibilities.** The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation not reserved to Ascension Health or to its Members and in accordance with System Policies and subject to the limitations contained in the Corporation's Governing Documents and applicable law. The powers of the Board shall include, but not be limited to, the following:
- 5.2-a Develop and approve the mission and vision statements for the Corporation, approve the mission and vision statements for its respective Subsidiary Organizations and assure compliance with the philosophy, mission, vision, Sponsor expectations and core values of Ascension Health in consultation with the Operating Group Executive in whose location the Corporation is located (the "Operating Group Executive").
- 5.2-b Approve and recommend the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity, and approve the formation of all other legal entities, subject to the approval of the Operating Group Executive.
- 5.2-c Approve requirements of, and adopt or approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are consistent with the System Requirements for Governing Documents.
- 5.2-d Recommend members of the Board of Directors of the Corporation in consultation with the Operating Group Executive, nominate the Chairperson of the Board of the Corporation in consultation with the Member with canonical jurisdiction and evaluate the Chairperson of the Board of the Corporation.

- 5.2-e Appoint, upon the recommendation of the Board of the applicable Subsidiary Organization, or remove, with or without cause, the members of the Board of Directors of the Subsidiary Organizations of the Corporation. Removal does not require a recommendation of the Subsidiary Organization's Board.
- 5.2-f Appoint or remove the President and Chief Executive Officer of the Corporation with concurrent approval of the Operating Group Executive and in consultation with the Member with canonical jurisdiction, and establish annual performance objectives, evaluate performance and determine compensation of the President and Chief Executive Officer of the Corporation with concurrent action by the Operating Group Executive.
- 5.2-g Approve the incurrence of debt of the Corporation and its Subsidiary Organizations in accordance with the System Authority Matrix.
- 5.2-h Approve the strategic and financial plans, scorecard targets and initiatives for the Corporation, subject to approval by the Operating Group Executive.
- 5.2-i Approve the operating budget and capital plan for the Corporation, subject to ratification by the Operating Group Executive.
- 5.2-j Subject to canonical requirements, approve the sale, transfer or substantial change in use of all or substantially all of the assets, divestitures, dissolutions, closures, merger, consolidations or changes in corporate membership of Subsidiary Organizations of the Corporation in consultation with the Operating Group Executive.
- 5.2-k Subject to canonical requirements, approve the transfer or encumbrance of tax exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Authority Matrix.

**5.3 Reserved Powers.** The following powers shall be reserved to Ascension Health:

- 5.3-a Approve the formation or acquisition of legal entities for which Ascension Health will serve as the sole or controlling entity and, subject to canonical requirements, approve the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation or the divestiture, dissolution, closure, merger, consolidation, change in corporate membership or corporate reorganization of the Corporation.
- 5.3-b Approve requirements of, and approve changes to, the Governing Documents of the Corporation and its Subsidiary Organizations, if the changes are inconsistent with the System Requirements for Governing Documents.

- 5.3-c Appoint, upon the recommendation of the Board of the Corporation or remove, with or without cause, the members of the Board of Directors of the Corporation.
- 5.3-d Appoint or remove, with or without cause, the Chairperson of the Board of the Corporation, in consultation with the Member with canonical jurisdiction.
- 5.3-e Approve the transfer of assets and the reallocation of debt among Health Ministries in accordance with the System Authority Matrix, in consultation with the Corporation's Board.
- 5.3-f Approve the transfer or encumbrance of tax exempt financed assets of the Corporation and its Subsidiary Organizations in accordance with the System Authority Matrix.
- 5.3-g Approve the incurrence of debt of the Corporation in accordance with the System Authority Matrix.

**ARTICLE VI**  
**PROVISIONS FOR REGULATION AND CONDUCT**  
**OF THE AFFAIRS OF CORPORATION**

- 6.1 **Amendments.** The power to approve changes to the Governing Documents of the Corporation that are consistent with the System Requirements for Governing Documents shall be vested in the Corporation's Board. The power to approve changes to the Governing Documents of the Corporation that are inconsistent with the System Requirements for Governing Documents shall be vested in the Ascension Health Board.
- 6.2 **Meetings by Telecommunications Device.** Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person at such meeting.
- 6.3 **Meetings of the Board.** Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine, however, the Board of Directors shall meet at least quarterly. Said meetings may be held within or without the State of Idaho.
- 6.4 **Dissolution.** Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors (subject to the prior approval of Ascension Health) and in accordance with the following:
  - 6.4-a The paying of or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

- 6.4-b** Subject to compliance with the dissolution principles of Ascension Health, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to Ascension Health or such other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Members of Ascension Health.
- 6.4-c** Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- 6.5** **Business Affairs.** The Corporation shall conduct its affairs in accord with policies, procedures, directives and guidelines established from time to time by Ascension Health or any successor entity.

**ARTICLE VII**  
**EFFECTIVE DATE**

These Restated Articles of Incorporation shall become effective the 5<sup>th</sup> day of December, 2002.

[End of Restated Articles of Incorporation]

*4. Date and Manner of Adoption: On November 12, 2002, Carondelet Health System, Inc., the sole member of the Corporation, approved and adopted the foregoing amendment. On November 20, 2002, the Provincial Superior and Provincial Council of the Los Angeles Province of the Sisters of St. Joseph of Carondelet, pursuant to their reserved powers under the existing Articles, approved and adopted the foregoing amendment. On November 25, 2002, the foregoing amendment was approved and adopted by the Board of Directors of the Corporation.*

*IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Restatement to be executed in its name by its President and Chief Executive Officer, Howard A. Hayes, this 25<sup>th</sup> day of November, 2002.*

**ST. JOSEPH REGIONAL MEDICAL  
CENTER, INC.**

By:   
Howard A. Hayes  
President and Chief Executive Officer

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 ST. JOSEPH'S HOSPITAL, INC.

(As Adopted June 3, 1971)

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## BY -LAWS

By-Laws for the Regulation, Except as Otherwise Provided by Statute  
or Its Articles of Incorporation

of

ST. JOSEPH'S HOSPITAL, INC.  
( An Idaho Corporation )

### ARTICLE I

#### RULES, REGULATIONS AND DISCIPLINE

The rules, regulations and discipline of the Roman Catholic Religious Congregation known as "SISTERS OF ST. JOSEPH OF CARONDELET" (hereinafter referred to as "Congregation") now or hereafter in force shall be a part of the By-Laws of this corporation as if fully set forth herein.

### ARTICLE II

#### PHILOSOPHY OF THE CORPORATION

Since its organization, this corporation and the hospital which it owns and operates have been sponsored by the Congregation. Because one of the apostolic areas of the Congregation is health care, the organization and operation of hospitals became a natural and integral part of its work. The Christian philosophy of the Congregation and the philosophy of this corporation as to health care are based upon the belief that:

1. Each person has uniqueness and dignity ;
2. The right of human life is sacred in its conception, birth, growth, and maturity; and
3. Proper means should be taken to prevent, cure or alleviate suffering without regard to ones race, creed, national origin, or economic status.

Therefore, in its full dimension, health care is ministering to the people of God through programs of prevention, patient care, management, education, research and active participation in planning for the contemporary needs of the civic community. This age demands that the Congregation assume leadership in cooperating with regional, civic and ecclesiastical planning groups to study contemporary needs and to respond to them.

Because of the increased complexity of health care activity, it is the desire of the Congregation gradually, and in due course, to bring into active participation in the direction of its health care facilities, a number of representative

members of the community who desire to assist the Congregation in the accomplishment of its apostolate. It is believed that local needs can be better understood if members of the local community are asked to serve with members of the Congregation on the board of directors of this corporation. These By-Laws are intended to assist in the transition to a board of directors composed of both lay and religious members.

### ARTICLE III

#### OFFICES AND SEAL

Section 1. Offices. The principal office for the transaction of the business of the corporation shall be in the County of Nez Perce, State of Idaho. The corporation may also have an office or offices within or without the State of Idaho as the board of directors may from time to time establish.

Section 2. Seal. The corporation shall have a common seal and the same shall have inscribed thereon the words "ST. JOSEPH'S HOSPITAL, INC., Incorporated March 23, 1918."

### ARTICLE IV

#### MEMBERSHIP

Section 1. Classes of Membership. The corporation shall have one class of members only, and the property, voting and other rights, interest and privilege of each member shall be equal.

Section 2. Qualification of Members. The qualification of members of the corporation shall be as provided in the Articles of Incorporation.

Section 3. Voting Rights of Members. Each member shall be entitled to one (1) vote on all matters before the membership. There shall be no voting by proxy.

### ARTICLE V

#### DUES AND ASSESSMENTS

There shall be no membership fees, dues, or assessments of members.

### ARTICLE VI

#### MEETINGS OF MEMBERS

Section 1. Place of Meeting. All meetings of the members shall be held at the principal office of the corporation or at such other place within or without the state as may be designated for that purpose from time to time by a majority of members.

Section 2. Annual Meeting. The annual meeting of the members shall be held on the third Monday of October of each year at the hour of 3:30 p.m. at the principal office of the corporation or at such other time or place as shall be determined

- (b) Entering into any transaction outside the ordinary course of business of operating a hospital;
- (c) Entering into any contract, the performance of which may require a year or more, or is not expressly included in the current annual budget;
- (d) Purchase, sale, lease, disposition or hypothecation of real property of the corporation;
- (e) Selection of the president, administrator of the hospital, and auditors of the corporation; and
- (f) Approval of annual budget.

## ARTICLE VIII

### BOARD OF DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, of the By-Laws and of the Idaho Non-Profit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of the directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the board of directors.

Section 2.

- (a) Number of Directors. The authorized number of directors shall be ~~seven~~ <sup>nine (9)</sup>, until changed in the manner herein required by amendment of the Articles of Incorporation or by a By-Law duly adopted amending this section. Provided, that hereafter two directors shall be elected at each of two successive annual meetings, and three shall be elected at the third annual meeting, in order that there shall be at all times at least five experienced board members.
- (b) Qualification of Directors. At all times a majority of the members of the Board of Directors shall be residents of the Lewiston, Idaho area or Sisters in good standing of the Congregation who are stationed in the Lewiston, Idaho, area. The term "Lewiston, Idaho area" shall be and be deemed to mean an area within a radius of fifty (50) miles of St. Joseph's Hospital. In addition, any lay member of the Board of Directors who resides in the Lewiston, Idaho area shall be selected from the following groups or categories:
  - a. Present or past members of the Advisory Board of St. Joseph's Hospital.

As amended by  
Membership on  
Oct. 17, 1978  
and Approved by  
Board of Directors  
Nov. 27, 1978

- b. Attorneys, auditors or other consultants to St. Joseph's Hospital;
- c. Representatives of any bank or other financial institution; and
- d. Other qualified laymen, who in the past, evidenced special interest in serving the hospital or who have special qualifications needed by the hospital.

Section 3. Election and Term of Office. The directors shall be elected at each Annual Meeting of the members of the corporation, or at any special meeting of the members held for that purpose. All directors shall hold office for one (1) year or until their respective successors are elected.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled by the members of the corporation at the next annual or a special meeting of the said members held for that purpose.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or in the event any director has had unexcused absences for four (4) consecutive meetings or if the authorized number of directors be increased.

If the board of directors accept the resignation of a director, rendered to take effect at a future time, the members shall have the power to elect a successor to take the office when the resignation is to become effective.

Section 5. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designating regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

Section 6. Organization Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by any vice-president or by any two (2) directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written

communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least two (2) business days, excluding Saturdays, Sundays, and holidays prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least one (1) business day excluding Saturdays, Sundays, and holidays prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Section 8. Written Consent in Lieu of Meeting. Any action required or permitted by law to be taken by the Board of Directors of this corporation may be taken without a meeting if all 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 of Directors. Any certificate or other document filed pursuant to this authority which relates to action or actions so taken shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting and that the By-Laws of this corporation authorize the directors to so act.

Section 9. Quorum. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 10. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time

fixed for the next regular meeting of the board.

Section 12. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place to be fixed at the meeting adjourned.

## ARTICLE IX OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that the offices of president and secretary shall not be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, or those reserved to the members under Article VII, shall be chosen annually by the Board of Directors, and shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint and may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer except those reserved to the members under Article VII may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer, except those reserved to the members under Article VII may resign at any time by giving written notice to the Board of Directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later 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, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointment to such office.

Section 6. Chairman of the Board. The chairman of the board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be prescribed by the By-Laws.

Section 7. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings and at all meetings of the Board of Directors in the absence of the chairman of the board, or if there is none. He shall be ex-officio member of all the outstanding committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 8. Vice-President. In the absence or disability of the president, the vice-presidents in order of their rank as fixed by the Board of Directors or, if not ranked, the vice-president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws.

Section 9. Secretary. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 10. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transaction of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and

to the credit of the corporation with such depositaries as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 11. Administrator. In the event the administrator of the hospital shall be some person other than the president of the corporation, such administrator shall report to, and be responsible to the president of the corporation for:

- (a) The day to day administration of the hospital;
- (b) Direction and supervision of all department heads;
- (c) Preparation of an annual budget and periodically reporting on the financial affairs of the hospital;
- (d) Selection, employment, control and discharge of employees and development and maintenance of personnel policies and practices for the hospital;
- (e) Maintenance of physical properties in good state of repair and operating condition;
- (f) Supervision of business affairs to insure that funds are collected and expended to the best possible advantage;
- (g) Cooperation with the medical staff and with all of those concerned with the rendering of professional services to the end that high quality care may be rendered to the patients; and
- (h) Performance of other duties that may be necessary in the best interests of the hospital.

## ARTICLE X

### COMMITTEES

Standing Committees shall consist of a Finance Committee, Joint Conference Committee, and such other Standing Committees as the Board of Directors may authorize.

- (a) Finance Committee. The Finance Committee shall consist of three (3) or more members. Its primary duty shall be to determine the financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Directors. In addition, it shall review the annual budget of the corporation, appraise the corporation's operating performance, counsel with the officers of the corporation on both current and

long term fiscal affairs and perform such other duties as may be assigned to it by the Board of Directors.

- b) Joint Conference Committee. The Joint Conference Committee shall consist of equal numbers each, appointed by the Board of Directors and Executive Committee of the medical staff together with the Administrator. The committee shall act in a liaison and communication role between the Board of Directors and the medical staff on all matters of mutual interest or concern. The committee shall meet on a regularly scheduled basis and on the call of either the chief of the medical staff or the president of the corporation.

## ARTICLE XI

### MEDICAL STAFF

Section 1. Organization. The Board of Directors shall organize the physicians and dentists granted staff privileges in the hospital. The Board of Directors shall consider recommendations of the medical staff and appoint to the medical staff in numbers not exceeding the hospital's needs, physicians and dentists who meet the qualifications for membership as set forth in the by-laws of the medical staff.

Section 2. Medical Staff By-Laws. There shall be by-laws, rules and regulations for the medical staff setting forth its organization and government. Proposed by-laws, rules and regulations may be recommended by the medical staff which shall become effective upon the adoption thereof by the Board of Directors.

## ARTICLE XII

### MISCELLANEOUS

Section 1. Inspection of Corporate Records. The books of accounts and minutes of proceedings of the members of the corporation and the directors and of the executive and other committees of the directors shall be open to inspection upon the written demand of any member of the corporation at any reasonable time and for a purpose reasonably related to his interest as a member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make any extracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary or assistant secretary.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons

and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Reports to Members. The Board of Directors of the corporation shall cause an annual report consisting of a balance sheet and profit and loss statement as of the close of the fiscal year certified by the president, secretary or the corporation auditors, prepared in accordance with generally accepted accounting principles to be sent to the members not later than one hundred twenty (120) days after the close of the fiscal year of the corporation.

Section 4. Contracts, Etc., How Executed. The Board of Directors subject to the reservations of powers contained in the Articles of Incorporation and Article VIII of these By-Laws, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board of Directors ( and consented to by the members where required) no officer, agent or employee shall have any power to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 5. Inspection of By-Laws. The corporation shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the laws of the state of incorporation shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

### ARTICLE XIII

#### AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the corporation, or by the written consent of such members, except as otherwise provided by law or by the Articles of Incorporation.