

AMENDED AND RESTATED BY-LAWS

OF

PORTER MEDICAL CENTER, INC.

ARTICLE I-
NAME AND PURPOSE

Section 1. **Name.** The name of the corporation shall be Porter Medical Center, Inc. ~~hereinafter referred to as~~ (the "Corporation"), and its principal office shall be located in Addison County, Vermont.

Section 2. **Purpose** The purposes of the Corporation shall be as set forth in the Articles of Association.

ARTICLE II-
MEMBERSHIP

Section 1. **Members.** Membership in the Corporation shall be open to any person who has attained the age of 18 years. Membership shall be in one of two categories:

- a. **Regular Member** - Any person who was a regular member of Porter Hospital, Inc. (known as Porter Medical Center, Inc. until November 30, 1986) on November 30, 1986 shall be an initial regular member of this Corporation. Thereafter, a regular member shall mean a person who has contributed Five Dollars (\$5.00) or more to the Corporation or to any fund drive of the Corporation during the preceding year, and a member is entitled to vote at the annual meeting following their contribution. A regular membership shall expire at the conclusion of the annual meeting following the member's contribution.
- b. **Life Member** - A person who has contributed Two Hundred Fifty Dollars (\$250.00) or more to the Corporation or to any fund drive of the Corporation during any calendar year. A person who became a life member of Porter Hospital, Inc. (known as Porter Medical Center, Inc. until November 30, 1986) prior to December 1, 1986 shall be a life member of this Corporation.

Section 2. **Rights of Members.** A member in good standing of the Corporation shall be qualified to vote on any issue that may properly come before any meeting of the members of the Corporation; and to hold any office in the Corporation to which such member may be elected or appointed, unless disqualified under another section of the By-Laws. Membership in the Corporation is not transferrable or assignable.

Section 3. **Annual Meeting.** The annual meeting of the Corporation shall be held in the first quarter of the calendar year at a location in the County of Addison at a time, date, and place as determined by the Chairperson. Failure to hold the annual meeting at the designated time

shall not work a forfeiture or dissolution of the Corporation. Notice of the annual meeting of the Corporation shall be mailed by the Secretary to all members in good standing not less than ten (10) nor more than sixty (60) days prior to the date of the meeting and shall state the date, time, and place of the meeting together with an agenda.

Section 4. **Special Meetings.** Special meetings of the members of the Corporation may be held at the call of the Chairperson or upon a call signed by not fewer than twenty-five (25) members. Notice of the special meeting of the Corporation shall be mailed by the Secretary to all members in good standing not less than ten (10) nor more than sixty (60) days prior to the date of the meeting and shall state the date, time, and place of the meeting together with an agenda.

Section 5. **Quorum.** Twenty-five (25) members of the Corporation or ten percent (10%) of the members, whichever is less, present in person shall constitute a quorum for the transaction of business at any annual or special meeting of members.

Section 6. **Proxy.** At any membership meeting of the Corporation, a member may vote either in person or by proxy appointed by an instrument in writing, subscribed by such member or such person's duly appointed attorney, and delivered to the Secretary prior to the meeting.

ARTICLE III-
BOARD OF DIRECTORS

Section 1. **Powers/Duties.** The general powers of the Corporation shall be vested in a Board of Directors, which shall have charge, control and management of the property, affairs and funds of the Corporation. The Board of Directors shall have the power and authority to do and perform all acts and functions not inconsistent with the Articles of Association, these By-Laws, and the law.

Section 2. **Number; Qualifications.** The Board of Directors shall consist of no more than ~~twenty-two (22)~~nineteen (19) persons. Corporation Directors shall serve for a term of three (3) years and the Board of Directors shall be constituted as follows:

- a. There shall be ~~14~~12 elected Directors of the corporate board. A Director elected under this subsection must be a member of the Corporation. No member of the Board of Directors under this subsection shall serve more than three (3) consecutive, complete terms. A member may be re-elected to the Board after an absence of one year.
- b. Three (3) Directors shall be appointed by the Board of Trustees of Middlebury College.
- c. The President and the Vice President of the Medical Staff of Porter Hospital, Inc. shall each be a member ex-officio, with vote.
- ~~d. The Medical Director of Helen Porter Nursing Home, Inc. shall be a member ex-officio with vote.~~

e.d. The Chair of Porter Medical Center Auxiliary shall be a member ex-officio, with vote.

f.e. The President of the Corporation shall be a member ex-officio, without vote.

Notwithstanding the foregoing, commencing on October 1, 2013, the Board shall consist of all of the Directors of the Boards of Porter Medical Center, Inc., Porter Hospital, Inc. and Helen Porter Nursing Home, Inc. (collectively, the "Porter Entities"). ~~In order to reduce the size of the Board from the number of Directors of the Porter Entities as of such date, the Governance Committee will evaluate re-election of each of those Directors upon the expiration of their respective term.~~

Section 3. **Vacancies.** Vacancies on the Board of Directors of those Directors elected by the membership shall be filled by election by the remaining members of the Board. A member so elected shall serve for the unexpired term of his/her predecessor, provided, however that such service shall not be counted against the limit of three consecutive, three year terms provided in Section 2(a) of this Article. The Governance Committee shall be responsible for identifying potential Directors and contacting them all in accordance with Article V, Section 87 of these By-Laws. Vacancies on the Board of those Directors appointed by the Board of Trustees of Middlebury College shall be filled by the Middlebury College Board.

Section 4. **Resignation** A Director may resign at any time by giving written notice of such resignation to the Chairperson of the Corporate Board. Any Director absent from three (3) consecutive regular meetings without good cause may be considered to have resigned. Good cause shall be any reason for which absence is excused by the Chairperson.

Section 5. **Regular and Annual Meetings.** The Board of Directors shall meet at such times and places as the Board may from time to time determine, but not less frequently than quarterly. In addition, the Board shall hold an annual organizational meeting of the Board following the annual meeting of the members at which the officers of the Board will be elected. No special notice shall be required for the annual organizational meeting of the Board or regular meetings of the Board.

Section 6. **Special Meetings.** Special meetings of the ~~Corporation's~~ Board of Directors may be called by the Corporation's Chairperson or upon the written request of three (3) members of the ~~Corporation's~~ Board. Notice of any such special meeting shall be provided to each member of the Board at least two (2) business days prior to the date of such meeting or notification may be waived by three-quarters of the Directors at the special meeting. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 7. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting except for purposes of continuance, recess to obtain a quorum or adjournment which shall require a majority of those members of the Board of Directors that are present.

Section 8. **Voting.** When a quorum is present ~~at any meeting~~when the vote is taken, a majority of the Directors present may take any action, except when a larger vote is required by law, by the Articles of Association or by these By-Laws.

Section 9. **Unanimous Written Consent/Conference Calls.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Directors, severally or collectively, consent to any action taken or to be taken by the Corporation and the writing or writings of evidencing their consent (including by electronic mail) are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board. After notifying each Director, action may also be taken through telephone or other device where each person participating may hear the others and any action so taken shall also be as valid as though authorized at a meeting of the Board.

Section 10. **Removal of Directors.** The Board may remove one or more Director, with or without cause, by a two-thirds vote of all of the remaining Directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal.

Section 11. **Financially Disinterested Majority.** No more than forty-nine percent (49%) of the individuals serving on the Board may be financially interested persons as defined in the Vermont Nonprofit Corporation Act.

Section 12. **Conflict of Interest.** A transaction in which a Director has a conflict of interest may be approved by the Board if the material facts of the transaction and the Director's interest are disclosed to the Board and the Director with the conflict of interest is not present for discussion of and does not cast a vote with respect to the matter. For purposes of this section, the term "Director" includes a Director's immediate family members. A Director has an interest in a transaction if he/she is a party to the transaction, or if another entity in which the Director has a material interest or of which the Director is a general partner is a party to the transactions, or another entity of which the Director is a Director, officer or trustee is a party to the transaction. The conflict of interest transaction must be approved by the affirmative vote of a majority of the Directors on the Board who have no direct or indirect interest in the transaction. Any Director who has a conflict of interest in any matter discussed by the Board shall notify the Board of the conflict prior to or at the inception of any discussion on the issue/transaction. That Director will be given an opportunity to address the Board on the matter and then must excuse himself/herself from discussion of the matter. Nothing in this Section shall restrict the Board from adopting a conflict of interest policy which is stricter than this Section, and in that event the policy shall control.

ARTICLE IV OFFICERS

Section 1. **Officers.** The officers of the Corporation and the Board of Directors shall be a Chairperson, ~~two~~ Vice-~~Chairpersons~~Chairperson, President, Secretary, Treasurer and such other officers as the Board of Directors may authorize. All officers, except the President, shall be elected by the Board from among its own membership at the first meeting after the annual meeting of the Corporation. Such officers shall hold office for a period of one year or until their

successors shall have been duly elected and qualified. No officer, except the President, shall hold any office for more than three consecutive one year terms.

Section 2. **Chairperson.** The Chairperson or designee shall preside at all meetings of the Corporation and the Board of Directors, shall serve as Chairperson of the Executive Committee, shall be a member ex-officio of all committees, with vote, and shall attend all meetings of the Medical Staff of Porter Hospital, Inc. The Chairperson may designate ~~either the~~ Vice-Chairperson or, in ~~that Vice-Chairperson's absence, the other Vice-Chairperson or, in~~ ~~that~~the Vice Chairperson's absence, another officer, to represent the Chairperson at any committee meetings of the Corporation's Board or meetings of the Medical Staff of Porter Hospital, Inc.

Section 3. **Vice-ChairpersonsChairperson.** The Corporation shall have ~~two~~ Vice-Chairpersons. ~~A Chairperson.~~ The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson ~~as designated by the Chairperson, and~~and, when so acting, shall have the power and authority of the Chairperson. ~~Either~~The Vice-Chairperson may replace the Chairperson as the ex-officio member, with vote, of any committee when so designated by the Chairperson.

Section 4. **President.** The ~~President shall be the~~Chief Executive Officer ~~shall, ex~~ ~~officio, be the President~~ of the Corporation and shall have general charge and supervision of the affairs of the Corporation. The President shall submit periodic reports to the Board of Directors concerning the affairs of the Corporation and shall perform such other duties as from time to time may be assigned by the Board of Directors or the Chairperson.

Section 5. **Secretary.** The Secretary shall act as Secretary of the Corporation and shall have the responsibility for ensuring the sending of all notices provided for by these ~~by laws~~By-Laws. The Secretary shall be responsible for ensuring the custody of all records, papers, reports and documents of the Corporation, and shall be responsible for ensuring recording of all votes and be responsible for ensuring the keeping and reporting of adequate records of all meetings of the Corporation and Board of Directors.

Section 6. **Treasurer.** The Treasurer shall have the responsibility for ensuring the safekeeping of all funds of the Corporation. Acting with the Executive and Finance/~~Strategy~~ Committees, the Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors or its appropriate committee. The Treasurer shall be a member ex-officio, with vote, of the Finance/~~Strategy~~ Committee.

Section 7. **Resignation/Vacancies/Removal.** An officer may resign at any time by filing a written resignation with the Secretary which shall be effective upon receipt unless otherwise specified. A vacancy in an office shall be filled by election by the Board of Directors. An officer, except the President, may be removed with or without cause, by ~~a~~two-thirds vote of the Board at a meeting duly called for that purpose whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election to an office shall not itself create contract rights.

Section 8. **Absent Chairperson.** If at any time the Chairperson and ~~both the~~ Vice-Chairpersons ~~Chairperson~~ are unavailable or unable to perform their duties and the Chairperson has not designated another officer pursuant to Section 2 above, the Secretary shall act as Chairperson, and, when so acting, shall have the power and authority of the Chairperson. If the Chairperson, Vice-Chairpersons ~~Chairperson~~ and Secretary are all unavailable or unable to perform their duties and the Chairperson has not designated another officer pursuant to Section 2 above, the Treasurer shall act as Chairperson.

ARTICLE V COMMITTEES

Section 1. **General.** The Board may have such standing committees, advisory boards and ad hoc committees as it shall, in its discretion, determine, and the Board shall define the purposes and duties of each committee. The Chairperson and members of all committees, except the Executive Committee, shall be appointed by the Chairperson of the Board of Directors, subject to approval by the Board. The Chairperson of each committee shall be a member of the Board of Directors, ~~and the~~ The majority of the members of each committee shall also be members of the Board of Directors. The Chairperson and members of all committees shall be appointed not later than the second meeting of the Board following the election of the Chairperson of the Board of Directors and shall serve until their successors are appointed. ~~Either~~ The Vice-Chairperson may replace the Chairperson of the Board of Directors as the ex-officio member of any committee when so designated by the Chairperson of the Board of Directors.

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Section 2. ~~Subcommittees. Special Committees may, in their discretion, appoint ad hoc subcommittees for assistance and advice on matters under consideration by such. Special committees. Members of such subcommittees do not need to~~ may be appointed by the Chairperson of the Board of Directors of the Corporation with the concurrence of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by the Board of Directors. Upon completion of the task for which it was appointed, ~~the subcommittee a special committee shall be deemed stand~~ discharged.

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Section 3. **Committee Procedures.** Committees shall meet at the call of the committee chairperson, a majority of the members of the committee, or the Chairperson of the Board of Directors. A member of any committee may be removed by a vote of the Board of Directors at a meeting duly called for that purpose. Any committee member absent from three (3) consecutive meetings without good cause may be considered to have resigned. Good cause shall be any reason for which absence is excused by the committee chairperson. At a committee meeting, a quorum shall be a majority of the members of the committee. The minutes of each committee meeting shall be recorded and kept on permanent file.

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Section 4. **Standing Committees.** The standing committees shall be:

Executive Committee

~~Finance/Strategy Committee~~
Governance Committee
~~Finance~~Quality Coordinating Committee
~~Audit and~~ Compliance Committee
~~Strategy Committee~~
~~Audit Committee~~

Each standing committee shall report its activities to the Board of Directors as requested by the Board Chairperson and at least quarterly.

Section 5. **Executive Committee.** The Executive Committee shall consist of the Chairperson, ~~both the~~ Vice ~~Chairpersons~~Chairperson, the Secretary, the Treasurer, the President of the Medical Staff of Porter Hospital, Inc., and one member at large, all with vote and the President of the Corporation, without vote.

The Executive Committee shall have the power to transact all non-strategic business of the Corporation between meetings of the Board of Directors, subject to any proper limitation imposed by the Board and with the understanding that all matters of major importance shall be referred to the Board prior to action, unless due to exigent circumstances action must be taken on such a matter prior to the next Board meeting, in which event any action taken shall be reported to the Board at its next meeting. The Executive Committee may not amend, alter, or repeal any ~~by-law~~By-Law; elect, appoint, or remove any member of a committee; amend the Articles of Association; authorize the sale, lease, exchange, or mortgage of all or substantially all corporate property; or authorize dissolution of the Corporation.

The Executive Committee, excluding the President, shall evaluate the performance of the President at least once each year and make recommendations to the Board of Directors on compensation adjustments. The President shall be informed of the results of such an evaluation with attending guidance and direction to meet the performance objectives.

Section 6. **Finance/Strategy Committee.** The Finance/~~Strategy~~ Committee shall consist of at least five (5) ~~but no more than seven (7)~~ members, not counting the Chairperson or his/her designee pursuant to Article IV, Section 2, including the Treasurer, who shall ordinarily serve as Chair of the Finance/~~Strategy~~ Committee. The Finance/~~Strategy~~ Committee members shall have the responsibilities set forth in these ~~By-laws~~Laws, as well as those set forth in the ~~Corporation's~~ Finance/~~Strategy~~ Committee Charter as amended from time to time. The Finance/~~Strategy~~ Committee shall be the primary financial review and oversight body for the Corporation. ~~The~~The Finance/Strategy Committee shall annually, not less than 30 days prior to the close of the Corporation's fiscal year, submit a proposed budget for the ensuing fiscal year to the Board at a regular meeting of the Board, or at a special meeting called for such purpose, at which meeting, a quorum being present, the Board may, by majority vote, approve, amend or reject such budget. The Finance/Strategy Committee shall promptly review all ~~corporate and subsidiary budgets and any other~~ financial matters and issues that may properly be presented to it in accordance with these ~~By-laws~~Laws and shall report its findings and recommendations to the Board. ~~The Finance/Strategy Committee shall also assist the Board of Directors with the Board's responsibilities for the Corporation's mission, vision and strategic direction.~~

Section 7. **Governance Committee.** The Governance Committee shall consist of at least five (5) ~~but no more than seven (7)~~ members, not counting the Chairperson or his/her designee pursuant to Article IV, Section 2, including ~~one Vice Chairperson as designated by the~~ the Vice Chairperson, who shall ordinarily serve as Chair of the Governance Committee. The Governance Committee shall advise the Board of Directors on matters related to the Board's structure and processes, the evaluation of the Board's effectiveness, and the nomination, orientation, and education of Directors and officers.

Section 8. ~~**Compliance Quality Coordinating Committee.**~~ The ~~Compliance Quality Coordinating~~ Committee shall consist of at least five (5) ~~but no more than seven (7) members, not counting the Chairperson or his/her designee pursuant to Article IV, Section 2.~~ The ~~Compliance Committee shall ensure that the Corporation is complying with all State and Federal laws and regulations and the Corporation, its employees, and the Medical Staff conduct themselves with the highest level of integrity.~~

~~Section 9. **Strategy Committee.** The Strategy Committee shall have at least five (5) but no more than seven (7) members, not counting the Chairperson or his/her designee pursuant to Article IV, Section 2, but including the Vice Chairperson who is not on the Governance Committee, who shall ordinarily serve as Chair President of the Medical Staff or his/her designee. The Quality Coordinating Committee shall have the power to evaluate, improve and make recommendations with regard to the quality of the Strategy Committee. The Strategy Committee assists the Board health services provided by the Medical Staff of Directors with the Board's responsibilities for the Corporation's mission, vision and strategic direction the Hospital and to qualify as a peer review committee pursuant to the provisions set forth in 26 V.S.A. Section 1441, et. seq.~~

Section ~~109.~~ **Audit and Compliance Committee.** The Audit and Compliance Committee shall consist of at least ~~three (3) but no more than~~ five (5) members, not counting the Chairperson or his/her designee pursuant to Article IV, Section 2 and shall not include either the Chair of the Finance/Strategy Committee or the Treasurer. ~~The Committee's purpose is to Audit and Compliance Committee shall~~ assist the Board in the oversight of the quality and integrity of the Corporation's financial statements, including the annual audited consolidated financial statements, ~~quarterly~~ and other interim financial statements, the Corporation's internal controls and the assessment and testing of those controls, the Corporation's internal audit function, internal audit reports and other significant financial statement matters involving the Corporation. The Audit and Compliance Committee members shall have the responsibilities set forth in these ~~Bylaws~~ By-Laws, as well as those set forth in the Corporation's Audit Committee Charter as amended from time to time. The Audit and Compliance Committee shall also ensure that the Corporation is complying with all State and Federal laws and regulations and the Corporation, its employees, and the Medical Staff conduct themselves with the highest level of integrity.

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ARTICLE VI INDEMNIFICATION

To the extent permitted by Vermont and federal law, the Corporation shall indemnify each present or former Director or officer or any other person who may have served at its request as a Director or officer of the Corporation, against all expense, loss, damage or cost as follows: (i) of any fine or judgment against such person in any action in which the present or former Director or officer of the Corporation is made a party by reason of being or having been a Director or officer of the Corporation; (ii) of any settlement or any action or threatened action against the present or former Director or officer of the Corporation by reason of having been a present or former Director or officer; and (iii) the cost of defense in action or threatened action as previously referred to in this section. This indemnity provided herein includes all attorneys' fees and court costs in connection with the foregoing, and all amounts paid by the Corporation to satisfy any judgment or fine as previously referred to. This section shall apply, however, only if the Board of Directors, using its reasonable business judgment, determines that the present or former Director or officer was acting in good faith within what such person reasonably believed to be the scope of such person's authority and for a purpose which such person reasonably believed to be in the best interest of the Corporation. The provisions of this section shall apply to the estate, executor, administrator, heirs, legatees, or devisees of a Director or officer and the term "person" where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees, or devisees of such person; provided, however, that the Corporation shall not indemnify or reimburse any such person or legal representative or successor of such person, if such person has received or will be entitled to receive any sums from any other source, including insurance, as indemnification or reimbursement for such expenses. Provided further, that the Corporation shall not permit indemnification in any circumstances where such indemnification would jeopardize the Corporation's Vermont nonprofit status or 501(c)(3) tax exempt status.

This Section shall not apply, however, with respect to any matter as to which he or she shall have been adjudicated in any proceeding liable for acts performed outside the scope of his or her duty to the Corporation or for gross negligence or willful misconduct in the performance of his or her duty to the Corporation. Further, as to any matter disposed of by a compromise payment by or on behalf of such Director or officer pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a majority of the disinterested Directors then in office; or (b) by a majority of the Directors then in office, in either case provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Expenses, including counsel fees, reasonably incurred by any such Director or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under the laws of the State of Vermont. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under

law. As used in this paragraph, the term "Director" and "officer" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

In order to benefit from the indemnification provided by this section, any potential indemnitee must provide notice to the Corporation of any such action promptly after learning of the action and allow the Corporation to direct any such defense if it so elects. Further, the Corporation shall not indemnify or reimburse any such person or legal representative or successor of such person, if such person has received or will be entitled to receive any sums from any other source, including insurance, as indemnification or reimbursement for such expenses.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall be the twelve months ending on September 30.

ARTICLE VIII
AUXILIARY ORGANIZATIONS

The establishment of auxiliaries and other related organizations, directly or indirectly working within the Corporation, must be approved by the Board of Directors. The by-laws and rules for such organizations, and amendments thereto, shall be approved by the Board of Directors before becoming effective.

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ARTICLE IX
AMENDMENTS

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These By-laws may be amended by affirmative vote of two-thirds of the members present, or represented by proxy, at the annual meeting or any special meeting of the Corporation, provided that a full presentation of such proposed amendments shall have been published in the notice of such meeting.

ARTICLE X
DISSOLUTION

Upon dissolution of this Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is 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 under Section 501(c)(3).

Adopted at a duly called meeting of the Board of Directors of the Corporation, at which a quorum was present, ~~on August 28, 2013~~, 2016 to be effective on ~~October 1, 2013~~, 2016.

Secretary

Adopted at a duly called meeting of the Members of the Corporation, at which a quorum was present, on ~~September~~, 2013, 2016 to be effective on ~~October 1, 2013~~, 2016.

Secretary