

AMENDED BYLAWS

OF

SHINGLETOWN MEDICAL CENTER

A California Nonprofit Public Benefit Corporation

NAME

1.0 Name: The name of this corporation is SHINGLETOWN MEDICAL CENTER

OFFICES OF THE CORPORATION

2.0 Principal Office: The principal office for the transaction of the activities and affairs of the corporation is located in Shingletown, California. The Board of Directors (Board) may change the principal office from one location to another.

2.1 Service Area: The service area of Shingletown Medical Center, shall include the towns of Shingletown, Manton, and Viola, and surrounding areas lying in and contiguous to Census Tracts 126.02 and 1 and Medical Services Study Areas 188.2 and 220.

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

PURPOSES AND LIMITATIONS

3.0 General Purpose: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and educational purposes.

3.1 Mission Statement: Shingletown Medical Center is committed to providing quality primary care, behavioral health care, and community outreach services to the residents and visitors of the greater Shingletown area.

3.2 Specific Purpose: The specific and primary purposes of the corporation are:

- (a) Develop, promote and manage health care facilities, services and programs with emphasis on primary health care, preventative medicine and health maintenance.
- (b) Educate the public in the principals of health protection and to promote other projects in the interest of the public's health.
- (c) Provide training and career opportunities for community residents as well as continuing education and training for all employees and contracted staff.

- (d) Promote mutually acceptable and satisfying relationships between the corporation and other providers of health care so as to develop an efficient and effective delivery of health care.
- (e) Participate in and to cooperate with any governmental agency or other organization engaged in similar or like activities.
- (f) Engage in such other activities as directed by the Board.

3.3 Limitations: Shingletown Medical Center is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any further United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

3.4 Lobbying: This corporation receives federal funding, and in accordance with Title 31, United States Code, Section 1352, no director, officer, employee or representative of the corporation may take any action or carry on any activity by or on behalf of the center not permitted to be taken or carried on by a tax exempt organization, including the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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

3.6 Individual Authority: No director shall have the authority to speak or act on behalf of the entire Board without prior approval from the Board.

MEMBERS

4.0 No Members: The corporation shall have no members. Any action for which there is no specific provision in the California Nonprofit Public Benefit Corporation Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights, which would otherwise vest in the members, shall vest in the directors.

4.1 Associates: Nothing in these bylaws shall be construed as limiting the right of the corporation to refer to persons or organizations associated with it as “members” even though such persons are not members and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer, by

amendment of its Articles or of these Bylaws, some or all of the rights of a member as set forth in the California Nonprofit Corporation Law, upon any person, persons, or organizations, but no such person or organization shall be a member within the meaning of Section 5056.

DIRECTORS

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

- (a) Select, hire, evaluate and if necessary, dismiss from the corporation, the Chief Executive Officer (CEO); fix CEO compensation and prescribe powers and duties to the CEO as may not be inconsistent with the law, the Articles or these Bylaws and require from the CEO security for faithful service.
- (b) In the event of concern and/or dissent in regards to the selection and/or removal of other officers and agents and employees of the corporation, prescribed powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require them security for faithful service; the Board of Directors Executive Committee will convene. Any interim decision made by the committee will be ratified at the next meeting of the Board of Directors.
- (c) Conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (d) Adopt, make, and use a corporate seal and to alter the form of such seal from time to time.
- (e) Borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities;
- (f) Develop, adopt and periodically update the health center's personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;
- (g) Develop, adopt, and periodically update the health center's policies for financial management practices, including a system to assure accountability for corporate resources and long-range financial planning;
- (h) Develop, adopt, and periodically update the health center's health care policies, including scope and availability of services, location and hours of services, patient confidentiality, bill of rights, and quality of care audit procedures;
- (i) Prepare, or cause to be prepared, the annual project budget (Federal 330 Section E Grant), priorities and eligibility for services including criteria for partial payment

schedules, and approve the annual project plan submitted as part of the health center's 330 grant application;

- (j) Evaluate the health center's activities, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and develop a process for hearing and resolving patient grievances; assure that the health center's activities are conducted in compliance with applicable federal, state, and local law; and use knowledge gained to revise its mission, goals, objectives, plans and budgets as may be appropriate and necessary;
- (k) Establish, adopt and periodically update a written corporate policy for maintaining the confidentiality of proprietary and other corporation information
- (l) Evaluate itself annually for efficiency; effectiveness, and compliance with all requirements imposed upon health centers, as set forth in Section 330 of the Public Health Service Act, 42 U.S. §254b.

5.1 Legal Responsibilities: The Board of Directors shall have full legal authority and responsibility for the operations of the clinic including compliance with all applicable laws and regulations. The governing body shall delegate to the CEO authority to carry out the day-to-day functions of the clinic and the responsibility for ensuring that the clinic conforms to all applicable federal, state, and local laws and regulations. Board members, committees, officers are also required to comply with applicable state and federal law when acting on behalf of the corporation. SMC purchases insurance to protect its directors and officers. It is their responsibility to act (1) in good faith or duty of loyalty, (2) with the care an ordinary prudent person in a like position would exercise in similar circumstances or duty of care, and (3) in the best interest of the corporation and its shareholders, or duty of obedience.

5.2 Standard of Care: Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

- (a) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in which case prepared or presented by:
 - (1) One or more officers or employees of the corporation whom the directors believe to be reliable and competent in the matters presented;
 - (2) Counsel, independent accountants, or other persons as to matters which the director believes to be within such persons professional or expert competence; or
 - (3) A committee of the board upon which the director does not serve, as to the matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

5.3 Number: The Board shall consist of at least nine (9) but not more than twenty-five (25) directors as called for in HRSA regulations. The exact number of directors shall be fixed, within these limits, by a resolution adopted by the Board.

5.4 Qualifications: All Directors shall meet the following additional qualifications:

- (a) Directors shall be at least eighteen (18) years old.
- (b) No Director shall be an employee of the corporation, or spouse, child, parent, brother or sister by blood or marriage of such an employee.
- (c) The majority of the Directors must be active users of the clinic, and the remainder of Directors (non-users) shall be selected based on their expertise in finance, legal affairs, business, health, managed care, social services, labor relations or government, and shall also be representative of the racial, ethnic and gender demographics of the community served.
- (d) No more than half (1/2) of the non-user Directors may derive 10% or more of their income from health care.
- (e) Directors shall participate in appropriate training and educational programs necessary to properly fulfill their responsibilities as a Director.
- (f) Directors shall, within 30 days of election, acknowledge their acceptance of the position as a member of the Board either in writing or by attendance at a meeting of the Board.

5.5 Selection: Directors shall be elected by the Board. Prior to any election, the existence of Board vacancies shall be publicized in the community as directed by the Board to assure that the composition is broadly represented of the community and public serviced by the corporation. Interested parties will attend at least 3 Board Meetings prior to nomination by a Director serving a current term, with the exception of a former Board Member interested in returning within three (3) years of last term served. Candidates so nominated will be provided with an opportunity to decline nomination, or, will, upon acceptance of nomination, be voted into office by a simple majority of the serving Board.

5.6 Term: The term of office for members of the Board shall be for three (3) years. Term shall begin the month immediately following appointment. Term will be extended automatically until Board nominations and elections are held at the annual Board meeting of Officer elections.

5.7 Resignations: Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, any director may resign effective upon giving written notice to the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed by the Board before such time, to take office when the resignation becomes effective.

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

- (a) The Director has been declared of unsound mind by a final order of a court.
- (b) The Director has been convicted of a felony.

- (c) The Director has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.
- (d) The Director has been absent from regular Board meetings for either three (3) consecutive regular or special meetings or four (4) or more non-consecutive regular or special meetings in any 12-month period.
- (e) The Board may remove any director, with cause, by approval of two thirds of the directors then in office.

5.9 Conflict of Interest: All members of the Board of Directors, staff and officers shall comply with the following requirements:

- (a) The Board of Directors shall strictly comply with provisions of California Corporate Code 5233 in approving any transaction in which a board member has a financial interest.
- (b) All members of the Board of Directors shall comply with the disclosure requirements of California Corporate Code 5234 concerning transactions between Shingletown Medical Center and any other entity in which the officer is an officer or director.
- (c) Shingletown Medical Center will make no loan of money or other property or guarantee the obligation of any director or officer of Shingletown Medical Center, except as authorized by California Corporate Code 5236.

MEETINGS

6.0 Regular Meetings: Regular meetings of the Board shall be held without call or notice on such dates and at times as may be fixed by the Board. All or part of any regular meeting as deemed necessary may be held in closed Executive Session and attended by Board Members and staff members specifically invited.

- (a) Regular Board Meetings will be held monthly on the 1st Thursday of every month at 6:00pm at Shingletown Medical Center unless re-scheduled by majority vote of the Board. Directors will be notified prior to the meeting in accordance with section 6.1, herein, of any date, time or venue change of any board meeting.

6.1 Special Meetings: Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman, Vice Chairman, or a quorum of directors. **Notice of Special Meetings:** Notice of the time and place of any special meeting shall be given to each director by one of the following methods: (a) by personal delivery of written notice (b) by first class mail, postage prepaid (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director (d) by telegram, charges prepaid, (e) by Email. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. Notices sent first-class mail shall be deposited in the United States mail at least seven (7) days before the date set for the meeting. Notice given by personal delivery, telephone, telegraph or Email shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

6.2 Annual Meetings: The annual meeting of the Board shall be held in the month of May.

6.3 Place: General meetings of the Board shall be held in the community of Shingletown.

6.4 Quorum: A quorum for the transaction of business shall consist of a majority of the current members of the Board. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a director has a direct or indirect material financial interest.
- (b) Approval of certain transactions between corporations having common directorships.
- (c) Creation of and appointment to committees of the Board.
- (d) Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action is taken or decision is approved by at least a majority of the required quorum for that meeting.

6.5 Proxy Votes: A director may, in writing, present to any director in attendance at any regular open meeting, his/her proxy vote either for a grant or a specific issue. All proxy instructions shall be attached to the minutes of that meeting and votes recorded as proxies. Proxies may not be used at consecutive meetings, nor in closed sessions.

6.6 Waiver of Notice: Notice of a meeting need not be given to any director who, either before or after a meeting, signs a waiver of notice, a written consent to holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

6.7 Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place.

6.8 Notice of Adjourned Meeting: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 48 hours. If the original meeting is adjourned for more than 48 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of adjournment.

6.9 Meetings by Telephone: Any meeting may be held by conference telephone or similar communication equipment as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present at such a meeting.

6.10 Action without Meeting: Any action that the Board is required or permitted to take may be taken without a meeting if a quorum of the Board consent in writing or by electronic mail to the action provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of the transaction. Such action by written or electronic mail consent shall have the same force and effect as any other validly approved action of the Board. At such time that written or electronic mail actions must be taken, the Chief Executive Officer shall be authorized to prepare a recommendation for action; to propose a motion based on the recommendation; to propose a deadline for written or electronic mail responses from all Board members; to collect and tally responses and to take action on the motion in accordance with Section 6.4 of these Bylaws. Members who do not respond by the stated deadline shall be recorded as absent. Such absences will not be counted against regular monthly meeting attendance. Any member may request amendment and restatement of the motion and will notify the Chief Executive Officer prior to the deadline. If amendment is requested the Chief Executive Officer will make such changes and transmit recommendation and amended motion to the full Board stating a new deadline date for sending consents. All such written or electronic mail consents shall be submitted to the Board at the next following regular meeting for ratification, and filed with the minutes of the proceedings of the Board.

6.11 Communication between Directors: Communication between directors may occur via email, telephone and or written format specific to the Shingletown Medical Center as long as all members have access to the above form of communication.

OFFICERS

7.0 Officers: The officers of the Board shall be a Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer

7.1 Election of Officers: The officers of the Board shall be chosen by the Board during its annual meeting and shall serve at the pleasure of the Board or for one year, whichever is less.

DUTIES OF THE OFFICERS

8.0 Chair: The Chair shall, if present, preside at all meetings of the Board and Executive Committee and shall exercise and perform such other powers and duties detailed in the list of Chair Person Responsibilities contained in the Board Manual, and as may be from time to time, assigned by the Board.

8.1 Vice-Chair: In the absence of the Chair, the Vice-Chair shall preside at all meetings of the Board and Executive Committee and shall perform such other powers and duties detailed in the list of Vice-Chair Person Responsibilities contained in the Board Manual, and that may be from time to time assigned by the Board.

8.2 Secretary: The Secretary shall keep or cause to be kept, at the principal office or other such place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, the names of those present and the proceedings of the meeting. The Secretary shall keep or cause to be kept, at the principal office of the corporation the original or a copy of the corporation's Articles and Bylaws, as amended to date, and shall perform such other powers and duties detailed in the list of Secretary Responsibilities contained in the Board Manual, and that may be from time to time assigned by the Board.

8.3 Treasurer: The Treasurer of the corporation shall assist the Chief Financial Officer, and shall keep and maintain or cause to be maintained, adequate and correct accounts of the properties and business and financial transactions of the corporation and shall:

- (a) Prepare or cause to be prepared and present to the Board, a proposed annual budget, prior to the beginning of the corporation's annual fiscal year.
- (b) Prepare or cause to be prepared and present monthly financial statements to the Board.
- (c) Arrange or cause to be arranged the annual audit required by these Bylaws.

Shall perform such other powers and duties detailed in the list of Treasurer Responsibilities contained in the Board Manual, and that may be from time to time assigned by the Board.

8.4 Chief Executive Officer: The CEO of the corporation shall, subject to the control of the Board, exercise general supervision, direction and control of the day-to-day business, operations and activities of the corporation, including selection, evaluation and dismissal of employees as business or circumstances require. The CEO shall also report at each meeting of the Board or the Executive Committee on the activities of the corporation, and shall cause the Medical Director and Finance Officer to report to the board monthly. The CEO will assure the Board that he/she will cause to be created various staff committees responsible for the development and implementation of Policies and Procedures regarding Corporate Compliance, Quality Assurance/Quality Improvement and Risk Management. The CEO will further cause each staff committee to hold regular meetings, keep minutes, and deliver reports as required by the Board. The CEO shall not be a director but shall be a non-voting, ex-officio member of the Board. The CEO shall have the authority to execute and sign contracts and agreements on behalf of the corporation without prior authorization from the Board for transactions under \$5,000.00. For transactions between \$5,000.00 and \$10,000.00, the CEO shall obtain approval from one Officer of the Board, verbally or by email consent, and present to the whole Board at the next Board meeting. The CEO shall obtain prior approval from the Board for transactions over \$10,000.00, and for any contract/agreement having significant clinical, financial or strategic implications

8.5 Succession Plan: In the event that the Chief Executive Officer (CEO) is unable to perform duties specified in the CEO Job Description, the Board shall refer to the current Succession Plan to provide guidance for selection of an interim CEO. The original current Succession Plan shall be maintained by the Front Office Supervisor and filed in the Administrative Procedure Manual. Copies will also be distributed to the CEO, Front Office Supervisor and Board Chairperson.

COMMITTEES

9.0 Committees: The Board may create committees and advisory committees as deemed advisable. The chairman shall appoint the members of any such committee. At least one member of any committee shall be a member of the Board; other committee or advisory committee members may be any person and need not be members of the Board of Directors except as limited by statute.

9.1 Committee Meetings: Meetings and actions of committees shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the Board, pursuant to Article 6 of these Bylaws, except that a quorum of any committee shall consist of a majority of the members.

9.2 Open Meetings: Any member of the Board may attend a meeting of any committee. Notice of any meeting, however, need only be given to members of the committee.

9.3 Formal Committees of the Board: The Board shall have as formal committees the following – Executive, Finance, Audit, Personnel, and Strategic Planning.

9.4 Executive Committee: The Executive Committee shall be composed of the Chair, Vice Chair, Secretary and Treasurer of the Board. The purpose of this committee is to provide direction in an emergency (examples might include a natural disaster, the unexpected departure of a CEO) when a critical decision must be made very quickly or to provide a venue for highly sensitive confidential matters prior to discussion by the full board. Any interim decisions made by the committee will be ratified at the following regular Board Meeting. The Executive Committee meets as needed; minutes are kept and maintained by the Secretary of the Board.

9.5 Finance Committee: The Finance Committee shall be composed of the Treasurer and at least two other members of the Board. The purpose of this committee is to provide fiscal oversight for the organization and to report to the full Board on financial and related issues. The Treasurer, Board Chair, and at least one other member of the Finance Committee shall have authority to sign checks for the organization. The Finance Committee meets monthly; minutes are kept and maintained by the Treasurer; it reports all activities and presents fiscal information to the full Board at each Board meeting.

9.6 Audit Committee: The Audit Committee shall function as described in California SB1262. The Audit Committee shall be composed of at least three Board members, but must exclude members of the staff, including the CEO and CFO, and the Treasurer of the Board. Members of the Finance Committee may serve on the Audit Committee but may not act as chair of the committee, and must constitute less than half of the Audit Committee members. Members of the Audit Committee shall not have a material interest in any entity doing business with the corporation. The Audit Committee shall be responsible for the retention and termination of the independent auditor and may negotiate the independent audit's compensation on behalf of the Board of Directors. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall approve

performance of and assure that any non-audit services performed by the auditor conform with standards for auditor independence as established by the U.S. Comptroller General. The Audit Committee meets as needed; minutes are kept and maintained by the Chair of the committee.

9.7 Personnel Committee: The Personnel Committee shall be composed of the Board Chair and at least two other members of the Board. The purpose of this committee is to evaluate the CEO's performance, review the organization personnel manual, review salary surveys and ranges (including making recommendations for changes), write/review job descriptions for Board members, distribute and review the annual Board assessment, ensure a formal orientation process for new members and write/review at least annually the new Board member information binder. The Personnel Committee meets at least semiannually, more frequently as needed; minutes are kept and maintained by the Committee Chair.

9.8 Strategic Planning Committee: The Strategic Planning Committee shall be composed of at least two members of the Board, the CEO and Medical Director. The purpose of this committee is to review organizational goals and objectives, evaluate performance on an annual basis and make recommendations for the future of the organization. The committee is responsible for drafting 3- and 5-year strategic plans that address facilities, scope of service, governance, community needs, employee development, fundraising and community relations. The Strategic Plan(s) will be submitted to the Board for approval and will be used as a guideline for future growth and as the foundation for Federal 330 Grant Applications. The Strategic Planning Committee meets at least annually; minutes are kept and maintained by the Committee Chair.

FINANCE

10.0 Fiscal Period: The fiscal period of the corporation shall be an annual period beginning every July 1 and ending every June 30.

10.1 Budget: The Board shall adopt, in advance of each fiscal period, an annual operating budget covering all activities of the corporation.

10.2 Audit: The corporate accounts shall be audited not less than annually by a Certified Public Account who shall be appointed by the Board, and who shall perform an audit in accordance with the terms of Federal 330 Grant requirements. The CPA shall submit a draft of the audit within 120 days after the end of the corporation's fiscal year. The Board shall review and make recommendations to the auditor who will provide a final audit for Board approval. The Board will further cause copies of the audit to be forwarded to the Federal 330 and State concerned departments.

INDEMNIFICATION AND INSURANCE

11.0 Indemnification: The corporation may, to the maximum extent permitted by the California Nonprofit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in

connection with any proceedings arising by reason of the fact any such is or was an agent of the corporation. For purposes of this Section, an “agent” includes any person or organization who is or was an officer, employee or other agent.

11.1 Insurance: The corporation may, to the maximum extent permitted by the California Nonprofit Corporation Law or the Employee Retirement Income Security Act (ERISA), purchase and maintain insurance on behalf of any agent of the corporation against liability inserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability.

11.2 Employee Benefit Plan: Section 11.0 of these Bylaws does not apply to any proceedings against any trustee, director, officer, investment manager or any fiduciary of an employee benefit plan in such person’s capacity as such, even though such person might also be an agent of the corporation. The corporation shall have the power to indemnify such trustee, director, officer, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law and ERISA.

INSPECTION OF RECORDS

12.0 Records: Every Director shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind with the single exception of items which require patient consent, physical properties and the records of each of its subsidiaries. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

DISSOLUTION

13.0 Dissolution: On the winding up and dissolution of this corporation, after paying and adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes or the prevention of cruelty to children or animals, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the provision of any future United States Internal Revenue law.

EFFECTIVE DATES AND AMENDMENTS

14.0 Effective Date: These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective upon adoption unless otherwise stated in the resolution adopting the amendments.

14.1 Amendments: These Bylaws may be amended by the Board of Directors. However, prior to any vote to amend these Bylaws, the directors shall be given thirty (30) days advance notice of any motion to amend the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting as Secretary of the SHINGLETOWN MEDICAL CENTER, a California Nonprofit Public Benefit Corporation, that the above Amended Bylaws supersede any and all previous Bylaws and further are the Bylaws of this corporation as adopted by the Board of Directors on November 20, 2008, and amended on October 13, 2011, February 2, 2012, January 3, 2013, August 1, 2013, July 9, 2014, November 5, 2015, and March 10, 2016.

Executed on March 10, 2016, at Shingletown, California.


Edward Garcia III, Secretary