

BYLAWS
OF
TRI-STATE MEMORIAL HOSPITAL

REVISED AND APPROVED BY THE

BOARD OF DIRECTORS

DURING A REGULAR BOARD MEETING ON

March 22, 2018

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ARTICLE I

NAME

The name of this Corporation shall be known as “**TRI-STATE MEMORIAL HOSPITAL**” and its duration shall be perpetual.

ARTICLE II

PURPOSE

SECTION 1. STATEMENT OF PURPOSE

This Corporation is a non-profit Corporation and its objectives are:

- A. Tri-State Memorial Hospital will treat and care for the sick and injured through inpatient and outpatient services. The hospital will provide care for all persons without regard to race, color, creed, national origin, political beliefs, sex, age or handicap. The inpatient system will provide primary and secondary care and will be part of a referral system to ensure tertiary care. The outpatient system will include twenty-four-hour emergency service. Emergent care will be provided regardless of the patient’s ability to pay. As long as resources permit, non-emergent care will be provided regardless of the patient’s ability to pay.
- B. To maintain educational facilities and participate so far as possible in programs to promote the general health of the community.
- C. Tri-State Memorial Hospital will identify the health maintenance, health needs and preferences of the service area population. Diagnostic treatment, rehabilitative and preventive services will be developed and promoted as appropriate for a hospital of this size and role.

ARTICLE III

MEMBERSHIP

SECTION 1. MEMBERS

The membership of this Corporation shall be of one class. Any individual, domestic or foreign profit or nonprofit corporation, general or limited partnership, association or other entity (hereinafter collectively referred to as “Members”) may acquire a certificate in this Corporation which shall be represented by certificates. Any individual may acquire a certificate by paying a designated contribution of one-hundred dollars (\$100) to the Corporation and such certificate shall then be held by such individual until the membership is terminated or transferred pursuant to the Bylaws of this Corporation.

SECTION 2. MEMBERSHIP CERTIFICATES

The Board of Directors shall issue or cause to be issued a certificate of membership to Members as provided in Article III, Section 1 of these Bylaws. Each certificate of membership shall bear the signature of the President and Secretary of the Corporation.

SECTION 3. TRANSFER OF MEMBERSHIP

No membership in this Corporation shall be assignable or transferable by the person holding same or by operation of law, including transfer by descent or devise unless such assignment or transfer is approved by order of the Board of Directors within 90 days of the request of the assignment/transfer and recorded in the minutes.

SECTION 4. MEETING

- A. **Annual Meetings:** The Annual Meeting of the Members of the Corporation for the election of Directors and the transaction of such business as may come before it (“Annual Meeting”) shall be held at a place and time determined by the Chief Executive Officer. The Annual Meeting shall be scheduled for a date following the end of the fiscal year for accounting purposes.
- B. **Special Meetings:** Special meetings of the Members may be held at any place in the City of Clarkston, at any time, upon the call of the President, the Board of Directors, the Executive Committee, or upon written request filed with the Secretary by twenty Members entitled to vote.
- C. **Notice of Meetings.** A written notice of each Annual Meeting and of each Special Meeting shall be mailed to each Member entitled to vote, according to the records of the Corporation, at such address as appears on the records of the Corporation. Notice of the Annual Meeting will be mailed no less than 10 days nor more than 50 days prior to the date of the meeting. Such notices shall specify the date, time and place of the meeting. In the case of Special Meetings, notices shall specify the nature of the business to be transacted.

Each Member shall maintain with the Secretary their correct mailing address for the purpose of receiving notices as herein provided, and notice mailed to the last address shall constitute notice to said Member.

The notice of each Annual Meeting and each Special Meeting shall be published in at least one issue of the Lewiston Tribune in advance of the Meeting. Such notices shall specify the time and place of the meeting and in case of Special Meetings, the nature of the business to be transacted.

SECTION 5. VOTING RIGHTS

At all meetings of the Members held for the election of directors (or for such other purposes as may be designated) each Member is entitled to only one (1) vote, regardless of how many certificates may be in the name of that Member on each matter voted upon at a Members meeting. No Member shall be entitled to cumulate his or her vote by the number of directors to be elected.

For the purposes of determining Members entitled to notice of or to vote at any meeting of Members, or any adjournment thereof, the Board of Directors may provide that the membership and certificate holders records, shall be closed for a stated period not to exceed fifty (50) days nor be less than ten (10) days preceding such meeting. In lieu of closing the membership and certificate holders records, the Board of Directors may fix in advance a record date for any such determination of the Members, such date in any case is to be not more than fifty (50) days, and not less than ten (10) days prior to the date on which the particular action requiring such determination of Members is to be taken.

SECTION 6. PROXY

No Member holding any certificate may vote at any Member meeting by proxy.

SECTION 7. EXERCISE OF MEMBERSHIP RIGHTS

Where the certificate holder is issued in the name of more than one person, or to a domestic or foreign profit or nonprofit corporation, general or limited partnership, association or other entity (collectively "Entity"), the Entity named on the certificate shall provide to the Corporation, in writing, the name of the person who is authorized to exercise the membership rights represented by that certificate.

The Corporation shall have a registration form at any annual or Special Meeting for all Members to sign. The signature of each person signing the registration form on behalf of an Entity shall certify that he or she has the authority to act on behalf of the Entity. The Corporation shall be entitled to rely upon the registration form in establishing the credentials of each Member for the purposes of establishing a quorum and providing credentials for the exercise of membership rights.

The Corporation reserves the right, in its sole discretion, to require proof of authority for any person claiming to act on behalf of an Entity at any time.

SECTION 8. PROCEDURE

At all meetings of the membership, the President, or in his/her absence, the Vice-President, or in the absence of both, a presiding Officer chosen by the Members shall preside and the Secretary, or in his/her absence, a person appointed by the presiding Officer, shall act as Secretary of the meeting and keep a record of the proceedings.

SECTION 9. QUORUM

Five (5) Members shall constitute a quorum at any regular or Special Meeting of the Members for the transaction of business except that the quorum for a Special Meeting for the purpose of repealing, altering or amending the Bylaws shall be twenty-five percent (25%) of Members and require fifty-one percent (51%) of Members present at a Special Meeting voting in favor of the amendment, repeal or alteration of Bylaws.

ARTICLE IV

OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS

Except as otherwise provided for in these Bylaws, Officers of the Corporation must be incumbent Members of the Board of Directors in which body is vested the responsibility to elect Officers consisting of a President, a Vice-President, and a Secretary.

The Board of Directors may appoint an Assistant Secretary who need not be a Member of the Corporation. The Assistant Secretary shall perform the duties of the Secretary by delegation or in the case of absence or disability.

SECTION 2. ELECTION AND TERMS

The three Officer positions; President, Vice-President and Secretary, are selected and approved by the Board of Directors; each for a two-year term. At the conclusion of said two years, the Vice-President shall automatically assume the office of President for a two-year term. The Board of Directors' Nominating Committee, consistent with the nomination standards set forth in Article V Section 10.B. will then put forward nominations for Vice-President and Secretary which the Board of Director's approves. Those positions are then elected by the Board of Directors for a two-year term.

At the first meeting of the Board of Directors after each annual meeting, the Board of Directors shall elect/affirm all of the Officers of the Corporation.

SECTION 3. TERMINATION OF OFFICE

Any Officer may be subject to removal at any time by the affirmative vote of a majority of the Board of Directors.

SECTION 4. VACANCIES IN OFFICE

In the event of vacancy in any office, the Board of Directors, by a majority vote of the directors present, at any meeting at which there is a quorum, shall fill the same for the unexpired term from a list, of potential nominees submitted to the Board of Directors by the Nominating Committee of the Board of Directors.

SECTION 5. POWERS AND DUTIES

The Officers of the Board of Directors shall be the Officers of the Corporation.

- A. The business and affairs of the Corporation shall be managed by the Board of Directors ("Board") who may exercise all such powers of the Corporation and all such lawful acts

and things as are not (by statute or by the Articles of Incorporation or by these Bylaws) directed or required to be exercised or done by the Members.

- B. **President:** The President of the Corporation shall give such counsel and advice as time may be deemed essential to the best interest of the Corporation and see that all orders and resolutions of the Board of Directors are carried into effect and shall exercise active supervision over the affairs and business of the Corporation, and shall have the general power and duties of supervision usually vested in the office of the President of a Corporation, and shall execute all deeds and other instruments required to be under the seal of the Corporation and shall perform all other duties required by the laws of the State of Washington; and shall perform such other duties as from time to time may be assigned by the Board of Directors.
- C. **Vice-President:** In the absence of the President, the Vice President shall have the power and shall perform all duties of the President.
- D. **Secretary:** The Secretary shall authenticate the minutes of all the meetings and proceedings of the Board of Directors and of the Members in a minute book provided for that purpose to be kept in the offices of the Corporation. The Secretary shall affix their signature to all instruments under the seal of the Corporation. The minute book, records and corporate seal shall be retained in adequate files at the offices of the Corporation.

The Secretary may sign with the President, Vice-President or other Officers in the name of the Corporation, all contracts, agreements and other obligations authorized by the Board of Directors, shall keep a list of all Members and certificate holders of the Corporation; and shall, in general, perform such other duties as may be prescribed by the Board of Directors or the President and as are incident to the office of Secretary of the Corporation under the laws of the State of Washington.

SECTION 6. SIGNATURES

All checks of the Corporation shall be signed by those individuals authorized by the Board of Directors.

All notes, bonds and other promises to pay money shall be signed by those individuals authorized by the Board of Directors.

SECTION 7. ENDORSEMENTS

Checks, drafts, notes and other negotiable instruments payable to the Corporation shall be endorsed for collection or deposit by an endorsement stamp.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS

The management and control of the affairs of this Corporation shall be vested in a Board of Directors composed of thirteen (13) members, each of whom must be a Member of this Corporation and one (1) ex-officio member without vote (Medical Staff President.) All Officers and Directors of the Corporation shall serve without compensation except all Officers and Directors may be paid expenses incurred on behalf of the Corporation if approved by the Board of Directors.

The following are disqualified from serving as a member of the Board of Directors:

- i) Employees, other than employed providers, of the Corporation;
- ii) Former employees whose date of termination from employment is less than three years from the date of their nomination to serve on the Board of Directors; and
- iii) A provider whose privileges on the medical staff of the Corporation have been denied, revoked or suspended.

There shall be no more than three (3) providers serving on the Board of Directors who are current members of the Medical/Dental Staff with an active staff status. A majority of the Board of Directors must be independent directors as that term is defined by the Internal Revenue Service.

SECTION 2. TERMS OF OFFICE

The Board of Directors shall be elected as follows:

Four (4) Directors shall be elected for a term of three (3) years; the next year four (4) other Directors shall be elected for a term of three (3) years; the third year five (5) Directors shall be elected for a term of three (3) years.

SECTION 3. VACANCIES

If any vacancy in the membership of the Board of Directors shall occur through any cause, the remaining Directors, by affirmative vote of the majority present at any meeting at which there is a quorum, may elect a successor for the unexpired portion of the term in which such a vacancy occurs from a list submitted by the Nominating Committee of the Board of Directors.

SECTION 4. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place within or without the state of Washington as stated in the Notice of Meeting or in a Waiver of Notice.

SECTION 5. SPECIAL MEETINGS

The Secretary or designee shall notify each Director of every Special meeting by email,

mail or phone to each Director at least four days before the date of meeting, or by telephoning such notice to each Director personally at least 24 hours before the Special meeting is to be held.

SECTION 6. ACTION BY DIRECTORS WITHOUT A MEETING.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors. Such consent shall have the same effect as a unanimous vote. The signed consent, or a copy thereof shall be placed in the Minute Book. The consent may be in or more than one counterpart so long as each Director signs one of the counterparts.

SECTION 7. PROCEDURE

At all meetings of the Board of Directors, the President, Vice-President, or in their absence a presiding Officer chosen by the meeting shall preside. The Secretary, or in their absence, a person appointed by the presiding Officer shall act as Secretary of the meeting and keep a record of the proceedings.

SECTION 8. QUORUM

A majority of the Board of Directors shall constitute a quorum.

SECTION 9. TRANSACTION IN WHICH DIRECTORS ARE INTERESTED

No Director of the Corporation shall be disqualified from deliberating upon, voting upon, or having their presence counted for the purpose of quorum by reason of the fact that the Director may either directly or indirectly have an interest, whether pecuniary or otherwise, in any transaction to be considered by or voted upon by the Board of Directors, so long as the Director shall make a prior disclosure of their interest to the Board of Directors.

SECTION 10. SUSPENSION AND EXPULSION OF DIRECTORS

- A. The Board of Directors shall have the power, by majority vote of the Board of Directors present at any meeting at which there is a quorum, to suspend or to expel and terminate the term of office of any Director for conduct which, in its opinion, disturbs the order, dignity, business or harmony, or impairs the good name, popularity, or prosperity of the organization, or which is likely, in its opinion to endanger the welfare, interest or character of the organization, or for any conduct in violation of the Bylaws or the rules and regulations of the Corporation which may be made from time to time.
- B. Any Director who fails to attend at least eight meetings per year, or who is absent from three consecutive meetings without sufficient reason may be considered as having resigned.

The Board of Directors shall be empowered, by a majority vote of the Board members present, to continue or revoke such Director's membership on the Board of Directors. The

Secretary should keep the Board of Directors informed of Members who may be in violation.

- C. Suspension or termination action may be taken at any meeting of the Board of Directors upon the initiative of any member or members of the Board of Directors. The determination of the Board of Directors in such matters shall be final and conclusive. Vacancies created as a result of actions taken under this section shall be filled as provided for in Article V, Section 3.

SECTION 11. METHOD OF ELECTION

Upon the expiration of any term of a Director of the Board of Directors that Director's position on the Board of Directors shall be filled as follows:

- A. Any Member as defined in Article III, Section 1, of these Bylaws may submit nominations for the position(s) as follows:
 - 1. All nominations by a Member must be submitted in writing to the Nominating Committee of the Board of Directors at least forty-five (45) days prior to the Annual Meeting. Upon the expiration of the time for submitting nominees as provided in this section, no further nominations may be made by any Member either by mail or during the Annual Meeting by motion or otherwise.
 - 2. Each nomination of the slate of candidates to be presented must be accompanied by a short biographical sketch ("BIO") providing the nominee's qualifications and a statement signed by the nominee that the nominee has agreed to serve on the Board of Directors if elected.

In preparing a final list of nominees based on the number of seats open for the Board of Director's consideration, the Nominating Committee in its sole discretion, shall consider the needs of the Corporation.

- C. The Nominating Committee shall submit a list of nominees equal to the number of seats open (Slate) to the Board of Directors, including a BIO of all submitted nominees which may include nominees made by Members as provided for above and/or by the Nominating Committee for the Position(s) no later than the last regularly scheduled meeting of the Board of Directors *prior* to the Annual Meeting.
- D. The Board of Directors shall approve the proposed Slate presented by the Nominating Committee which then will be submitted to the Members (with the BIOs of selected candidates provided) at the Annual Meeting to fill the expired and/or vacant positions(s). The Members shall vote on the entire Slate presented.
- E. If the Members fail to approve the Slate presented at the Annual Meeting, any unfilled position(s) shall be treated as a "Vacancy in Office" and shall be filled by the Board of Directors as provided in Article IV, Section 4.

SECTION 12. NOTIFICATION

Notification may be provided by electronic transmission provided that such notice is actually electronically transmitted in accordance with this Section. In order for electronic transmission to be valid, such Members and/or Directors must consent to receive electronically transmitted notices. In order to provide consent such Member or Director shall provide a written consent to receipt of electronically transmitted notices and in such consent shall designate the message format accessible to such Member or Director, and the address, location or system to which such notices may be electronically transmitted. The consent to receipt of electronically transmitted notices may be revoked by such Member or Director by delivering a revocation in writing to the Corporation. The consent of any Member or Director is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with this Article and this inability becomes known to the Secretary of the Corporation or such other person responsible for the delivery of the Notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Notice to Members or Directors who have consented to receive electronically transmitted notices may also be provided by posting the notice on an electronic network and delivering to the Member or Director a separate record of the posting, together with comprehensible instructions regarding how to access the posting on the electronic network.

Notification of electronic transmission is effective when such notice is electronically transmitted to an address, location or system designated by the recipient for that purpose and is made pursuant to the consent provided by the recipient or upon posting upon an electronic network together with a separate record that the posting has been delivered to the recipient together with access instructions as provided in this Article.

ARTICLE VI

EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall be composed of the following elected and appointed officials: President, Vice-President, Secretary and Immediate Past-President.

SECTION 2. POWERS AND DUTIES

The Executive Committee may be called into session by the President or Board of Directors as deemed necessary and shall have, and exercise, the power to act on emergency matters between Board meetings subject to ratification of the Board of Directors. The Executive Committee shall have, and exercise, such powers and duties as, from time to time, may be delegated to it by the Board of Directors.

The Executive Committee shall record complete minutes of each meeting and proceedings. The minutes of all meetings and proceedings of the Executive Committee shall be filed in the minute book.

SECTION 3. QUORUM

Three (3) members of the Executive Committee shall constitute a quorum, and in every case the affirmative vote of three members of the Executive Committee shall be necessary for the passage of any resolution, or the taking of any action.

SECTION 4. CHAIRPERSON

The President of the Board shall serve as Chairperson of the Executive Committee.

ARTICLE VII

BOARD COMMITTEES

SECTION 1. COMMITTEES

The Committees of the Corporation may be:

- Executive Committee
- Planning Committee
- Bylaws Committee
- Nominating Committee
- Evaluation Committee
- Investment Committee
- Finance/Audit Committee
- Quality Care/Patient Safety Committee
- Succession Planning Committee

Whether a committee is a standing or an ad-hoc committee shall be determined by the Board. Members to each committee shall be appointed by the President and approved by the Board of Directors. Board Committee membership may include members who are not Officers or Directors. The chair of any committee shall be appointed by the Board of Directors and shall be a Director.

SECTION 2. MEETINGS AND QUORUM

Each committee shall meet as determined by the Committee Chair and as circumstances dictate. Notice of each meeting shall be given by the Committee Chair to all committee members. Meetings of a committee may be held by means of telephone conference and follow-on deliberations may be accomplished by email discourse. A majority of members shall constitute a quorum. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. A decision may also be taken by unanimous written

consent (including email) of the committee members. All committees will keep minutes of its meeting(s) and report to the Board on decisions taken at the next meeting of the Board.

ARTICLE VIII

ADMINISTRATION

SECTION 1. APPOINTMENT

The Board of Directors shall select and appoint a Chief Executive Officer (CEO) who shall be its representative in the management of the Corporation. The CEO shall be given the necessary authority and responsibility to operate the Corporation in all its activities and departments, subject only to such policies as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The CEO shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated another person to so act.

SECTION 2. AUTHORITY AND RESPONSIBILITY

The authority and responsibility of the CEO shall include:

- A. Operating the Corporation in compliance with standards established by the CMS certified accreditation body Det Norske Veritas and Germanischer Lloyd (DNV •GL).
- B. Carrying out all policies established by the Board of Directors and advising on the formation of these policies.
- C. Developing and submitting to the Board of Directors for approval, a plan of organization for the conduct of the Corporation's operation and recommend changes when necessary.
- D. Preparing an annual budget showing the expected revenue and expenditures as required by the Board of Directors or its Executive Committee.
- E. Selecting, employing, controlling and discharging employees and developing and maintaining personnel policies and practices for the Corporation.
- F. Maintaining physical properties in a good and safe state of repair and operating condition.
- G. Supervising business affairs to ensure that funds are collected and expended to the best possible advantage.
- H. Working continually with other health care professionals to the end that high quality care may be rendered to patients at all times.
- I. Presenting to the Board of Directors, or its authorized committee, periodic reports

reflecting the professional services and financial activities and such special reports as may be required.

- J. Attending all meetings of the Board of Directors and serve as an ex-officio member on all committees, except the Evaluation Committee.
- K. Serving as the liaison and channel of communications between the Board of Directors and any of its committees and the Medical-Dental Staff and assisting the Medical-Dental Staff with its organization and medico-administrative problems and responsibilities.
- L. Preparing a plan for the achievement of the Corporation's specific objectives and periodically reviewing and evaluating that plan.
- M. Representing the Corporation in its relationship with other health agencies.

SECTION 3. COMPENSATION

The salary of the CEO shall be fixed by the Board of Directors.

ARTICLE IX

MEDICAL AND DENTAL STAFF

SECTION 1. ORGANIZATION, APPOINTMENTS AND HEARINGS

- A. The Board of Directors shall organize the physicians and appropriate other persons granted practice privileges in the Corporation into a Medical-Dental Staff under Medical-Dental Staff Bylaws approved by the Board of Directors.
- B. All applications for appointments to the Medical-Dental Staff shall be in writing and addressed to the CEO of the Corporation in accordance with the Medical-Dental Staff Bylaws, Rules and Regulations. This information shall be verified by the Credentials Committee and referred to the Board of Directors for approval.
- C. All appointments to the Medical-Dental Staff shall not exceed an initial term of two years only, renewable by the Board of Directors with formal application.

SECTION 2. MEDICAL CARE AND ITS EVALUATION

- A. The Board of Directors shall, in the exercise of its overall responsibility, assign to the Medical-Dental Staff reasonable authority for ensuring appropriate professional care to the hospital's patients.
- B. The Medical Staff shall make recommendations to the Board of Directors concerning:

1. Quality of care.
 2. Performance Improvement mechanisms.
 3. Credentials review and privilege delineation.
 4. Such specific matters as may be referred to it by the Board of Directors.
- C. The Board of Directors shall evaluate all recommendations of the Medical-Dental Staff and take action as the Board of Directors deems necessary.

SECTION 3. MEDICAL STAFF BYLAWS

There shall be Bylaws, Rules and Regulations, or amendments thereto, for the Medical-Dental Staff that set forth its organization and government.

Proposed Bylaws, Rules and Regulations should be recommended by the Medical-Dental Staff, subject to approval by the Board of Directors.

ARTICLE X

AUXILIARY AND VOLUNTEER ORGANIZATIONS

The Board of Directors shall cooperate in the development and organization of auxiliary and volunteer groups.

It shall be the responsibility of the Board of Directors to approve the Bylaws, Rules and Regulations and operation of formally organized volunteer groups.

ARTICLE XI

INDEMNIFICATION

SECTION 1. INDEMNIFICATION

- A. **Indemnification.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director, an Officer, or acted in any other capacity as an agent of the Corporation, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, to the full extent permitted by the Washington Business Corporation Act. Notwithstanding the foregoing, such indemnity shall not apply on account of: (a) acts or omissions of the Director, Officer, or Agent finally adjudged to be intentional misconduct or a knowing violation of law; or (b) conduct of the Director, Officer or Agent finally adjudged to be in violation of RCW 23B.08.310; or (c) any transaction with respect to which it was finally adjudged that such Director and Officer personally received a benefit in money, property, or services to which the Director and

Officer was not legally entitled. The Board of Directors may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the Washington Business Corporation Act.

- B. **Other Rights.** The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of Members, or disinterested Directors or otherwise, both as action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to person who ceased to be Director, trustee, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.
- C. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer or acted in any other capacity as an agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

ARTICLE XII

SEAL

The Seal of the Corporation shall be circular in form and shall have inscribed on its face the name of the Corporation and the date of its incorporation. The Corporate Seal shall be kept in the Registered Office of the Corporation.

ARTICLE XIII

AMENDMENTS

SECTION 1. BY THE BOARD OF DIRECTORS

These Bylaws may be amended by the Board of Directors by a majority vote of the Board of Directors at a meeting at which there is a quorum, provided a notice of such proposed action has been given to all Directors not less than two weeks prior to the meeting. The Secretary or designee shall notify the Members of any such amendments.

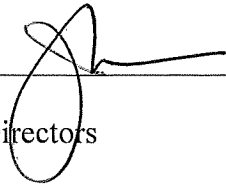
SECTION 2. BY THE MEMBERS

The Bylaws or amendments thereto may be repealed, altered or amended by the Members of the Corporation at a Special meeting specifically called for that purpose as provided by Article III, Section 4, Paragraph B. The notice of any proposed repeal, alteration or amendment shall be made in writing to the Corporate Secretary or designee and the specific section or provision of the Bylaws sought to be repealed, altered or amended shall be included in the written notice of the Special Meeting at which action is intended. Such notice shall be provided 45 days prior to the Special Meeting. The Members at the Special Meeting, at which a quorum is present, shall vote

on accepting or rejecting the repealed, altered or amended Bylaws.

Review of the Tri-State Memorial Hospital Bylaws will take place at least every three years.

These Bylaws were reviewed and approved by the Board of Directors at their regular meeting on March 22, 2018.



Secretary
Board of Directors