

**BYLAWS OF**  
**SANTIAM MEMORIAL HOSPITAL**

*Restated by the Board of Directors on December 13, 2023*

**ARTICLE I**

**Objectives and Purposes**

SANTIAM MEMORIAL HOSPITAL, an Oregon nonprofit Corporation (the "**Corporation**" or the "**Hospital**") and all of its business and other activities are to be operated and conducted in the promotion of the objectives and purposes of a secular health care corporation as specified in its Articles of Incorporation, as amended. In conducting the Corporation's affairs, the management shall always be mindful of these objectives and purposes. The Corporation is further governed by the Oregon Nonprofit Corporation Act (the "**Nonprofit Act**").

**ARTICLE II**

**Governance**

The Corporation shall be governed and controlled solely by its Board of Directors (the "**Board**"), acting as a body and its delegated authority in the Corporation's officers, management, employees, and agents. The Corporation, or its affiliated supporting foundation, Santiam Hospital and Clinics Foundation (the "**Foundation**"), may grant honorary "membership" in the Hospital in order to raise funds for or support the operations of the Hospital or the Foundation, but the conferring of any title of "member" or "membership" shall not grant any of the rights of a member as defined in the Nonprofit Act. The Corporation shall not have "members" as defined in the Nonprofit Act.

**ARTICLE III**

**Board of Directors**

Section 1. **Powers**. Subject to the limitations of the Articles of Incorporation, as amended, these Bylaws, and applicable law, all powers of the Corporation shall be exercised by, and its property shall be controlled, and its affairs conducted and managed by, the Board of Directors. The primary function of the Board of Directors shall be to establish corporate policies for the direction and guidance of the committees, the officers and the management of the Corporation, to select, employ and oversee the activities of the CEO/President of the Corporation and to formulate the basic rules and regulations governing the operation and management of the Corporation. The Board of Directors may from time to time also adopt policies governing the Board of Directors and the members of the Board of Directors shall comply with such policies.

Section 2. Number, Election and Qualifications of Directors. The management and control of the affairs of this Corporation shall be vested in a Board of Directors composed of nine (9) directors (each a “**Director**” or “**Board Member**”). A person who is a first- or second-degree relative of a Board Member or Board Member’s spouse shall not be permitted to be elected to serve on the Board of Directors. Employees, medical staff members and the first- or second-degree relatives of those individuals or their spouses shall not be Board Members but shall be represented on the Board through the Chief of Staff and CEO/President, who are ex officio non-voting members of the Board. Individuals conducting material (i.e. in excess of \$5,000 revenue per year) business with the Hospital (other than as a patient) and their first-degree relatives shall not be Board members.

A majority of the Directors shall be residents of the area served by the Hospital.

The Board of Directors shall establish a policy setting forth qualifications and the process for selection of members of the Board. However, the Board Members shall reflect the multiple areas of experience and expertise in the Hospital’s community.

The President of the Santiam Memorial Hospital Medical Staff and the CEO/President of the Hospital shall each serve as an ex-officio non-voting member of the Board of Directors and shall each have the right to participate in all Board discussions and all regular meetings of the Board of Directors, except matters concerning their own compensation or matters involving a conflict of interest. In the event that the Board of Directors meets in Executive Session, then only voting members of the Board and any other individuals specifically requested to attend may attend an Executive Session of the Board of Directors. The ex-officio members shall also comply with the Board policy regarding Board members serving on the Board of Directors and all Board policies concerning Conflict of Interest and Confidentiality.

Section 3. Term Of Office. A Director shall serve for a term of three (3) years, or any portion of an unexpired term if the Director was initially elected to complete an unexpired term of a former Board Member. A Director may be elected to subsequent terms. Despite the expiration of a Director’s term, the Director continues to serve until the Director’s successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of Directors, or the Director resigns. A decrease in the number of Directors or term of office does not shorten an incumbent Director’s term.

Section 4. Vacancies. All vacancies on the Board of Directors, including, without limitation, vacancies caused by removal, shall be filled by the Board of Directors midterm to complete the unexpired term. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor.

Section 5. Place of Meetings. All regular meetings of the Board of Directors shall be held at the office of the Corporation in the State of Oregon or at such other place, within or without the State of Oregon, as may be designated for that purpose from time to time by the Board of Directors. Meetings may also be held virtually by means of teleconference or videoconference.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be

held not less than 10 times per year on the second Wednesday of each month or at such other times as the Board of Directors shall specify by notice given in accordance with these Bylaws. The Chair or any five (5) Directors of the Corporation acting together by written notice shall have the prerogative to delay or reschedule the timing of a regular meeting by no more than 10 days. Notice of regular meetings may be in person, by telephone, email or by first class mail to each Director at his or her address as it appears on the books of the Corporation, or supplied by said Director for the purpose of notice, not less than five (5) days prior to such meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors, CEO/President of the Corporation or by any five (5) Directors of the Corporation. The person or persons calling such special meeting shall determine the date, time and place thereof.

Section 8. Notice of Special Meetings. Notices of each special meeting of the Board of Directors called in accordance with these Bylaws shall be given by the Secretary/Treasurer, or, in case of the Secretary/Treasurer's neglect or refusal, by any Director, and shall specify the day, hour and place of such special meeting and include a statement in general terms of the business to be transacted. Such notice may be given in person, by telephone, by first class mail or e-mail to each Director at his or her address as it appears on the books of the Corporation, or supplied by said Director for purpose of notice, not less than five (5) days prior to such meeting.

Section 9. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the Directors entitled to vote, but not present at the meeting, signs a written waiver of notice, or otherwise consents to the holding of such meeting, or approves the minutes of the meeting. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to any action taken at the meeting.

Section 10. Quorum. At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 14 of Article III of these Bylaws. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation, as amended or these Bylaws. Notwithstanding the previous provisions of this Section, a meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. At all meetings of the Board of Directors, including an adjourned meeting, each Director shall be entitled to one (1) vote.

Section 11. Proxies. There shall be no voting by proxy.

Section 12. Action By Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors shall

individually or collectively consent in writing to such action. Such action by written consent shall have the same force and affect as a unanimous vote of such Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 13. Action Electronic Mail or Electronic Communication and Participation In Meetings by Conference Telephone or Online Meetings.

(a) The Board may, without a meeting, use electronic mail or other electronic means by which all Board Members can communicate (“electronic communication”) to take action that these Bylaws or the Articles of Incorporation otherwise require or permit the Board to take at a meeting, if the Corporation complies with the requirements of this section. The Board may use electronic communication to discuss any matter or proposal before the Board, but must comply with this section in order to take action by electronic communication on such matter.

(b) An affirmative vote of the majority of the Directors who hold office at the time the Board takes an action by electronic communication is an act of the Board, unless the Corporation’s Articles of Incorporation or these Bylaws require an affirmative vote of a greater number of Directors. The Board’s action under this section has the effect of a meeting vote and the Corporation may describe the action as a meeting vote in any document. The Corporation’s Board may not use electronic communication to take action if the Corporation does not have a record of an electronic mail address for a Director or if the Board, through its agents who are sending any required notices, has actual knowledge that a Director is not receiving the electronic communication related to the matter or action in question.

(c) Before taking an action under this section, the Corporation shall send to the electronic mail address, return receipt requested (if available on the Hospital’s email system) to request confirmation of delivery of the email, that each Director provided to the Corporation for receiving communications an announcement that states that the Board will be taking the action. The electronic mail announcement the Corporation sends must include a description of the matter on which the Board will take action, and must specify a deadline of not less than seven (7) days the announcement is sent in which a Director may record the director’s vote. Upon request of any two (2) Directors, the matter in question may be delayed to a vote at a formal meeting of the Board.

(d) Directors may participate in a meeting through the use of any means of communication by which either of the following occurs:

i. All Directors participating may simultaneously hear or read each other’s communications during the meeting; or

ii. All communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

(e) If a meeting is conducted through the use of any means described in Subsection (i) or (ii) above:

i. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted; and

ii. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

Section 14. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 15. Removal and Resignation. A Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of the members of the Board of Directors. A Director may resign at any time by giving notice of such resignation to the Board of Directors. A Director who fails to attend six (6) consecutive regular Board meetings without regular communication to the Board Chair and good cause as to why, may be deemed by vote of a majority of quorum of the Board to have resigned immediately upon failure to appear at the 6<sup>th</sup> meeting. Once delivered or deemed effective, a resignation is irrevocable unless revocation is permitted by majority approval of the remaining Board Members.

Section 16. Fees and Compensation. Directors and members of committees, acting as such, shall receive no compensation for their services; provided, however, that they shall be entitled to such reimbursement for expenses as may be fixed or determined by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor provided that the Director complies with all Board policies and legal requirements concerning said service, including the Conflict of Interest policy.

## ARTICLE IV

### Committees

#### Section 1. Standing and Special Committees.

(a) The Board of Directors may appoint one or more standing or special committees, each consisting of two or more Directors and, at the discretion of the Board, one or more community members and members of the Medical Staff.

(b) The members of each such standing or special committee shall serve at the pleasure of the Board of Directors.

(c) The Board of Directors may delegate to such committees any of the authority of the Board of Directors except as restricted under Section 4 of this Article.

(d) The Board of Directors, as a committee of the whole, shall:

(i) Take steps to independently engage and retain the Corporation's auditor by executing an engagement letter. The Corporation's Chief Executive Officer and Chief Financial Officer may be consulted regarding the engagement; however, the decision to engage shall be the responsibility of said committee;

(ii) Review the representations by management relative to the annual independent audit and review the role of the audit partner and non-audit services conducted by the auditor; and

(iii) Cause an annual financial audit to be prepared and provided to each of the Directors, no later than 120 days or such other period of time approved by the Board of Directors after the close of the Corporation's fiscal year.

(e) The Board of Directors, as a committee of the whole, composed solely of disinterested members of the Board shall review and establish compensation to be paid to the CEO/President.

Section 3. The Nominating Committee. A Nominating Committee shall be established and shall have the duty of recommending to the Board of Directors, when vacancies are to be filled, candidates to be elected as Directors of the Board.

(a) On or before the first of December of each year, the Chair shall appoint a nominating committee composed of the three (3) Board members of the Corporation most recently elected to the Board, whose duty it shall be to suggest names of candidates to be voted for as Directors of the Board of Directors.

(b) Directors of this Corporation shall be elected by a majority of the then-serving Board of Directors. Directors shall be elected from each of the following areas:

- 1 from Idanha, Detroit, Gates-Mill City, Lyons, Mehama, or Elkhorn;
- 1 from Stayton or Sublimity;
- 1 from West Stayton, Aumsville, Scio or Turner; and
- 6 at-large Directors, one of whom may be from outside the defined areas listed above.

However, there shall be no more than four (4) Directors from any one of the defined areas. The Director may qualify for service by living in the area or by having his principal business in the area. The foregoing shall not be construed as abrogating other qualifications as set forth in these Bylaws.

Section 4. Conduct of Committee Meetings. Except to the extent otherwise provided in a committee charter, each committee shall conduct its meetings and other actions in accordance with the provisions of Article III of these Bylaws, applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each committee meeting.

Section 5. Authority Which May Not Be Exercised by a Committee. No standing, special or other committee may:

- (a) Amend, alter or repeal the Bylaws;
- (b) Elect, appoint or remove any member of a committee or any Director or officer of the Corporation;
- (c) Adopt a plan of merger or adopt a plan of consolidation with another Corporation;
- (d) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
- (e) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
- (f) Adopt a plan for the distribution of the assets of the Corporation;
- (g) Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee unless the resolution by its terms authorizes the committee to alter, amend or repeal it; or
- (h) Exercise any power that is expressly reserved to the Board of Directors by these Bylaws or applicable law.

## ARTICLE V

### Officers of the Board of Directors

Section 1. Officers. The officers of the Board of Directors shall be a Chair, a Vice Chair, and a Secretary/Treasurer. One person may hold two or more offices, except that the Secretary/Treasurer may not serve concurrently as the Chair.

Section 2. Election of Officers. The officers of the Board of Directors shall be elected by the Board of Directors at the regular January meeting of the Board or any special meeting called for that purpose, by a majority of the Directors present at such meeting, and elected Director each shall hold office until the next succeeding January meeting of the Board or until their successors are duly elected, or until the Director shall resign or shall be removed or disqualified to serve. Officers shall be elected for one-year terms and may serve for up to two additional consecutive terms for a total of three years in an office. A Director may be elected to serve in an officer position in which they have previously served for a three-year period, provided they have not served in such position during the past year.

Section 3. Other Officers. The Board of Directors may elect or authorize the election of such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors

may from time to time prescribe.

Section 4. Chair. The Chair shall preside at all meetings of the Board of Directors and shall serve as an ex-officio member of all committees. The Chair shall have authority to call special meetings.

Section 5. Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws.

Section 6. Secretary/Treasurer. The Secretary/Treasurer (i) shall keep or cause to be kept the record of all meetings of the Board and shall be the custodian of all reports and other communications of the Board, and (ii) shall supervise the financial affairs of the Corporation. The Secretary/Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws.

Section 7. Removal of Officers. An officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served thereby.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

## ARTICLE VI

### Hospital and Clinic Administration

Section 1. CEO/President of the Hospital and Clinics. The CEO/President shall be elected by the Board of Directors and shall continue in office until their resignation, removal or a successor is elected. The CEO/President shall be the chief executive officer of the Hospital and have custody of all properties and monies of the Corporation and shall be responsible to the Board of Directors, and shall cause the records of the Corporation to be kept and audited.

The CEO/President shall be qualified for their responsibilities through education and experience, and shall be responsible for complying with directives from the Board of Directors, implementing established policies in the operation of the Corporation, for enhancing liaison among the Board, Medical Staff, and Administration, and shall provide adequate information to the Board regarding Corporation operations and federal, state and local developments that may affect the Hospital. The President, or in case of their absence, their designee, shall attend regular Board meetings, and shall report orally and in writing to the Board on matters that affect the Hospital operations. The CEO/President or their designee shall attend Board committee meetings as required from time to time. The CEO/President shall serve as an ex-officio non-voting member on the Board of Directors as provided under Article III of these Bylaws.



## ARTICLE VII

### Medical Staff and Other Licensed Health Care Providers

#### Section 1. Organization.

(a) The Board of Directors shall provide for the formal organization of the physicians, podiatrists, nurse practitioners, physician assistants, dentists (hereinafter referred to as Practitioners) granted practice privileges in the Hospital into a Medical Staff (hereinafter referred to as Medical Staff) under Medical Staff Bylaws. The Board of Directors shall appoint a Medical Staff which shall be an integral part of this Corporation, not a separate or independent Corporation. The Medical Staff derives its authority from the Board of Directors and shall function in accordance with these Bylaws, as well as the Medical Staff Bylaws, Rules and Regulations, Policies and Manuals (hereinafter referred to as the “**Medical Staff Documents**”) that have been adopted by this Board. In the event of a conflict between these Bylaws and Medical Staff Documents, these Bylaws shall control.

The Medical Staff shall be responsible for the development and periodic review of Medical Staff Documents that are consistent with Hospital policy and with any applicable legal or other requirements. The Medical Staff, through its Medical Executive Committee, shall be responsible and accountable to the Board of Directors for the discharge of those duties and responsibilities delegated by the Board of Directors from time to time.

Amendments to the Medical Staff Bylaws shall be accomplished through a cooperative process involving both the Medical Staff and the Board of Directors. Medical Staff Bylaws shall be adopted, repealed or amended when approved by the Medical Staff and the Board of Directors. Approval shall not be unreasonably withheld by either. Neither the Medical Staff nor the Board of Directors shall withhold approval if such repeal, amendment or adoption is mandated by law, statute or regulation or is necessary to obtain or maintain accreditation or to comply with fiduciary responsibilities or if the failure to approve would subvert the stated moral and ethical purposes of the institution.

The Medical Staff Documents shall set forth the structure of the Medical Staff, individual Medical Staff membership, the mechanism used to review credentials and to delineate individual privileges, specific clinical privileges for each eligible individual, the mechanism by which membership on the Medical Staff may be terminated, and the mechanism for hearing procedures. The Medical Staff Documents may be augmented by other provisions of these Bylaws concerning members of the Medical Staff.

(b) The Board of Directors shall consider recommendations of the Medical Staff and, in making appointments to the Medical Staff, the Board may take into consideration the Hospital’s needs and the Practitioners’ qualifications for membership as set forth in the Medical Staff Bylaws. Each member of the Medical Staff shall have the appropriate authority and responsibility for the care of his/her patients, subject to such limitations as are contained in these Bylaws, and the Medical Staff Documents and also subject to any limitations upon which his/her Medical Staff membership and/or privileges are conditioned. The Board of Directors

shall have the authority to take any lawful action that it deems appropriate with respect to any individual applying for or appointed to the Medical Staff or who is seeking or exercising clinical privileges or the right to practice in the Hospital. Action taken by the Board of Directors in such matters may, but need not, follow the procedures outlined in the Medical Staff Documents.

Section 2. Membership and Reappointment. Hospital privileges shall be limited to members of the Medical Staff and any other medical discipline approved by the Board of Directors to practice under a Board Policy.

The Medical Staff shall be reappointed biennially, by the Board of Directors with sequencing specified by the Board of Directors. The Medical Staff shall recommend to the Board of Directors the reappointment such Practitioners in addition to other medical disciplines approved by the Board of Directors who are duly licensed to practice in the State of Oregon, and who possess the requisite skills and competence in the practice of their respective fields, who have conducted their practice in an ethical and non-disruptive manner, and who have met all other conditions of qualification established by the Medical Staff and/or Board of Directors. The Medical Staff and/or Board of Directors may modify such recommendation or make additional ones at any time.

Only those individuals granted admitting privileges by the Board of Directors may admit a patient to the Hospital and each patient's general medical condition is the responsibility of that individual who may practice only within the scope of the privileges granted by the Board of Directors.

Section 3. Appointments and Privileges.

(a) All applications for appointment to the Medical Staff shall be in writing. They shall contain full information concerning the applicant's education, licensure, practice, and previous hospital experience. All applications shall be signed by the applicant and contain a statement to the effect that the applicant agrees to abide by the Hospital's Bylaws and the Bylaws, Rules and Regulations, Policies and Manuals of the Medical Staff and Hospital.

(b) Medical Staff privileges in the Hospital may be granted, denied, revoked or modified by the Board of Directors. All appointments to the Medical Staff shall be for two (2) years or such other period of time designated by the Board of Directors. A member of the Medical Staff whose privileges are adversely affected by any decision of the Board of Directors shall be entitled to a hearing and appellate review process as shall be provided in the Medical Staff Bylaws and manuals. The Medical Staff member concerned shall be notified in writing of the final decision of the Board of Directors.

Section 4. Quality of Care.

(a) The Medical Staff shall assist and cooperate in the implementation and performance of a Quality Review Program

(b) The Medical staff shall make recommendations to the Board of Directors concerning:

- (i) Appointments, reappointments and other changes of staff status;
- (ii) Granting of clinical privileges;
- (iii) Disciplinary actions;
- (iv) All matters relating to professional competence; and
- (v) Such specific matters as may be referred to it by the Board of Directors.

Section 5. Hearings and Appeals. A Medical Staff member's rights to hearing and to appellate review shall be in accordance with the Medical Staff Bylaws, Rules and Regulations, Policies and Manuals, as approved by the Board of Directors.

## ARTICLE VIII

### Auxiliaries and Individual Volunteers

The Board of Directors may authorize the organization of groups which may, with the approval of the Board of Directors, undertake activities to promote the welfare of the Corporation and its affiliates. If the Board of Directors authorizes such groups then the Bylaws, if any, or other documents that delineate the purpose and function of such group shall be approved by the Board of Directors.

Individual volunteers who are utilized in the Hospital shall be organized and function under a policy adopted by the Board of Directors.

## ARTICLE IX

### Indemnification and Insurance

The Corporation shall indemnify each of its Directors or agents to the fullest extent permissible under the Nonprofit Act (ORS 65.387 et seq.) as the same exists or may hereafter be amended, against all expense, liability, and loss including attorneys' fees incurred or suffered by such person by reason of or arising from the fact that such person is or was a Director or agent of the Corporation, or is or was serving at the request of the Corporation, and such indemnification shall continue as to a person who has ceased to be a Director or agent and shall inure to the benefit of his or her heirs, executors and administrators. The indemnification provided in this paragraph shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in official capacity and as to action in another authorized capacity while holding office. Nothing contained herein shall be construed as providing indemnification to any person in any malpractice action or proceeding arising out of or in any way connected with such person's practice of their profession.

## ARTICLE X

### General Provisions

Section 1. Conflict of Interest. Each Director shall comply with the conflict of interest policy adopted by the Corporation.

Section 2. Voting Shares. The Corporation may vote any and all shares held by it in any other Corporation by such officer, agent or proxy as the Board of Directors may appoint, or, in the absence of any such appointment, by the Chair of the Board or by the Vice Chair, and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation and any and all securities owned or held by the Corporation requiring signature for their transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 4. Endorsement of Documents; Contracts; Etc. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person may be signed by an officer, agent or employee of Hospital and in such manner as from time to time shall be determined by the Board of Directors, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Oregon Nonprofit Corporation Act shall govern the construction of these Bylaws. In construing these Bylaws, the singular may be taken as the plural and a pronoun as either gender.

Section 6. Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

## ARTICLE XI

### Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31.

## ARTICLE XII

### Amendments


Section 1. Amendment By Board of Directors. The Board of Directors may amend, repeal or alter, in whole or in part, the Bylaws of the Corporation by a two-thirds (2/3) vote of the Board of Directors at any duly held meeting.

## CERTIFICATE OF SECRETARY/TREASURER

I, the undersigned, hereby certify that:

1. I am the Secretary/Treasurer of SANTIAM MEMORIAL HOSPITAL; and
2. The foregoing Bylaws were duly approved and adopted by the Board of Directors on December 13, 2023, and constitute the Bylaws of the Corporation in effect as of this date.

Dated this 19<sup>th</sup> day of January, 2024.

DocuSigned by:  
  
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Secretary/Treasurer