Exhibit D

Draft Governance Documents

BYLAWS

OF

CASCADE HIGH VALUE NETWORK

ARTICLE 1

OFFICES

Section 1.1 Registered Office . The registered office of Cascade High Value Network. ("Corporation") in the State of Oregon shall be as stated in the Articles of Incorporation of the Corporation ("Articles"), or as established by the Board of Directors "Board") from time to time.

Section 1.2 Principal and Other Offices. The Corporation's principal office shall be as stated in the Articles, or as established by the Board from time to time. The Corporation may have such other offices within and without the State of Oregon as the Board of Directors may determine.

ARTICLE 2

MEMBERS

Section 2.1 Members. The Members of the Corporation ("Members") are the hospitals listed on Attachment A hereof or subsequently admitted as Members pursuant to Section 2.4. Any Member that is admitted to the Corporation on or before January 1, 2026 shall be designated a "Founding Member." Each Founding Member shall have the right to appoint one Director to the Board of Directors as set forth herein.

Section 2.2 Reserved Rights. The Corporation may not, and the Board will not cause the Corporation to, take any of the following actions without receiving approval of two-thirds (2/3) of all the Members:

(a) Admit additional Members or remove existing Members;

(b) Substantially change the present or now intended nature of the Corporation's operations or its mission;

(c) Amend the Articles or these Bylaws; or

(d) Voluntarily dissolve, merge, convert, or sell or transfer all or substantially all of the Corporation's assets to another entity in one transaction or a series of related transactions.

Section 2.3 Members Powers. In addition to the powers set forth above in Section 2.2, the Members shall:

(a) Except with respect to Founding Directors, elect the Board of Directors as provided in Article 3 of these Bylaws; and

(b) Exercise all other powers expressly reserved to the Members pursuant to the Corporation's Articles and these Bylaws.

Section 2.4 Admission of Additional Members; Transfer. The Members may admit additional Members upon consent of two-thirds (2/3) of all Members. Memberships in the Corporation are not transferable.

Section 2.5 Resignation. A Member may resign as such at any time by tendering such resignation in writing to the Chair of the Corporation. Such resignation shall be effective one hundred eighty (180) days after it is tendered by such Member unless a later date is specified. Such resignation shall not relieve the Member from any outstanding financial obligations (including dues and assessments approved by the Board prior to such resignation) to the Corporation, unless otherwise determined by the unanimous consent of the remaining Members. If all the Members resign or otherwise cease to be Members, the Corporation shall have no members.

Section 2.6 Dues and Assessments. Upon Board approval, the Members may make certain equal or unequal financial contributions to the Corporation as a condition of initial membership or otherwise. A Member which fails to make an agreed upon contribution within ninety (90) days of the agreement to make it may be removed by the remaining Members in accordance with Section 2.2. Except as otherwise provided in this Section, no dues or assessments shall be levied upon a Member or imposed as a condition of membership in the Corporation.

Section 2.7 Affiliated Persons. The Board of Directors may, from time to time, establish classes of persons affiliated with the Corporation. Such persons may be referred to as "members" but shall not be considered Members of the Corporation within the meaning of Chapter 65 of the Oregon Revised Statutes ("Oregon Nonprofit Corporation Law") or these Bylaws and shall have no vote on any matter before the Corporation. The Board may establish annual dues payable by such persons associated or affiliated with the Corporation and such other rules pertaining to such persons as the Board may determine from time to time. The Corporation may request or accept voluntary contributions from such persons, Members, or others.

Section 2.8 Hospital Participation Agreement. Each Member shall enter into a Hospital Participation Agreement with the Corporation that sets forth the terms of the Corporation's Clinical Integration Program and its value-based contracting activities with Purchasers. Upon the termination of the Member Participation Agreement with respect to any Member, such Member shall automatically cease to be a Member of the Corporation.

Section 2.9 Membership Eligibility Following System Affiliation. In the event a Member becomes part of or affiliates with an integrated health system comprised of two (2) or more hospitals, the Member's continued eligibility to participate in the Corporation shall be subject to review and determination by the Members, to ensure alignment with the mission and objectives of the Corporation. The Member's continued eligibility must be approved by unanimous vote of the disinterested Members.

ARTICLE 3

ACTIONS AND MEETINGS OF MEMBERS

Section 3.1 **<u>Actions By Each Member</u>**. Each Member shall take action concerning the Corporation in a manner consistent with the Member's articles of incorporation and bylaws. A Member's vote may be cast by the president of the Member corporation, or by any other officer or proxy appointed by the president of such corporation, in the absence of express notice of the designation of some other person by the board of directors or bylaws of the Member corporation. Such record shall be delivered to the Chair or Vice-Chair of the Corporation and documented in the records of the Corporation.

Section 3.2 **<u>Annual Meeting</u>**. The annual meeting of the Members shall be held each year on the date and at such time and place as may be designated by the Chair of the Corporation. Any the annual meeting, the Members shall elect the Directors of the Corporation and conduct such other business as may properly come before the Members.

Section 3.3 **<u>Special Meetings</u>.** Special meetings of the Members, for any purpose or purposes appropriate for action by Members, may be called by the Chair or by ten percent or more Members of the Corporation. A person or persons entitled to call a special meeting of the Members may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting and give notice thereof. If a special meeting is demanded by the Members, the meeting must be held in the county where the Corporation's principal executive office is located or solely by means of remote communication as provided in Section 3.8.

Section 3.4 **<u>Notice of Meetings</u>.** Notice of all meetings of the Members stating the date, time, and place of the meeting must be given to each Member not less than five (5) nor more than sixty (60) days before the meeting ("<u>Notice</u>"). As applicable, the Notice must include information specifying how the Members may participate remotely. If a meeting has been adjourned, then its continuation shall not require additional Notice under this section.

The Notice shall include proposed agenda items, but, except in the case of a special meeting, failure to include an agenda item will not prevent action from being taken, unless otherwise required by law or these Bylaws. Any Notice for a meeting to propose an amendment to the Articles or Bylaws must contain the substance of the proposed amendment.

Notice shall be delivered personally; sent by electronic mail to an electronic mail address at which the Member has consented to receive notice; posted on an electronic network on which the Member has consented to receive notice together with a separate notice to the Member of the specific posting; mailed, first class postage prepaid; or provided by such other means as the Secretary deems fair and reasonable under the circumstances. Notice is effective when given.

Any Member may waive notice of any meeting of the Members. Waiver of notice shall be effective whether given before, at, or after the meeting and whether given orally, in writing, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting.

Section 3.5 **<u>Quorum</u>**. The presence (in person, participating pursuant to Section 3.8, or represented by proxy) of a majority of the Members shall constitute a quorum at a meeting of the Members for the purpose of taking any action other than adjourning such meeting. If a quorum of Members is not represented at a meeting, the Members present shall constitute a quorum for the sole purpose of adjourning such meeting, and the majority of the Members so present may adjourn the meeting to such date, time, and place as they shall announce at the time of adjournment. Any business that might have been transacted at the adjourned meeting if a quorum had been present, may be transacted at the meeting held pursuant to such an adjournment and at which a quorum shall be represented. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of a number of Members leaves less than the number otherwise required for a quorum.

Section 3.6 **<u>Voting; Proxies</u>**. Each Member is entitled to one vote on the matters with respect to which the Members have voting rights, and each Member has equal rights and privileges. A majority of the votes entitled to be cast by the Members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, except where a different vote is required by law, the Articles, or these Bylaws (including but not limited to Section 2.2).

A Member may cast the Member's vote in person or by proxy. A Member may cast or authorize the casting of a vote by proxy by filing a written appointment of a proxy (whether in hard copy or by authenticated electronic communication) with the Secretary of the Corporation at or before the meeting at which the appointment is to be effective.

The appointment of a proxy shall be valid for eleven (11) months, unless a longer period is expressly provided in the appointment, except that a proxy may not be valid for more than three (3) years from its date of execution. All questions regarding the qualification of voters, the validity of appointments of proxies, and the acceptance or rejection of votes shall be decided by the Secretary of the Corporation. A Member may revoke a proxy appointment at any time by (1) attending a meeting and voting in person, or (2) signing and delivering to the Secretary of the Corporation either a written statement that the Member is revoking the proxy appointment or a later appointment of an alternative proxy.

Section 3.7 **Unanimous Action without a Meeting**. Members may approve actions to be taken by the Corporation without a meeting of the Members if the action is approved by all of the Members entitled to vote on the action. The action must be evidenced by one or more written consents that describe the action taken, be signed by all Members entitled to vote, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. .

Section 3.8 **Meeting by Means of Remote Communication**. Unless restricted by the Board of Directors, a Member may participate in any meeting of the Members by, and a meeting of the Members may be held solely by, one or more means of remote communication, including electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis if the same notice is given of the meeting as would be required for a meeting at a designated place, and if the number of Members participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a meeting in this manner constitutes presence at a meeting. When a meeting is conducted under this Section, reasonable measures shall be implemented to ensure each person deemed present and entitled to vote at the meeting (a) is an individual entitled to vote at meetings of the Members pursuant to Article 3 of these Bylaws, and (b) has a reasonable opportunity to participate in and vote on matters at the meeting.

Section 3.9 **Action by Ballot**. An action that may be taken at a regular or special meeting of the Members may also be taken without a meeting if the Corporation mails or delivers to every Member a written ballot describing the proposed actions and providing an opportunity to vote for or against each proposed action. Solicitations under this Section shall indicate the number of responses necessary to meet quorum requirements, the percentage of approvals necessary to approve each action and the time by which the ballot must be received by the Corporation to be counted. Approval under this Section is valid only if the number of ballots received equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting of which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may be delivered to the Member and the Corporation (as applicable) personally, sent by electronic mail, posted on an electronic network together with a separate notice to the Member or the Corporation as applicable of the specific posting, or mailed, first class postage prepaid.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1 **General Powers**. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "Board," each individually a "Director"). In addition to the powers conferred upon the Board by these Bylaws, the Board may exercise all powers of the Corporation and perform all acts which are not prohibited by law, by the Articles or by these Bylaws, all as may be amended.

Section 4.2 **Number**. The total number of Directors of the initial Board shall equal the number of Founding Members. The Board may set the number of Directors on the Board and may increase or decrease that number from time to time, provided, however, that the Corporation must have no fewer than three (3) Directors. No decrease in the number of Directors pursuant to this section shall cause the removal of any Director then in office.

Section 4.3 **Qualifications**. Directors shall be natural persons. Each Director shall demonstrate the Director's willingness to accept responsibility for governance and the Director's availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Corporation.

Section 4.4 **Initial Appointment.**. The initial Board of Directors shall be appointed, with each Founding Member having the right to appoint one (1) Director (each a "Founding Director") to serve on the Board. Each Founding Member shall also have the authority to remove or replace its Founding Director at any time by written notice to the Chair.

Section 4.5 **Term and Election**. The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms the Director may serve. The Founding Members shall be ex-officio members with vote entitled to appoint one Director; any additional Directors shall be elected by a vote of the majority of Members at an annual meeting or such special meeting as may be called for the purpose of electing Directors.

Section 4.6 **Vacancy**. In the event of a vacancy on the Board of Directors caused by the death, resignation, removal, or incapacity of a Founding Director appointed by a Founding Member, the Founding Member who appointed the vacating Founding Director shall have the right to appoint a replacement Founding Director to serve the remainder of the applicable term. For any other Director (not appointed by a Founding Member) the vacancy may be filled by the majority vote of the Directors then on the Board of Directors.

Section 4.7 **Removal of Directors**. A Director may be removed at any time with or without cause by 2/3 of Members or the Board of Directors. No removal shall affect a Founding Member's right to appoint a director to the Board.

Section 4.8 **Resignation**. Any Director may resign at any time by giving written notice of such resignation to the Chair or Secretary. Such resignation shall be effective upon delivery, unless a later date is specified in the notice. In the event of resignation of a Director appointed by a Founding Member, the Founding Member shall be entitled to appoint a replacement.

Section 4.9 **Compensation**. Directors shall not receive compensation from the Corporation for services as a Director. Notwithstanding the foregoing, Directors may receive reasonable compensation for services rendered to the Corporation in any other capacity. No part of the compensation of an employee of the Corporation, or an employee of a Member, who also is a Director of the Corporation shall be compensation for services as a Director.

Section 4.10 **Confidentiality**. From time to time, confidentiality at meetings of the Board may be vital to promoting free and candid discussions, deliberations, records, and other information generated in connection with the activities of the Board. The Chair or the

Corporation's legal counsel may designate certain agenda items or topics as confidential. Directors shall make no disclosure with regard to these confidential items or topics except as authorized by the Chair or otherwise required by law. For all other agenda items or topics, Directors shall exercise prudent judgment with regard to whether the information should be disclosed to others.

ARTICLE 5

MEETINGS OF THE BOARD

Section 5.1 **Place and Time of Meetings**. The Board may hold its annual, regular, and special meetings at such places, within or without this state, as determined by the Chair or the Chair's designee unless the Board determines otherwise. The Board may determine that one or more meetings of the Board shall be held solely by means of remote communication pursuant to Section 5.9 below. Such authorization may be general or confined to specific instances.

Section 5.2 **Annual Meetings**. The Board shall hold an annual meeting. At each annual meeting, the Board shall elect officers and shall conduct such other business as may properly come before it.

Section 5.3 **Regular Meetings**. In addition to the annual meeting, the Board shall hold regular meetings as the Chair, or the Chair's designee, shall determine. At each regular meeting, the Board shall conduct such business as may properly come before the meeting.

Section 5.4 **Special Meetings**. Special meetings of the Board may be called by the Chair or upon written request of any two (2) or more Directors. A person entitled to call a special meeting of the Board may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting and give notice thereof.

Section 5.5 **Notice of Meeting**. Not less than ten (10) days' written notice of the annual meeting of the Board, excluding the day of the meeting, shall be given to all Directors. Not less than five (5) days' written notice of a regular meeting, and three (3) days' written notice of a special meeting of the Board, excluding the day of the meeting, shall be given to all Directors.

No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles or these Bylaws will be proposed must contain the substance of the proposed amendment. Meeting notices shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item. Notice of a meeting to be held solely by means of remote communication shall include a statement identifying the means by which the Directors may participate in such meeting.

Notice shall be delivered personally, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary.

Notwithstanding the foregoing, no written notice of any regular meeting of the Board is required if the date, time and place of the meeting was announced at a previous regular meeting of the Board. Any Director may waive notice of any meeting of the Board in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened or before a vote on a matter not noticed in conformity with law, the Articles or these Bylaws and does not participate in the meeting or vote on the objected to action as the case may be. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 5.6 **<u>Quorum and Voting</u>**. The presence of a majority of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of the Directors that were originally present leaves less than the proportion or number otherwise required for a quorum. Participation in a meeting by remote communication pursuant to Section 5.9 below constitutes presence at a meeting. At any meeting of the Board, except as otherwise provided in the Articles or these Bylaws, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting shall be sufficient to transact any business.

Proxy voting shall not be permitted.

Section 5.7 **<u>Rules of Procedure</u>**. The Board may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws, or Oregon law. In the absence of Board action, the Chair may establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or Oregon law.

Section 5.8 **<u>Action without Meeting</u>**. An action required or permitted to be taken at a meeting of the Board may be taken by written action signed by all of the Directors then in office. A written action is effective when it is signed by all of the Directors unless a different effective time is provided in the written action. A Director may consent to a written action to be taken pursuant to this Section 5.8 by authenticated electronic communication (including consent by email). A communication is "authenticated" if it is delivered an officer or agent of the Corporation authorized to receive the communication, and that the communication sets forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender.

Section 5.9 **Remote Communications for Board Meetings**. One or more Directors may participate in a meeting of the Board by means of a conference telephone or, unless restricted by the Board, by another means of remote communication, in each case through which that Director, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Chair, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE 6

OFFICERS

Section 6.1 **Number**. The Corporation shall have the following Officers of the Board: (a) a Chair; (b) a Vice-Chair (c) a Treasurer; (d) a Secretary; and (e) any additional officers appointed pursuant to Section 6.6. Officers must be natural persons that the Board elects or appoints. Except as provided in these Bylaws, the Board shall fix the powers and duties of all officers. An individual may hold more than one office of the Board at the same time.

Section 6.2 **Chair**. Unless provided otherwise by a resolution adopted by the Board, the Chair shall be the Chair of the Corporation and shall preside at each meeting of the Board. The Chair may certify proceedings of the Board. In addition, unless the Chair or the Board delegate these duties to another agent of the Corporation, the Chair shall: (i) have general active management of the business of the Corporation; (ii) see that all orders and resolutions of the Board are carried into effect; (iii) sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board to some other officer or agent of the Corporation; (iv) have the general powers and duties generally vested in the office of a chief executive of a nonprofit corporation; and (v) perform such other duties as the Board may prescribe from time to time.

Section 6.3 **Vice-Chair**. Unless provided otherwise by a resolution adopted by the Board, the Vice-Chair shall have authority in the absence of the Chair or in the event of his or her removal, death or refusal to act to perform the duties of the Chair. He or she shall perform such other duties as the Chair or Board of Directors may from time to time specify.

Section 6.4 **Treasurer**. Unless provided otherwise by a resolution adopted by the Board, the Treasurer shall be chief financial officer of the Corporation. The Treasurer shall: (i) ensure accurate accounting and financial records for the Corporation are kept; (ii) ensure that all moneys, drafts, and checks in the name of and to the credit of the Corporation are deposited in such banks and depositories as the Board of Directors shall designate from time to time; (iii) ensure that all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors are endorsed for deposit, making proper vouchers therefore; (iv) oversee the disbursement of corporate funds and checks and drafts in the name of the Corporation as ordered by the Board of Directors; (v) render to the Chair and the Board, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation, and (vi) perform such other duties as the Board may prescribe from time to time. The Board or the Treasurer may delegate the responsibilities of the Treasurer to one or more agents of the Corporation, provided, however, that such individual(s) shall be subject to the oversight and control of the Treasurer. The Treasurer shall at all times retain the ultimate responsibility for the financial affairs of the Corporation.

Section 6.5 **Secretary**. The Secretary shall (i) be responsible for ensuring that all actions and the minutes of all proceedings of the Board and of the Members are maintained in the records of the Corporation; (ii) give or cause to be given any required notice of meetings of the Board and of the Members; and (iii) perform such other duties and have such other powers as the Board may from time to time prescribe. If the Secretary position is vacant or the Secretary is unavailable, the Chair or the Chair's designee shall perform the duties of the Secretary.

Section 6.6 **Other Officers**. The Board may appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Any other officers shall hold office at the discretion of the Board and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 6.7 **Election and Term of Office**. All officers shall be elected by the Board for two year terms. The Chair and Vice-Chair must be elected from among the Board; other officers need not be members of the Board. An officer shall hold office until the officer's successor shall have been elected or until the officer's prior death, resignation or removal from office as hereinafter provided.

Section 6.8 **Removal and Vacancies**. Any officer appointed or elected by the Board shall hold office at the pleasure of the Board and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Directors present.

Section 6.9 **Delegation**. An officer may, without further action of the Board, delegate some or all of the duties and powers of his or her office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

ARTICLE 7

COMMITTEES

Section 7.1 **Committees**. The Board may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the Directors in office. Such committees shall have the authority of the Board in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of the Directors currently holding office. However, such committees, other than a special litigation committee, shall at all times be subject to the direction and control of the Board. Committee members must be natural persons. Unless otherwise provided by the Articles or these Bylaws, committee members need not be Directors.

Section 7.2 **Committee Procedures**. The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

Section 7.3 ***Ex Officio* Member**. The Chair, or the Chair's designee, shall be an *ex officio* nonvoting member of each committee of the Corporation.

ARTICLE 8

FISCAL MATTERS

Section 8.1 **Accounting Year**. The accounting year of the Corporation shall end on December 31 each year.

Section 8.2 **Contracts**. The Board may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the Chair or Vice-Chair or, in the absence of the Chair or Vice-Chair or pursuant to a delegation by the Chair or Vice-Chair, by such officer designated to act in the place of or in the absence of the Chair or Vice-Chair, without specific Board authorization.

Section 8.3 **Loans**. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts, or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized in writing by or upon written resolution of the Board. Such authorization and approval may be general or confined to specific instances.

Section 8.4 **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors or by the Chair or Treasurer upon delegation by the Board. Unless otherwise determined by the Board, the Chair and Treasurer may execute checks and drafts in the ordinary course of business.

Section 8.5 **Deposits**. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board, or the Chair or Treasurer upon delegation by the Board, may select.

Section 8.6 **Maintenance of Records; Audit**. The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and actions and minutes of meetings of the Members and the Board, and committees having any of the authority of the Board for the last six (6) years. All such other records shall be open to inspection upon the demand of any Director or Member. The Board shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board, at such times as it may deem necessary or appropriate.

Section 8.7 **Corporate Seal**. The Corporation shall have no corporate seal.

ARTICLE 9

INDEMNIFICATION; LIMITED LIABILITY AND INSURANCE

Section 9.1 **Indemnification.** The Corporation will indemnify to the fullest extend not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, Officer, employee, volunteer, or agent of the Corporation. No amendment to this Article 9 that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date of the notice of the amendment is given to the person. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Section 9.2 **Insurance**. The Corporation shall use its best efforts to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board.

ARTICLE 10

CONFLICTS OF INTEREST

The Chair shall develop, for the Board of Directors' approval, a conflict-of-interest policy that shall apply to all Directors, officers, and committee members. Such policy shall require Directors, officers, and committee members to annually acknowledge reviewing the conflict of interest policy.

ARTICLE 11

AMENDMENTS

The Articles and these Bylaws may be altered, amended, or restated to omit or include any provision which could be lawfully omitted or included at the time of such amendment. To be adopted, such amendment or amendments must receive the approval of (i) the Board of Directors and (ii) two-thirds (2/3) of the Members of the Corporation. Notice of a meeting of the Board or the Members at which amendments to the Articles or Bylaws will be considered must include the substance of the proposed amendment.

ARTICLE 12

GENERAL

Section 12.1 Dissolution. If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the Members (provided that such Members are then are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Code section 501(c)(3)) in an equitable fashion based on the relative financial contributions of the Members to the Corporation. If no Member is then in existence or so qualified, the Board of Directors shall cause the assets of the Corporation to be disposed of to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all assets shall be surrendered to the Circuit Court in the county in which the Corporation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under Code section 501(c)(3).

Section 12.2 Procedure. If the Bylaws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.

Section 12.3 Consents. Wherever the Board's or the Members' consent, approval or decision is required within these Bylaws, the Board and Members agree that such consent, approval or decision shall be made in a reasonable, good faith manner.

CERTIFICATION

The undersigned, as Chair of Cascade High Value Network, an Oregon nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by the Board of Directors at a duly held meeting at which a quorum was present on _______________.

____

__________, Chair

ATTACHMENT A
CORPORATION MEMBERSHIP

Founding Members

______________________________	______________________________
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