

State of Oregon

Department of Commerce Corporation Division

Certificate of Incorporation

OF

MID-WILLAMETTE VALLEY HOSPICE

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

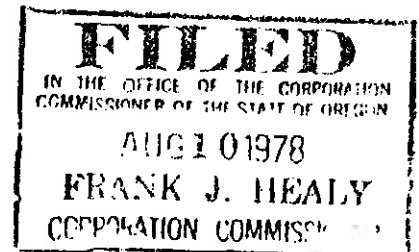
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 10th day of August, 1978.



Frank J. Healy
Corporation Commissioner

By Shirley Smith
Chief Clerk

ARTICLES OF INCORPORATION
of the
MID-WILLAMETTE VALLEY HOSPICE



ARTICLE I. Name

The name of this non-profit corporation, organized pursuant to ORS Chapter 61, shall be Mid-Willamette Valley Hospice.

ARTICLE II. Period of Duration

The period of duration of said corporation shall be perpetual.

ARTICLE III. Purpose

The purpose of the corporation shall be to develop a program for meeting the needs of the terminally ill and their families living in the Mid-Willamette Valley of Oregon.

ARTICLE IV. Activities

The corporation shall be restricted to activities of a religious, charitable, scientific, literary or educational nature consistent with the purposes of the corporation within the meaning of Section 501(c) of the Internal Revenue Code of 1954. However, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, employees or agents or any other private person or organization, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above in Article III; no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence

legislation; the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or by a corporation, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE V. Registered Agent

The name of the initial registered agent of the corporation shall be Helen Murray. The registered agent of the corporation may be changed from time to time by the Board of Directors.

ARTICLE VI. Registered Office

The address of the initial registered office of the corporation shall be the Marion County Health Department, 3180 Center Street N.E., Salem, Oregon 97301. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VII. Board of Directors

The initial Board of Directors of the corporation shall be as follows:

Denise B. Schreiter
1607 Center Street N.E.
Salem, Oregon 97301

Richardson A. Wilson
875 20th Street N.E.
Salem, Oregon 97301

Dean Brooks
Oregon State Hospital
2600 Center Street N.E.
Salem, Oregon 97301

Mariaune Babcock
2055 Hollywood Drive N.E.
Salem, Oregon 97303

Helen Murray
Marion County Health Department
3180 Center Street N.E.
Salem, Oregon 97301

Steven Goldberg
695 Cottage Street N.E.
Salem, Oregon 97301

Jocelia Adams
P.O. Box 242
Amity, Oregon 97101


Wilma Ludwig
Rt. 2, Box 157-H
McMinnville, Oregon 97120

Laverne M. Kludskofsky
680 N.W. 1st
Dundee, Oregon 97115

ARTICLE VIII. Incorporators

The incorporators of the corporation shall be the same as the initial Board of Directors, set forth in Article VII above.


DENISE B. SCHREITER


RICHARDSON A. WILSON

Dean Brooks
DEAN BROOKS

Marianne Babcock
MARIANNE BABCOCK

Helen Murray
HELEN MURRAY

Steven Goldberg
STEVEN GOLDBERG

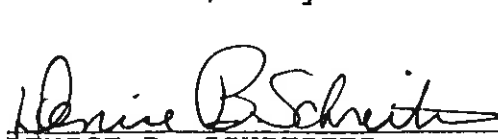
Joecelia Adams
JOCELIA ADAMS

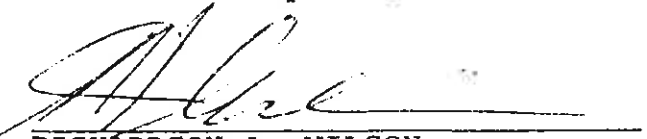
Wilma Ludwig
WILMA LUDWIG

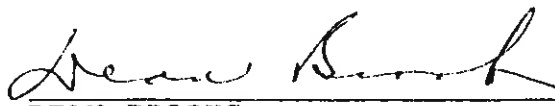
Laverne M. Kludstrosky
LAVERNE M. KLUDSTROFSKY

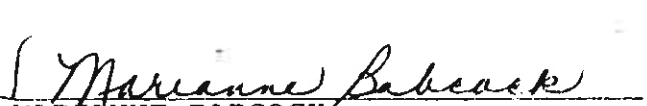
Articles of Incorporation
Page 5.

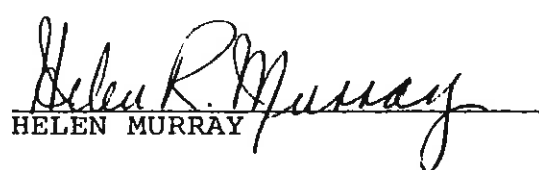
We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing Articles of Incorporation, and to the best of our knowledge and belief, they are true, correct and complete.


DENISE B. SCHREITER


RICHARDSON A. WILSON


DEAN BROOKS



MARIANNE BABCOCK


HELEN MURRAY


STEVEN GOLDBERG


JOELIA ADAMS


WILMA LUDWIG


LAVERNE M. KLUDSIKOFSKY

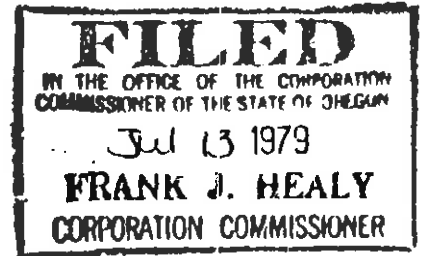
DATED this 9 day of August, 1978.

12-N
7-71

Articles of Amendment—Nonprofit

H-06-03A
rev.8-79

Submit in duplicate
Filing Fee: \$5.00



Articles of Amendment
of

MID-WILLAMETTE VALLEY HOSPICE

Pursuant to ORS 61.370 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is MID-WILLAMETTE VALLEY HOSPICE

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

ARTICLE IX

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization the remaining assets shall be distributed to an non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

WVHCHA000474

3. (Check below the statement which is appropriate:)

- The amendment was adopted at a meeting of the Board of Directors on June 30, 19 79, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- The amendment was adopted at a meeting of the members on _____, 19 _____, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Present (not new) Corporate Name

By Kathleen Boeve and Helen R. Murray
Its _____ President Its _____ Secretary
Dated Aug. 3, 19 79

04717484
STATE OF OREGON
JANIE EDWARDS
CORPORATION COMMISSIONER

ARTICLES OF INCORPORATION
OF

MID-WILLAMETTE VALLEY HOSPICE FOUNDATION, INC.

The undersigned natural persons of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporations Act, adopt the following Articles of Incorporation:

ARTICLE 1

The name of this corporation is Mid-Willamette Valley Hospice Foundation, Inc., and its duration shall be perpetual.

ARTICLE 2

The purposes for which this corporation is organized are to engage in any lawful activity for which corporations may be organized under Chapter 61 of the Oregon Revised Statutes.

This corporation is organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code. These purposes include the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

ARTICLE 3

The address of the initial registered office of the corporation is 494 State Street, Salem, Oregon 97301. The name and telephone number of its initial registered agent at such address is Susan M. Bolder, 588-3600.

The address to which the Corporation Commissioner may mail

notices as required by ORS Chapter 61 is 494 State Street, Salem, Oregon 97301.

ARTICLE 4

The number of directors constituting the initial Board of Directors of the corporation is five, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Paul Jacquin	4121 Croisan Creek Rd., S., Salem, OR 97302
Marvin C. Abeene	1308--34th Ave., NW., Salem, OR 97304
Nancy Sayan	1960 Church St., NE., Salem, OR 97301
Richard H. Grant	3577 Camellia Dr., S., Salem, OR 97302
Peter A. Rasmussen	1234 Commercial St., SE., Salem, OR 97302

Each year the Board of Directors shall elect their successors from among the members of the Board of Directors of Mid-Willamette Valley Hospice, Inc., an Oregon corporation, or any successor corporation, in accordance with the By-Laws of this corporation.

ARTICLE 5

The name, address, and telephone number of the incorporator are: Ben C. Fetherston, Jr., 880 Liberty Street, NE., P.O. Box 2206, Salem, Oregon 97308-2206, 581-1542.

ARTICLE 6


No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be attempting to influence legislation, and the corporation shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

ARTICLE 7

Upon the dissolution of the corporation, the Board of Directors shall apply and distribute the assets of the corporation as follows: (1) all liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor; (2) assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; (3) any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.



Ben C. Fetherston, Jr.

DATED: September 23, 1986

SUBMIT THE ORIGINAL
AND ONE TRUE COPY
(831.115) \$10.00

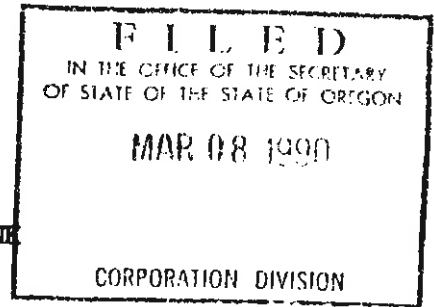
**SECRETARY OF STATE
CORPORATION DIVISION**
158 12th Street NE
Salem, OR 97310-0210

H-06-03B
rev.3-90

Registry Number:

130429-16
(If known)

**ARTICLES OF AMENDMENT
Nonprofit Corporation**



PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

Mid-Willamette Valley Hospice

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on January 18, 1990. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

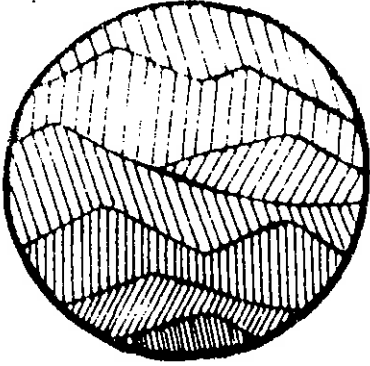
Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Execution: Denis Carnaby - Denis Carnaby Executive Director
Signature Printed Name Title

Person to contact about this filing: Denis Carnaby (503) 588-3600
Name Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, 158 12th Street NE, Salem, Oregon 97310-0210. If you have any questions, please call (503) 378-4166.



Mid-Willamette Valley Hospice

P.O. Box 229, Salem, Oregon, 97310
Telephone 325-9122

Board of Directors

March 5, 1990

Dr. Rasmussen, M.D.

Dr. ...

Dr. ...

...

...

...

...

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Secretary of State
Corporation Division
158 12th Street, NE
Salem, Oregon 97310

ARTICLES OF AMENDMENT

NON-PROFIT CORPORATION

1. The present corporate name is: MID-WILLAMETTE VALLEY HOSPICE
2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Non-profit Corporation Act.

ARTICLE TEN
(OPTIONAL PROVISIONS)

To the greatest extent permitted by law, directors and uncompensated officers of the corporation shall have no liability to the corporation or its members for their conduct.



Fee: \$10.00

Submit the original and one true copy

Registry Number: 130429-16

Corporation Division - Business Registry
Public Service Building
255 Capitol St NE, Ste 151
Salem OR 97310-1327

503 986 2200 Fax: 503 378 4381

THIS SPACE FOR
OFFICE USE ONLY

FILED

APR 15 1998

**OREGON
SECRETARY OF STATE**

**ARTICLES OF AMENDMENT
Nonprofit Corporation**

1. Name of the corporation prior to amendment:

MID-WILLAMETTE VALLEY HOSPICE, INC.

2. State the article number(s) and set forth the article(s) as it is amended to read or attach a separate sheet.

ARTICLE 1

The name of the corporation is Willamette Valley Hospice, Inc., and its duration shall be perpetual.

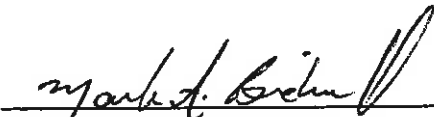
3. The amendment was adopted on June 26, 1997.

4. Check the appropriate statement:

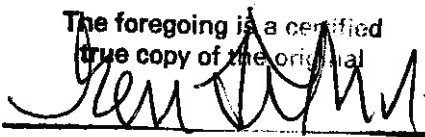
Membership approval **was not** required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval **was** required. The membership vote was as follows:

Class or Series of Shares	No. of Shares Outstanding	No. of Votes Entitled to be Cast	No. of Votes Cast FOR	No. of Votes Cast AGAINST

Execution:  Mark H. Bidwell Pres
Signature Printed Name Title

Person to contact about this filing: Ben C. Fetherston, Jr. 503 581 1542

The foregoing is a certified true copy of the original

Of Attorneys for corp

**BYLAWS
of
Willamette Vital Health
an Oregon nonprofit corporation**

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**BYLAWS
of
Willamette Vital Health
an Oregon nonprofit corporation**

**ARTICLE 1
PURPOSE**

1.1 Purposes and Powers.

Except as restricted pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the corporation may engage in any activity lawful for public benefit corporations pursuant to the Oregon Nonprofit Corporation Act. In addition, the specific purposes for which the corporation exists include:

- a. Operate and provide comprehensive programs for seriously ill patients and their families, including, but not limited to hospice, palliative, and foster home care.
- b. Provide bereavement services to the community at large and anyone in need of grief support.
- c. Provide a comprehensive program of community education on various related topics including caring for a seriously ill family member, legal preparations for end-of-life, as well as end-of-life care.

**ARTICLE 2
MEMBERS**

2.1 No Members. The corporation shall have no members.

**ARTICLE 3
BOARD OF DIRECTORS**

3.1 General Powers.

All corporate powers shall be exercised by, or under the authority of, the Board of Directors and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

3.2 Number, Tenure, and Qualifications of Directors.

The authorized number of directors shall be not less than seven (7) (minimum number) nor more than fifteen (15) (maximum number). The current number of directors shall be within the limits specified above, and as determined (or as amended from time to time) by resolution adopted by the directors.

- a. Each director shall hold office for an initial term of three (3) years.
- b. Upon the expiration of a director's initial 3-year term, a director may be reelected to the Board of Directors for an additional one (1) year term without limitation on the number of successive terms.

- c. Each year of a director's term, including the first year of an initial term, shall commence on September 1 and shall end on August 31. However, if a director's term expires, the director may continue to serve until the director's successor has been elected, or until there is a decrease in the number of directors.
- d. Directors do not need to be residents of Oregon.

3.3 Election of Directors.

Prior to September 1, the Board shall nominate and elect or re-elect directors to fill any vacancy on the Board by a majority vote of directors present.

Board vacancies may be filled by former directors whose terms have expired or any other person the Board nominates and elects. Directors elected to fill a vacancy at other times shall serve only until the next elections.

3.4 Regular Meetings of the Board of Directors.

Prior to the start of the calendar year, the President shall coordinate the dates, time, and place for the year.

3.5 Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by:

- a. the President, or
- b. the Chief Executive Officer; or
- c. any two Directors.

Any Special Meeting shall be held at the principal office of Willamette Vital Health, similarly convenient location, or electronically.

3.6 Notice of Meetings

1. **Regular Meetings.** Other than the schedule of meetings provided, no other notice of regular meeting is required.
2. **Special Meetings.** At least one-week prior notice shall be given to each director of any special meeting of the board. Such notice may be oral or written and may be by first class mail or electronically. The notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
3. **Waiver of Notice.** Any director may at any time waive notice of any meeting. Except as provided below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business and 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 action taken at the meeting.

Unless otherwise provided herein, neither the business to be transacted at, nor the

purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.7 Directors' Quorum.

A quorum of the Board of Directors for a regular or special Director meeting shall consist of a majority of the Directors holding office immediately before the meeting begins.

3.8 Majority Action as Board Action.

The act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless the Articles of Incorporation or these bylaws require a greater percentage.

3.9 Meeting Information

1. **Participation.** Directors may participate in or conduct a regular or special meeting through the use of, any means of electronic or telephonic communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- a. The director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting;
 - b. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - c. The director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.
2. **Decisions by Mail or Email.** Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the members of the Board.
 - a. A clearly stated motion must be sent to all of the Directors on the Board of Directors by mail, fax or email, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass.
 - b. If the motion is sent by email then each Director must send their vote by email in reply, in which case no signature is necessary.

Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

3.10 Removal of Directors.

A Director may be removed from office, with or without cause, as permitted by and in accordance with Oregon law.

3.11 Board of Directors' Vacancies.

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in

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the number of directors, the Board may fill the vacancy by majority vote of the directors present. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

The term of a director elected to fill a vacancy expires at the end of the predecessor's term. Upon completion of the partial term, the director is eligible for election under 3.2 and 3.3 of this article.

3.12 Directors' Compensation.

By resolution of the Board of Directors, each director may be paid expenses, if any, of attendance at each meeting of the Board of Directors but shall not receive any other compensation as director or for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.13 Conflict of Interest.

The corporation shall adopt and comply with a conflict of interest policy that adheres to IRS laws and regulations. Directors shall ensure that the corporation's conflict of interest policy is followed as established by the Board of Directors. Notwithstanding the foregoing, transactions must not violate any applicable state or federal law or regulation including, without limitation, those applicable to the Oregon Health Plan, Medicare, or Medicaid.

ARTICLE 4 OFFICERS

4.1 Number of Officers.

The officers of the corporation shall be a president, a vice-president, a treasurer, and a secretary, each of whom shall be appointed by the Board of Directors. Such other officers as deemed necessary may be appointed by the Board of Directors.

4.2 Election.

Prior to September 30, the Board shall nominate and elect officers by a majority vote of directors present. The officers shall serve terms of one (1) year each, commencing on September 1 and ending on August 31, without limitation on the number of successive terms.

4.3 Removal of Officers.

Any officer or agent may be removed by the Board of Directors at any time at a regular or special meeting called in accordance with Section 3.10, above. Such removal may be with or without cause. Appointment of an officer or agent shall not of itself create contract rights.

4.4 President.

The duties of the president are:

- a. Preside, when present, at all meeting of the Board of Directors
- b. Perform duties incident to the office and other duties prescribed by the Board of Directors.

- c. Sign legal documents, like loan documents, that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed.

4.5 Vice-President.

There shall be a vice-president. In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. If the office of vice-president is vacant, then the secretary shall perform such duties of the president. Any vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

4.6 Secretary.

The secretary shall:

- a. Ensure minutes of the proceedings of the Board of Directors are recorded and appropriately stored
- b. Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law
- c. When requested or required, authenticate any records of the corporation
- d. In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

4.7 Treasurer.

The Treasurer shall oversee the performance of the following duties:

- a. be responsible to oversee the proper management and control of all funds of the corporation;
- b. cause to be prepared full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation;
- c. present reports on the financial affairs of the corporation at least once each quarter at a meeting of the Board of Directors; and
- d. oversee preparation of financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation.

The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

4.8 Salaries.

The officers of the corporation shall receive no compensation for their services but may receive reimbursement for authorized expenses incurred on behalf of the corporation.

ARTICLE 5

Chief Executive Officer and Staff.

The Board of Directors may appoint or employ a Chief Executive Officer or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization.

- a. The Board of Directors shall evaluate the performance of the Chief Executive Officer on

- an annual basis.
- b. Unless the Board determines otherwise, the Chief Executive Officer will have the power, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and terminate the employment of staff of the corporation.
 - c. The Chief Executive Officer shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Chief Executive Officer present.
 - d. The Chief Executive Officer shall not be a voting member of the Board of Directors.

ARTICLE 6 COMMITTEES

6.1 Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

6.2 Executive Committee. The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities.

- a. The Executive Committee must consist of two or more Directors who are simultaneously full members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors.
- b. The Chief Executive Officer and one other member of the Board of Directors may be included as a non-voting member of the Executive Committee in the Board of Director's sole discretion.
- c. The members of the Executive Committee shall be the Officers (See Article 4).

The Executive Committee shall keep minutes of its meetings, file these minutes with the other corporate records, and report any action taken to the full Board of Directors.

6.3 Other Committees. The Board of Directors may establish committees it deems appropriate. The authority of these committees is limited to making recommendations. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

6.4 Committee Members. The Board of Directors shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the Board President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

6.5 Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

**ARTICLE 7
INDEMNIFICATION**

The corporation shall indemnify its directors, officers, and staff to the fullest extent allowable by law.

**ARTICLE 8
AMENDMENTS**

The affirmative vote of at least two-thirds of all the directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal these bylaws, except as otherwise provided by law.

Revised December, 1996
Revised June, 1998
Revised June, 2001
Revised April, 2004
Revised February, 2007
Revised December, 2009
Revised February, 2010
Reviewed May 2013
Revised September 2015
Revised July 2018
Revised February 2021
Revised November 2022

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Willamette Vital Health, as duly adopted at a meeting of the Board of Directors properly held on the 17th day of November, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17th day of November 2022.



President of Willamette Vital Health