

**SECOND AMENDED AND RESTATED BYLAWS
OF
MARK TWAIN MEDICAL CENTER**

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ARTICLE I

NAME

The name of this corporation is “Mark Twain Medical Center.”

ARTICLE II

OFFICE

The principal office for the transaction of the business of this corporation is located in the County of Calaveras, State of California. This corporation may also have an office or offices at such other places within or without the State of California as the Board of Trustees may from time to time establish.

ARTICLE III

PURPOSES

The purposes of this corporation shall be as set forth in this corporation’s Articles of Incorporation, as amended from time to time.

ARTICLE IV

MEMBERSHIP

This corporation shall not have any members, as that term is defined in Section 5056 of the California Nonprofit Corporation Law (the “Nonprofit Law”).

ARTICLE V

RESERVE POWERS

Notwithstanding anything in these Bylaws to the contrary, neither the Board of Trustees of this corporation nor any officer or employee of this corporation may take any of the following actions without the approval of Dignity Health, a California nonprofit public benefit corporation (“Dignity Health”):

- (a) Amendment or restatement of the Articles of Incorporation or of these Bylaws.
- (b) Disposition of all or substantially all of the assets of this corporation.
- (c) Appointment of the Chief Executive Officer of this corporation.
- (d) Merger, consolidation, reorganization or dissolution of this corporation.
- (e) Amendment to, or termination of, the lease agreement (the “Lease”) between this corporation and Mark Twain Hospital District (the “District”).
- (f) Policies or practices not in conformity with the Statement of Common Values as are applicable to Dignity Health and its related non-Catholic organizations.
- (g) Any proposed action or failure to act by the Board of Trustees which Dignity Health in good faith determines could materially impair (a) this corporation’s credit standing, financial condition, licensing or accreditation status; (b) this corporation’s ability to meet its lease obligation to the District, including, inter alia, the performance standards set forth in Section 5.11 of such Lease; or (c) Dignity Health’s ability to carry out its management agreement with this corporation.

ARTICLE VI

BOARD OF TRUSTEES

SECTION 1. POWER. Except as otherwise provided by the Articles of Incorporation, by these Bylaws or by the laws of the State of California, all powers of this corporation shall be exercised by or under the authority of, all property of this corporation shall be controlled by, and all affairs of this corporation shall be conducted and managed by, the Board of Directors. The Board of Directors shall be known as the “Board of Trustees” or the “Board.” The Board of Trustees shall be the governing body of this corporation. In addition, the Board of Trustees shall have full power and authority to create, prescribe and approve bylaws, rules and regulations for the medical staff and to appoint, suspend or remove any physician from the medical staff, pursuant to the provisions of these Bylaws and of the applicable provisions of the medical staff bylaws.

SECTION 2. NUMBER, ELECTION AND QUALIFICATIONS. This corporation shall have eight (8) voting trustees:

- (a) Three (3) trustees shall be selected and appointed by Dignity Health (at least one (1) of whom shall be a resident of Calaveras County);
- (b) two (2) trustees shall be selected and appointed by the District and shall be residents of Calaveras County;
- (c) one (1) trustee, who shall be a resident of Calaveras County, shall be selected and appointed by the two (2) trustees selected by the District;
- (d) one (1) trustee shall be selected and appointed by the six (6) voting trustees; and
- (e) the chief of the medical staff or his or her designee (who must be a member of the medical staff) shall be an ex officio.

The appointing authority shall give written notice to the Chairman and Secretary of the Board of the name(s) and terms of every appointment. In no event shall the number of trustees of this corporation, who also are directors or officers of the District, exceed two (2). In no event shall the number of trustees of this corporation, who also are directors or officers of Dignity Health, exceed two (2).

SECTION 3. ELECTION AND TERM OF OFFICE. With the exception of the chief of staff or his or her designee, the term of office for trustees shall be three (3) years.

- (a) No trustee may serve more than a maximum of nine (9) consecutive years on the Board; provided, however, that he or she will again be eligible for appointment under the provisions hereof two (2) years (“Hiatus Period”)after the conclusion of such a nine (9) year period. Each trustee shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- (b) Persons serving as members of the Board of Trustees when these Second Amended and Restated Bylaws are approved by the Dignity Health Board of Directors shall be deemed to be serving their first term of office for purposes of applying the term limits of section 3 (a) above.
- (c) The chief of staff shall serve on the Board for the same period as his/her elected term of office as chief of staff, or if the chief of staff designates a member of the medical staff to serve in his/her place (the “Designee”) the Designee shall serve for the term specified by the chief of staff, which shall not exceed his term as chief of the medical staff. The chief of staff may remove a Designee at any time by giving written notice to the Board.
- (d) For purposes of calculating the above term limits, the first term of persons who are appointed to fill a vacancy in a seat on the Board (pursuant to Section 4 of this Article VI) shall be the remainder of the term of the person whose seat was vacated as described in Section 4(d) below.

SECTION 4. VACANCIES.

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Trustees shall be deemed to exist on the occurrence of the following: (i) the death, resignation or removal of any trustee, or (ii) an increase in the authorized number of trustees.

(b) Resignations. Except as provided in this subsection, any trustee may resign, which resignation shall be effective upon giving written notice to the Chairman, the Vice Chairman, the Secretary or the Board of Trustees, unless the notice specifies a later time for the resignation to become effective. Except upon giving written notice to the Attorney General of the State of California, no trustee may resign if such resignation would leave this corporation without a duly elected trustee or trustees in charge of its affairs.

(c) Removal of Trustees. Except as otherwise provided by law or in these Bylaws, any individual trustee may be removed with cause by a two-thirds (2/3) vote of the full Board of Trustees. In addition, at any time (i) Dignity Health may remove and replace any of the trustees it has selected, (ii) the District may remove and replace any of the trustees it has selected, (iii) the two (2) District appointees, with the approval of the District, may remove and replace the trustee they have selected, and (iv) the trustee selected and appointed by the six (6) voting trustees shall serve at the pleasure of Dignity Health and of the District and may be removed at any time by Dignity Health or by the District.

(d) Filling Vacancies. Vacancies on the Board of Trustees shall be filled for the remainder of the term of the person whose seat on the Board is being vacated, in accordance with the selection process for trustees set forth in Section 2 of this Article VI. A vacancy in any of the Board positions appointed by (i) Dignity Health shall be filled by Dignity Health, (ii) the District shall be filled by the District, (iii) the two (2) District appointees shall be filled by the District appointees, (iv) the six (6) voting trustees shall be filled by the six (6) voting trustees, and (v) by the Medical Staff for the ex-officio Chief of Staff seat or by the Chief of Staff in the case of a vacancy in the seat occupied by the Designee.

SECTION 5. RESTRICTION ON INTERESTED TRUSTEES. Not more than forty-nine percent (49%) of the persons serving on the Board of Trustees at any time may be "interested persons." An interested person is (a) any person being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a trustee as trustee; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person meeting the criteria set forth in subsection (a) hereof. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by this corporation.

SECTION 6. PLACE OF MEETINGS; MEETINGS BY TELEPHONE OR OTHER ELECTRONIC MEANS.

(a) Place of Meetings. Regular meetings of the Board of Trustees may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Trustees. In the absence of such designation, regular meetings shall be held at the principal executive office of this corporation. Special meetings of the Board of Trustees shall be held at any place within or outside the State of California that has been designated in the

notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of this corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by all of the trustees, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(b) Meetings by Electronic Means. Trustees may participate in a meeting through use of (i) conference telephone, (ii) electronic video screen communication or (iii) electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all trustees participating in the meeting are able to hear one another.

(c) Participation by Other Electronic Means. Participation in a meeting through use of electronic transmission by and to the corporation (other than conference telephone and electronic video screen communication), pursuant to this section constitutes presence in person at that meeting if both of the following apply: (A) each trustee participating in the meeting can communicate with all of the other trustees concurrently, (B) each trustee is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(d) “Electronic transmission by the corporation” means. A communication (a) delivered by (1) facsimile telecommunications or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(e) “Electronic transmission to the corporation” means: A communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to shareholders or members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communications, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the shareholder or member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

SECTION 7. ANNUAL ORGANIZATIONAL MEETING. The annual meeting of the Board of Trustees shall be held in the month of December of each year at such date and time as is specified by the Board of Trustees. The annual meeting shall be held for the purpose of organization, election of officers and transaction of other business. Notice of this meeting shall not be required. Pending such annual organizational meeting, all officers of this corporation shall hold over.

SECTION 8. REGULAR MEETINGS. Regular meetings of the Board of Trustees shall be held at such time as shall from time to time be fixed by resolution of the Board of Trustees. Such regular meetings may be held without notice so long as the regular meeting time and date is fixed by resolution of the Board of Trustees.

SECTION 9. SPECIAL MEETINGS.

(a) Authority to Call Special Meetings. Special meetings of the Board of Trustees for any purpose may be called at any time by any officer of this corporation or by any two (2) trustees.

(b) Notice of Special Meetings.

(i) Manner of Giving. Notice of the time and place of special meetings shall be given to each trustee by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage paid of written notice; (3) by telephone, either (a) directly to the trustee or (b) by voice messaging system; or (4) by telegram, charges prepaid; or (5) by electronic transmission by the corporation (as defined in section 6(e) above). All such notices shall be given or sent to the trustee's address or telephone number as shown on the records of this corporation.

(ii) Time Requirement. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, or electronic transmission shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the date, time and place for the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. However, it need not specify the purpose of the meeting.

SECTION 10. QUORUM; MANNER OF ACTING. A majority of the authorized number of trustees, but in no event less than five (5), shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VI. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees, subject to the provisions of the Nonprofit Law, especially those provisions relating to (a) approval of contracts or transactions in which a trustee has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of trustees. A transaction between this corporation and the District or Dignity Health shall be considered and acted upon by the Board of Trustees in compliance with Section 5234 of the California Corporations Code, as amended and Article XIII, Section 7 relating to conflicts of interest. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of trustees, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 11. WAIVER OF NOTICE. The transaction of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the trustees not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not

specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any trustee who attends the meeting without protesting, before or at its commencement about the lack of adequate notice.

SECTION 12. ADJOURNMENT. A majority of the trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 13. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the trustees who were not present at the time of the adjournment.

SECTION 14. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees then in office, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. For purposes of this section, "all members of the Board of Trustees" does not include an "interested director" as defined in Nonprofit Law Section 5233 or a "common director" as defined in Nonprofit Law Section 5234, if the applicable requirements of those sections are met. Such written consent or consents shall include the signatures and dates of signatures of each of the members of the Board of Trustees and shall be filed with the minutes of the proceedings of the Board of Trustees.

SECTION 15. COMPENSATION OF TRUSTEES. Trustees and members of committees may receive such compensation and/or expenses as may be determined by resolution of the Board of Trustees to be just and reasonable.

ARTICLE VII

COMMITTEES

SECTION 1. GENERAL. Committees appointed by the Board of Trustees shall be standing or special. The standing committees of this Board shall be a Finance Committee and such other committees as the Board of Trustees may authorize by amendment to these Bylaws. Unless otherwise stated in these Bylaws, members of standing and special committees shall be elected by the Board of Trustees. The Board of Trustees also shall fill all vacancies occurring on standing and special committees. Standing committees shall have the powers and duties set forth in this Article VII, and special committees shall have the powers and duties set forth in the resolutions establishing them. Except as otherwise expressly set forth in these Bylaws, no committee shall have the power to bind the Board of Trustees; all committees shall make recommendations for action by the Board of Trustees.

SECTION 2. COMMITTEE PROCEDURES. All committees shall meet with sufficient frequency to accomplish their assigned functions and shall report to the Board of Trustees as requested by the Chairman of this corporation. All committee members will be expected to attend committee meetings. At all committee meetings, one-half of the members

shall constitute a quorum for the transaction of business. Written records of committee proceedings and actions shall be maintained and filed with the Board of Trustees.

SECTION 3. FINANCE COMMITTEE.

(a) The Finance Committee shall consist of not less than two (2) members, one (1) of whom shall be a member of the Board of Trustees, and one (1) of whom shall be a member of the District Board of Directors. The Chairman of the Finance Committee shall be nominated and elected by the Board of Trustees.

(b) The duties and responsibilities of the Finance Committee shall be:

(i) To develop and recommend financial policy to the Board of Trustees, including recommendations on plans for securing capital and operating funds for this corporation.

(ii) To review this corporation's annual operating and capital budgets and to make recommendations on such budgets to the Board of Trustees, review the monthly financial statements of this corporation, appraise this corporation's operating performance and make recommendations to the Board of Trustees on both current and long-term fiscal affairs.

(iii) To advise the Board of Trustees on methods and procedures which will assure that the financial policies adopted by the Board of Trustees are implemented.

(iv) To review and advise the Board of Trustees of the financial feasibility of corporate projects, acts and undertakings referred to it by the Board of Trustees.

(v) To advise the Board of Trustees in the fund raising activities of this corporation.

(vi) To review recommendations of the Board of Trustees concerning the selection of a corporate auditor.

(vii) To request an annual audit of this corporation's financial operation and services by an independent firm experienced in the financial affairs of this corporation.

(viii) To receive, review and evaluate the findings and financial reports of the auditors, including any and all management letters and, based thereon make recommendations to the Board of Trustees concerning the financial operation of, and services provided by, this corporation.

ARTICLE VIII

OFFICERS

SECTION 1. OFFICERS. The officers of this corporation shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. This corporation may also have, at the discretion of the Board of Trustees, one or more Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman.

SECTION 2. ELECTION OF OFFICERS. The officers of this corporation shall be elected annually by the Board of Trustees and each shall hold office for one (1) year or until he or she resigns, is removed by the Board of Trustees or is otherwise disqualified to serve, or until his or her successor is duly elected and qualified.

SECTION 3. REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under a contract of employment, any officer may be removed, with or without cause, by the Board of Trustees at any regular or special meeting of the Board of Trustees.

SECTION 4. RESIGNATION OF OFFICERS. An officer may resign at any time by giving written notice to the Board of Trustees. A resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to rights, if any, of this corporation under any contract to which the officer is a party.

SECTION 5. VACANCIES IN OFFICES. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board of Trustees may delegate powers and duties of such office to any officers or to any trustee subject to the limitation set forth in Section 1 of this Article VIII until such time as a successor for such office has been duly elected by the Board of Trustees. The person appointed to fill a vacancy shall serve for the remainder of the term of the original officer whose office was vacated.

SECTION 6. RESPONSIBILITIES OF OFFICERS.

(a) **Chairman.** The Chairman of the Board of Trustees shall be the senior corporate officer of this corporation, shall preside at all meetings of the Board of Trustees, and shall exercise and perform such other powers and duties as from time to time may be prescribed by the Board of Trustees or by these Bylaws.

(b) **Vice Chairman.** In the absence or upon the disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Chairman. The Vice Chairman shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees or by these Bylaws.

(c) **Secretary.** The Secretary shall keep or cause to be kept a book of minutes at the principal office, or at such other place as the Board of Trustees may order, of all meetings of the trustees, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees of this corporation, and shall keep the seal in safe custody and have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or these Bylaws.

(d) **Treasurer.** The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of this corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any trustee. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of this

corporation in such depositories as may be designated by the trustees. The Treasurer shall disburse or cause to be disbursed the funds of this corporation as shall be ordered by the Board of Trustees, shall render or cause to be rendered to the trustees whenever they shall request it an account of all of his or her transactions as Treasurer and of the financial condition of this corporation, shall take or cause to be taken proper vouchers for all disbursements of the funds of this corporation, and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or these Bylaws.

ARTICLE IX

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall have the responsibility for the day-to-day management and administration of this corporation. The Chief Executive Officer shall be selected upon the basis of his or her demonstrated qualifications for the position, including leadership, education, background, executive ability and integrity. The position of Chief Executive Officer may be filled under the provisions of a management agreement, but in all cases such appointment shall be approved by the Board of Trustees. The Chief Executive Officer shall have general charge of the conduct of the daily affairs of this corporation, subject to such policies as may be adopted and such orders as may be issued by the Board of Trustees or by any of its committees to which the Board of Trustees has delegated power for such action. He or she shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees has not formally designated some other person to so act. He or she shall serve at the pleasure of the Board of Trustees and of Dignity Health subject to the terms of any contract of employment.

The authority and duties of the Chief Executive Officer shall include responsibility for:

- (a) Carrying out all policies established by the Board of Trustees.
- (b) Preparation of a statement of the mission of this corporation, together with long range objectives, medical and financial goals, and to consider revision of such statement from time to time. Such statement and any revision of such statement shall be submitted to the Board of Trustees for its approval.
- (c) Development of a plan of organization of the personnel and others concerned with the operation of this corporation and submission of such plan to the Board of Trustees for its approval.
- (d) Preparation of an annual operating budget showing the expected receipts and expenditures and such other information as is required by the Board of Trustees and submission of such budget to the appropriate committee of the Board of Trustees.
- (e) Preparation of a three-year and an annual capital budget and submission of such budget to the appropriate committees and to the Board of Trustees.
- (f) Selection, employment, control, and discharge of employees, and development and maintenance of personnel policies and practices for this corporation.

- (g) Maintenance of physical properties in a good state of repair and operating condition.
- (h) Supervision of business affairs to insure that funds are collected and expended in accordance with sound fiscal practices and Board of Trustees' policy.
- (i) Cooperation with the medical staff and with those involved with the rendering of professional service to the end that high quality care may be rendered to the patients.
- (j) Presentation to the Board of Trustees or to its authorized committee, of periodic reports reflecting the professional services and financial activities of this corporation, and preparation and submission of such special reports as may be required by the Board of Trustees.
- (k) Attendance at all meetings of the Board of Trustees and committees of the Board of Trustees except as otherwise directed.
- (l) Service as the liaison officer and channel of communication for all official communications between the Board of Trustees or any of the committees of the Board of Trustees and the medical staff of the hospital.
- (m) Performance of other duties that may be necessary in the best interest of this corporation.

ARTICLE X

MEDICAL STAFF AND QUALITY OF CARE

SECTION 1. ORGANIZATION OF THE MEDICAL STAFF.

- (a) In General. Physicians, dentists, podiatrists and other health professionals practicing at Mark Twain Medical Center ("Medical Center") shall be organized into a medical staff that is responsible to this Board of Trustees for the adequacy and quality of medical care rendered to patients at the Medical Center and for the ethical and professional practices of the members of the medical staff. The medical staff shall be responsible to the Board of Trustees for the adequacy and quality of the medical care and professional services rendered at the Medical Center and for accounting therefore to the Board of Trustees.
- (b) Creation of Medical Staff Bylaws. The medical staff shall adopt, maintain, amend and repeal bylaws, rules and regulations and policies providing for all matters relating to the self governing of the medical staff. Such bylaws, rules and regulations and policies shall be consistent with applicable law, corporate policy, the Articles of Incorporation, these Bylaws and applicable accreditation standards. The medical staff bylaws, rules and regulations, and policies, and any revisions or amendments to those Bylaws, rules and regulations or policies must be approved by the Board of Trustees before they shall be deemed effective. The process for adoption and revision of the medical staff bylaws, rules and regulations and policies shall be provided in the medical staff bylaws.
- (c) Contents of Medical Staff Bylaws. The medical staff bylaws and rules and regulations shall establish a framework for self governance and the conduct of medical staff activities and

accountability to the Board of Trustees, and shall state the purposes, functions and organization of the medical staff. The medical staff bylaws shall contain:

(i) Provisions for an executive committee of the medical staff, one of the members of which shall be the Chief Executive Officer who shall be ex officio without vote, and for such other committees as may be designated in the medical staff bylaws from time to time.

(ii) Procedures for a fair hearing, together with an appeal to the Board of Trustees, in those instances specified in the medical staff bylaws (see Section 3 of this Article X).

(iii) Procedures for corrective and disciplinary action when appropriate.

(iv) Provisions specifying categories of medical staff membership and appropriate officer positions including procedures specifying the manner of selection of officers who shall be members of the medical staff; and provisions relating to the qualification, responsibilities, tenures and conditions and mechanisms for removal of officers.

(v) Frequency of and procedures for attendance at medical staff meetings.

(vi) Procedures for effective communication among the medical staff, administration and the Board of Trustees.

(vi) Procedures for adopting and amending the medical staff bylaws, rules and regulations.

(vii) Provision for a pledge to be executed by each medical staff member in which such member agrees to provide for continuous care for patients.

(viii) Procedures for appointment to the medical staff, the granting of clinic privileges and reappointment to the medical staff for all medical staff members (See Section 3 of this Article X).

(ix) Provisions specifying qualifications for medical staff membership.

(x) Procedures for reviewing the quality of care provided by members of the medical staff (See Section 2 of this Article X).

(xi) Procedures regarding the organization into departments and services.

(d) Rules and Regulations. Under procedures specified in the medical staff bylaws and/or rules and regulations, the medical staff shall recommend to the Board of Trustees rules and regulations relating to the care of patients in the institution. Amendments to those rules and regulations shall be according to procedures specified in the medical staff bylaws. Such rules and regulations and all amendments thereto shall be deemed effective when approved by the Board of Trustees.

SECTION 2. QUALITY OF CARE. The Board of Trustees, in the exercise of its overall responsibility and authority, shall delegate to the medical staff responsibility for assuring appropriate professional care by members of the medical staff to the hospital's patients, subject to the Board of Trustees' ultimate authority to review, accept or reject the recommendations of

the medical staff. The medical staff shall discharge this responsibility through procedures designed to assure an ongoing monitoring and evaluation of the quality of care provided by members of the medical staff and an appropriate response to findings. The medical records of patients shall be the basis for such review and analysis which may also include regular and special audits of the medical records of patients treated by members of the medical staff, conducted by appropriate committees and departments. Such review activities shall be regularly reported, together with their results and recommended action, to the Board of Trustees, with copies of such reports provided to the Chief Executive Officer.

The Board of Trustees shall provide for adequate resources and support systems for the quality assurance functions and risk management functions related to patient care and safety.

SECTION 3. APPOINTMENTS TO THE MEDICAL STAFF.

(a) Responsibility of Board of Trustees. Ultimate responsibility and authority regarding the appointment, reappointment and the granting of privileges to members of the medical staff resides with the Board of Trustees. In exercising this authority, the Board of Trustees shall delegate to the medical staff the primary responsibility to evaluate applications or reapplications for memberships and privileges, subject to the Board of Trustees' authority to review, accept or reject. The procedures for making such recommendations shall be as specified in the medical staff bylaws; provided that in extraordinary instances where the medical staff fails to act upon an application or reapplication within the time limits specified in the medical staff bylaws, the Board of Trustees may, on its own motion, grant or deny an application or reapplication for membership or privileges. In the event such action results in a denial which would trigger a hearing under the medical staff bylaws, the Board of Trustees shall provide for such a hearing under rules of procedure adopted by the Board of Trustees.

(b) Uniform Application of Requirements. Any person applying for medical staff membership or privileges shall not be discriminated against based on sex, race, color, religion, ancestry or national origin. Likewise, there shall be no discrimination based on whether a physician and surgeon holds an M.D. or D.O. degree.

(c) Limitation on Number of Medical Staff Members. For reasons related to its concern and responsibilities for quality patient care, the Board of Trustees may place limitations on the number of physicians, dentists and podiatrists on the medical staff. The Board of Trustees may consider such factors as the hospital's need to provide regular or continuous professional coverage, the availability of adequate facilities or support service for patients and for members of the medical staff and any applicant, or any limitations on patient load which could adversely affect the proficiency of those physicians, dentists or podiatrists currently exercising privileges.

(d) Fair Hearing and Appeal Procedure. The medical staff bylaws shall provide that at least the following actions shall grant to the affected practitioner the right to a hearing which shall be consistent with the fair procedure laws of this state; an action failing to appoint or reappoint to the medical staff, or failure to grant requested privileges. Consistent with these Bylaws, such hearing process shall provide for an appeal before the Board of Trustees, or a designated committee thereof.

SECTION 4. PHYSICIANS AS MEDICO-ADMINISTRATIVE OFFICERS.

- (a) Medico – Administrative Officer Defined. Medico-Administrative Officer means a practitioner, engaged by or otherwise contracting with the hospital on a full or part-time basis, whose duties include responsibilities that are both administrative and clinical in nature. Clinical responsibilities are those involving professional capability and requiring licensure as a professional, and which require the exercise of clinical judgment with respect to patient care. Clinic responsibilities include the supervision of professional activities of practitioners under the clinician’s direction.
- (b) Medical Staff Membership and Clinical Privileges. A Medico Administrative Officer shall be a member of the medical staff. His or her clinical privileges shall be delineated in accordance with the medical staff bylaws. His or her medical staff membership and clinical privileges shall not be dependent on his or her continued occupation of that position, unless otherwise provided in an employment agreement, contract or by another arrangement.
- (c) Administrative Officer Only. A practitioner engaged by the hospital in a purely administrative capacity with no clinical duties or privileges is not required to be a member of the medical staff but shall be subject to the regular personnel policies of the hospital and to the terms of his or her contract, or other conditions of engagement, and need not be a member of the medical staff.

SECTION 5. ALLIED HEALTH PROFESSIONALS. The Board of Trustees delegates to the medical staff, subject to the Board of Trustees’ ultimate authority to review, accept or reject the medical staff recommendations, the responsibility and authority to review and evaluate each application by an allied health professional for practice within the hospital. Allied health professionals shall consist of health professionals who are licensed to provide health services but who are not licensed physicians, doctors of osteopathy, dentists or other licensed professionals and not eligible to become members of the hospital’s medical staff, but who desire to practice in some capacity within the hospital. The manner of their selection and the review of their performance shall be specified in the medical staff bylaws, rules and regulations or medical staff policy which shall be approved by the Board of Trustees prior to becoming effective. In general, such bylaws, rules and regulations or policy shall provide that any application for privileges by such allied health professional shall be submitted and processed in a manner analogous to that applicable to members of the medical staff, provided that medical staff recommendations and Board of Trustee decisions regarding approval, rejection, or corrective action shall not grant to the affected allied health professional fair hearing rights as specified in the medical staff bylaws, except as may otherwise be expressly provided in such bylaws, rules and regulations or policy.

ARTICLE XI

AUXILIARIES AND ADJUNCT ORGANIZATIONS

SECTION 1. ESTABLISHMENT OF AUXILIARIES. The Board of Trustees may authorize the establishment and continuation of auxiliaries and adjunct organizations whose functions are related to the purposes of or are beneficial to this corporation, provided that the

bylaws setting forth the functions and purposes of such organization and any amendments thereto are first approved by the Board of Trustees.

SECTION 2. AFFILIATION. No organization shall be recognized as an affiliate of this corporation until the requirements of Section 1 of this Article XI are met.

SECTION 3. USE OF FACILITIES AND AUTHORITY. The organizations described in this Article XI shall be subject to the rules, regulations and policies established by the Board of Trustees with respect to the use and occupancy of any facilities and shall have no authority to bind or commit this corporation to any contract or obligation.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This corporation shall keep at its principal office in the State of California the original or a copy of its Articles of Incorporation and these Bylaws, as amended to date.

SECTION 2. INSPECTION BY TRUSTEES. Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation.

SECTION 3. REVIEW OF BYLAWS. These Bylaws shall be reviewed every two (2) years and revised as necessary.

ARTICLE XIII

GENERAL PROVISIONS

SECTION 1. VOTING SHARES. This corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Trustees may appoint, or in default of any such appointment, by its Chairman or Vice Chairman and, in such case, such officers or any of them, may likewise appoint a proxy to vote such shares.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this corporation and any and all securities owned by or held by this corporation requiring signature for 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 Trustees.

SECTION 3. EXECUTION OF CONTRACTS. The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or to execute any contract or to execute any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Trustees, no officer, agent, or employee shall

have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount, except as set forth in the following paragraph of this Section 3.

SECTION 4. FISCAL YEAR. The fiscal year of this corporation shall be specified by resolution of the Board of Trustees.

SECTION 5. ANNUAL AUDIT. The affairs and financial condition of this corporation shall be audited annually at the end of each fiscal year by a certified public accountant selected by the Board of Trustees, and a written report of each audit and appropriate financial statements submitted to the Board of Trustees within one hundred and twenty (120) days of the close of the fiscal year. Additional audits may be authorized as considered necessary or desirable by the Board of Trustees.

SECTION 6. INDEMNIFICATION. This corporation indemnify any director, officer, employee or agent of this corporation for liability incurred by such person in the exercise of his or her duties with respect to this corporation, including service on the boards of other corporations at the request of this corporation, to the extent permitted by Section 5238 of the California Corporations Code or any successor statute.

SECTION 7. CONFLICTS OF INTEREST. In the exercise of voting rights by members of the Board of Trustees, no individual shall vote on any issue, motion or resolution that directly or indirectly inures to his or her benefit financially or with respect to which he or she has any other conflict of interest, except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion or resolution if he or she first discloses the nature of his or her interest.

SECTION 8. BONDING. All employees handling funds of this corporation shall be subject to bonding.

SECTION 9. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the Nonprofit Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and the neuter, the singular number includes the plural, the plural number includes the singular and the term “person” includes both a corporation and a natural person.

ARTICLE XIV

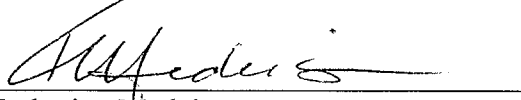
AMENDMENTS TO BYLAWS

These Bylaws may be amended by majority vote of the Board of Trustees, which amendment must be approved by Dignity Health before it shall be deemed effective, as required by Article V.

CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am presently the elected and acting Secretary of Mark Twain Medical Center, a California nonprofit public benefit corporation. I certify that the foregoing Second Amended and Restated Bylaws of Mark Twain Medical Center, consisting of 17 pages, including this certification page, are the current bylaws of the corporation, as adopted at a duly convened meeting of its Board of Trustees on August 2, 2012

Executed on this 10th day of Sept., at San Andreas, California.

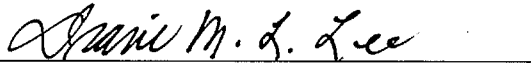


Katherine Medeiros
Secretary
Mark Twain Medical Center

CERTIFICATE OF SECRETARY OF DIGNITY HEALTH

I, the undersigned, certify that I am presently the appointed and acting Assistant Secretary of Dignity Health, a California nonprofit public benefit corporation and that the foregoing Second Amended and Restated Bylaws of Mark Twain Medical Center were approved pursuant to Article V of these Bylaws by Dignity Health at a duly convened meeting of its Board of Directors on September 25, 2012.

Executed on this 17th day of October, at San Francisco, California.



Diane M.L. Lee, Assistant Secretary
Dignity Health