
2023
AMENDED AND RESTATED
BYLAWS
OF
LEGACY HEALTH

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AMENDED AND RESTATED

BYLAWS

OF

LEGACY HEALTH (2021)

ARTICLE 1

PURPOSES

SECTION 1.1 FOUNDATION

Legacy Health is a unique healthcare system founded on the tradition and values of community healthcare organizations, the healing ministries of the Lutheran and Episcopal churches, and community physicians. This partnership of healthcare providers is dedicated to caring, compassion and excellence. The individual strengths and traditions that each bring enable Legacy, as a system, to be of greater benefit to the communities we serve in our common mission.

SECTION 1.2 MISSION

Legacy's Mission is good health for our people, our patients, our communities and our world.

SECTION 1.3 VISION

Legacy's Vision is to be essential to the health of our region.

ARTICLE 2

NO MEMBERS; CORPORATE RIGHTS AND INTERESTS

SECTION 2.1 NO MEMBERS

Legacy Health shall have no members.

SECTION 2.2 CORPORATE RIGHTS AND INTERESTS

All rights and interests of Legacy Health as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercisable solely by the Board of Directors of Legacy Health, except to the extent such authority is delegated by the Board of Directors to one or more of its officers either generally or with respect to specific matters.

ARTICLE 3

BOARD OF DIRECTORS

SECTION 3.1 GOVERNANCE

The affairs of Legacy Health shall be governed by a Board of Directors, and each member thereof individually shall be known as a Director.

SECTION 3.2 NUMBER AND QUALIFICATIONS

(a) The Board of Directors shall consist of not more than eighteen (18) voting Directors. The exact number of voting Directors shall be determined by the Board of Directors.

(b) A person, in order to be qualified to be elected as a Director, should support both the vision and mission statement of Legacy Health. Individuals selected to serve should be able to devote appropriate time and effort to carrying out such person's proposed role including time to prepare for meetings, to regularly attend meetings, and to obtain or maintain knowledge regarding healthcare policy in general and Legacy Health in particular. It is the intent of Legacy Health that such individuals will be representative of the community served by Legacy Health.

(c) Each individual nominated shall bring specialized expertise or other background necessary and appropriate to the functions of the Board of Directors. Nominations shall be proposed under the process described in Sections 3.3 and 5.4 below.

SECTION 3.3 SELECTION, TERM AND REMOVAL

(a) The Board of Directors shall consist of no more than eighteen (18) voting members who shall be elected or serve ex officio as follows:

(1) The Bishop of the Oregon Synod of the Evangelical Lutheran Church in America (the "Oregon Synod") or the Bishop's designee, who shall serve ex officio;

(2) The Bishop of the Episcopal Diocese of Oregon (the "Episcopal Diocese") or the Bishop's designee, who shall serve ex officio;

(3) One (1) person elected by the Legacy Health Board of Directors pursuant to the process set forth in these Bylaws; provided, however, that such person shall be an active member of a Lutheran congregation in the Oregon Synod known to his/her local pastor, or alternatively a member of the clergy in the Oregon Synod ("Lutheran Director");

(4) One (1) person elected by the Legacy Health Board of Directors pursuant to the process set forth in these Bylaws; provided, however, that such person shall be an active member of an Episcopal congregation in the Episcopal Diocese known to his/her parish priest, or alternatively a member of the clergy in the Episcopal Diocese ("Episcopal Director");

(5) Four (4) physicians, elected at large from physicians recommended by any member of the active medical staffs of Legacy hospitals.

(6) Not more than nine (9) persons, elected at large by the Legacy Health Board of Directors, subject to the requirements set forth at paragraph 3.3(b) with respect to Silverton Health's nomination rights; and

(7) The President of Legacy Health, who shall serve ex officio; provided, that when the office of President of Legacy Health is vacant, the Acting President or other officer who is designated to exercise the authority of the President until the office of President is filled shall serve ex officio.

(b) A new member of the Legacy Health Board of Directors was nominated by Silverton Health to serve on the Legacy Health Board of Directors and was so elected by the Legacy Health Board of Directors effective May 31, 2016 ("New Legacy Director(s)"). New Legacy Directors will be re-nominated and re-elected to the Legacy Health Board of Directors to serve a total of three (3) consecutive three (3) year terms for so long as he or she faithfully fulfills his or her duties as a Director. In the event a New Legacy Director is no longer able or willing to serve prior to the expiration of this nine (9) year period, or a New Legacy Director is removed from the Legacy Health Board of Directors in accordance with the Legacy Articles of Incorporation and Bylaws, the successor Director shall be elected by the Legacy Health Board of Directors from a pool of three (3) nominees selected by Silverton Health.

(c) The election of the Episcopal Director is subject to approval by the Bishop of the Episcopal Diocese, who may object to the newly-elected director for any reason by delivering written notice to the Legacy President or Chair of the Board of Directors no later than one week after the election. The election of the Episcopal Director is also subject to approval by the Standing Committee of the Episcopal Diocese, who may object to the newly-elected director only on grounds that he/she is not an active member of an Episcopal congregation or a member of the Episcopal clergy in the Episcopal Diocese; such objection to be effected by delivering written notice to the Legacy President or Chair of the Board of Directors within five days after the next meeting of the Standing Committee or 45 days after the election, whichever is earlier. If the Bishop or Standing Committee timely object to the election of a new Episcopal Director, the election will be ineffective and that person will not be a director; otherwise, if no timely objection is received, that person shall be conclusively presumed to be the Episcopal Director for his/her full term or the remainder of an unexpired term to which elected.

(d) The election of the Lutheran Director is subject to approval by the Bishop of the Oregon Synod who may object to the newly-elected director for any reason by delivering notice to the Legacy President or the Chair of the Board of Directors no later than one week after the election. If the Bishop timely objects to the election of the new Lutheran Director, the election will be ineffective and that person will not be a director; otherwise, if no timely objection is received, that person shall be conclusively presumed to be the Lutheran Director for his/her full term or the remainder of an unexpired term to which elected.

(e) The Directors (other than ex officio Directors) shall be divided into three (3) classes of as nearly equal number as possible, and their terms shall be staggered by class. One such class of Directors shall be elected each year.

(f) The term of office of each Director (other than ex officio Directors and as provided in the Articles of Incorporation) shall be three (3) years.

(g) Directors (other than ex officio Directors) may be removed from office pursuant to vote of the Board of Directors.

(h) Successors to Directors whose terms have expired shall be selected as set forth in the Articles of Incorporation and these Bylaws.

(i) The Legacy Health Board of Directors may, from time-to-time, adopt, amend, modify or repeal policies or bylaws regarding the qualifications of elected Directors. Other than ex officio Directors, no Director shall serve more than three (3) consecutive full terms as a Director. Notwithstanding the foregoing, a Director who has been elected to the office of Chair of the Board of Directors may remain a Director past the expiration of his or her three (3) full terms for such period of time as he or she is elected to the office of Chair.

SECTION 3.4 VACANCIES

A vacancy on the Board of Directors shall exist upon the death or resignation of a Director, upon removal of any Director or upon the creation of an additional directorship subject to the Articles of Incorporation. The Board of Directors, acting at any meeting, may fill a vacancy on the Board of Directors for the unexpired portion of the term in the manner provided herein for the election or appointment of such Director.

SECTION 3.5 ANNUAL MEETINGS

An annual meeting of the Board of Directors shall be held each year during the month of May. At the annual meeting the Board of Directors shall elect or appoint Directors, officers and the Chair, and shall approve the Chair's appointments to Board and Management Committees. Notice of annual meetings shall be given not less than seven (7) and not more than fifty (50) days before the date of the meeting. Such notice may be given in any reasonable manner.

SECTION 3.6 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine. The Secretary shall annually provide a schedule of regular meetings to all Directors, but no further notice of regular meetings need be given.

SECTION 3.7 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair or upon written request by at least one-fourth of the Directors in office setting forth the business they wish to have conducted at the special meeting. Notice of special meetings shall be given at least twenty-four (24) hours before the meeting if called by the Chair or at least seventy-two (72) hours before the meeting if called by the Directors. Such notice may be given in any reasonable manner.

SECTION 3.8 PLACE OF MEETINGS; OTHER MEANS OF COMMUNICATION

All meetings of the Board of Directors shall be held at such place as is designated in the notice of meeting. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed present in person at the meeting.

SECTION 3.9 QUORUM

A majority of the Directors in office shall constitute a quorum for the transaction of business. A minority of the Directors in the absence of a quorum may adjourn the meeting but may not transact any business.

SECTION 3.10 ACTION

The act of a majority of the Directors present at a meeting where there is a quorum shall be the act of the Board of Directors, unless otherwise provided in the Articles of Incorporation, these Bylaws, or by law. Except as specifically provided to the contrary in the Articles of Incorporation or these Bylaws, all Directors and committee members, including without limitation ex officio Directors and committee members, shall have voting rights in their respective capacities as members of the Board of Directors and the committees on which they serve.

Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Board of Directors may be taken without a meeting by E-mail if: (1) Legacy has a record of all Directors E-mail addresses; and (2) Legacy maintains a copy of the announcement and record of the Director's votes in the corporate minutes.

The announcement shall be sent to each Director at the E-mail address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

SECTION 3.11 CONFLICTS OF INTEREST

(a) A conflict of interest transaction for purposes of this section is a transaction with Legacy Health in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable by Legacy Health solely because of the Director's interest in the transaction if the transaction was (1) fair to Legacy Health, or (2) authorized, approved or ratified by the vote of the Board of Directors, or of a committee having and exercising the

authority of the Board of Directors over such transaction, after disclosure to the Board of Directors or the committee of the material facts of the transaction and the Director's interest.

(b) For the purposes of this section, a Director has an indirect interest in a transaction if (1) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction, (2) the Director is a director, officer, or trustee of another entity which is not described in the last sentence of this paragraph and is a party to the transaction, and the transaction is or should be considered by the Board of Directors, or (3) the transaction involves a person who is related to the Director or a business associate of the Director. A Director does not have a direct or indirect interest in a transaction solely by serving as the director, officer, or trustee of an entity which substantially controls, is under substantially common control with, is wholly owned by or is substantially controlled by Legacy Health.

(c) For purposes of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors, or on the committee, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Director. Notwithstanding any provision of these Bylaws to the contrary, if a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise authorized, approved or ratified as provided in this section.

SECTION 3.12 LOANS TO DIRECTORS AND OFFICERS

Legacy Health will not make loans to Directors or officers except in conformity with the requirements and restrictions of ORS 65.364. Any such loan must be approved by members of the Board of Directors who have no direct or indirect interest in the transaction.

SECTION 3.13 STANDARDS OF CONDUCT

Directors are subject to Legacy's Standards of Conduct policy, as it may be amended from time to time.

ARTICLE 4

OFFICERS

SECTION 4.1 DESIGNATION AND QUALIFICATION

The officers of Legacy Health shall be a Chair, a Vice Chair, a President, a Secretary and a Treasurer. Only Directors shall be eligible to serve as the Chair and Vice Chair. Directors serving as officers shall retain their right to vote as Directors on matters presented to the Board of Directors. The Chair may elect to be referred to as the "Chairman," "Chairwoman" or "Chairperson" and the Vice Chair may make a similar election.

SECTION 4.2 ELECTION AND VACANCY

(a) Except as otherwise provided in this paragraph (a), the officers of Legacy Health shall be elected by the Board of Directors. At any time when the administrative office of Chief Legal Officer or its equivalent is filled, the individual so serving shall also serve as the Secretary of Legacy Health, and, at any time when the administrative office of Chief Financial Officer or its equivalent is filled, the individual so serving shall also serve as the Treasurer of Legacy Health.

(b) A vacancy in any office elected by the Board of Directors occurring because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any meeting for the unexpired portion of the term in the manner prescribed in these Bylaws for regular elections to such office.

SECTION 4.3 TERM

Each elected officer of Legacy Health shall hold office for a term of one year commencing immediately following the annual meeting of the Board of Directors in the year of election, and continuing until his or her successor is elected, except for the Chair who will hold office for a term of two-years. Each officer designated under Section 4.2(a) above shall serve for so long as such officer holds the Legacy Health administrative office described in Section 4.2(a) above.

SECTION 4.4 RESIGNATION AND REMOVAL

Subject to the provisions of any employment contract, an officer of Legacy Health may be removed, either with or without cause, by the Board of Directors. Subject to the provisions of any employment contract, an officer of Legacy Health may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary.

SECTION 4.5 CHAIR

(a) The Chair shall preside at all meetings of the Board of Directors and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe. The Chair, after consultation with the Governance Committee, shall appoint the chairs and members of Board and Management Committees, subject to the approval of the Board of Directors.

(b) Unless otherwise provided in these Bylaws, the Chair shall serve ex officio on all Board and Management Committees and, when in attendance at a meeting, shall be counted for purposes of a quorum and shall have the right to vote.

SECTION 4.6 VICE CHAIR

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

SECTION 4.7 SECRETARY

The Secretary shall cause minutes to be kept of all meetings of the Board of Directors. The Secretary shall cause appropriate notices to be given in accordance with these Bylaws, shall perform the customary duties pertaining to the office of Secretary and shall perform such other duties as the Board of Directors or these Bylaws may prescribe.

SECTION 4.8 TREASURER

The Treasurer shall be responsible for the financial affairs of Legacy Health. The Treasurer shall perform the customary duties pertaining to the office of Treasurer and shall perform such other duties as the Board of Directors or these Bylaws may prescribe.

SECTION 4.9 ASSISTANTS

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be, and shall perform such duties as the Board of Directors may prescribe.

SECTION 4.10 PRESIDENT

(a) The Board of Directors shall elect a President, who shall be the Chief Executive Officer of Legacy Health and shall perform the customary duties and have the customary authority of a Chief Executive Officer.

(b) The President, subject to the authority and policies of the Board of Directors, shall have responsibility for the overall management of Legacy Health. The President shall provide executive liaison between Legacy's subsidiaries and affiliated entities and the Board of Directors of the corporation. In instances where the corporation is a member of a limited liability company, the President may exercise the powers of the corporation as a member of such company to appoint managers and take other actions consistent with Legacy's policies governing authorization of transactions.

(c) The President or his or her designee shall attend all meetings of the Board of Directors. The President shall cause reports on the activities of Legacy Health and on relevant events in the health care, business and political environment to be submitted to the Board of Directors.

(d) Unless otherwise provided in these Bylaws, the President shall serve ex officio on all Board and Management Committees except the Audit and Compensation Committees and, when in attendance at a meeting (except meetings of the Audit and Compensation Committees), shall be counted for purposes of a quorum and shall have the right to vote.

(e) The Board shall set the compensation of the President and review such compensation regularly.

(f) The Board may in its discretion terminate the employment of the President and/or remove him or her from the office of President upon ten days written notice to the President.

SECTION 4.11 OTHER ADMINISTRATIVE OFFICERS

(a) The President shall appoint the Chief Financial Officer, the Chief Legal Officer and other administrative officers of Legacy Health. The compensation of administrative officers of Legacy Health shall be fixed by the President under a compensation program approved by the Compensation Committee. Any administrative officer of Legacy Health may be removed by the President following consultation with the Board of Directors.

(b) The President, or his or her designee, in consultation with the Board of Directors, shall appoint the Hospital President, who shall perform the customary duties and have the customary authority of a Chief Executive Officer for such hospital for so long as such Hospital President holds the administrative office described in Section 4.11(b).

(c) The Hospital President, subject to the authority and policies of the Board of Directors, shall have responsibility for the overall management of the hospital. The Hospital President shall provide executive liaison between the Hospital and the President, or his or her designee and the Board of Directors of the corporation. In instances where the corporation is a member of a limited liability company, the Hospital President may exercise the powers of the corporation as a member of such company to appoint managers and take other actions consistent with Legacy's policies governing authorization of transactions.

SECTION 4.12 OFFICER PARTICIPATION IN MEETINGS OF THE BOARD OF DIRECTORS/BISHOP PARTICIPATION IN CASE OF DESIGNEE

The Chief Financial Officer/Treasurer and the Chief Legal Officer/Secretary (and the Bishop of the Oregon Synod of the Evangelical Lutheran Church in America and the Bishop of the Episcopal Diocese of Oregon if either has appointed a designee to serve as a Board member pursuant to Sections 3.3(a)(1) or 3.3(a)(2) of these Bylaws) shall each be authorized to attend meetings and participate in the deliberations of the Board of Directors of Legacy Health and such committees of the Board as the Chair of Legacy Health may designate. They shall not have the right to vote on matters coming before the Board of Directors or any such committee, and shall not be counted for purposes of a quorum. For the avoidance of doubt, an individual appointed as a designee to serve as a Board member pursuant to Sections 3.3(a)(1) or 3.3(a)(2) of these Bylaws shall retain their right to vote as a Director on matters presented to the Board of Directors.

ARTICLE 5

COMMITTEES

SECTION 5.1 BOARD COMMITTEES

The Board of Directors may, by resolution adopted by a majority of Directors in office, designate Board Committees and Subcommittees ("Committees") each of which shall consist of

two or more Directors. To the extent permitted by law, these Bylaws and provided in such resolution, Board Committees shall have and exercise the authority of the Board of Directors in the management of Legacy Health. The Board of Directors shall approve the Chair's appointment of the chair and the members of Board and Management Committees. Legacy Health shall have at least the following Board Committees: a Finance Committee, a Medical Quality & Credentialing Committee, an Audit and Compliance Committee, a Governance Committee, a Compensation Committee, and a Strategic Collaborations Committee. The specific responsibilities and assignments for each Committee shall be determined by the Board of Directors, and shall be reflected in the Committee's charter. Each Committee member shall hold office at the pleasure of the Board of Directors. Only a Director may serve as a voting member of a Committee.

SECTION 5.2 FINANCE COMMITTEE

(a) The Finance Committee shall consist of the President and at least four additional Directors. The Finance Committee may have members who are not Directors if appointed by the Chair and approved by the Board of Directors. The Chief Financial Officer of Legacy Health shall staff the Finance Committee.

(b) Between meetings of the Board of Directors, the Finance Committee shall have and exercise all the authority of the Board of Directors in the management of the financial affairs of Legacy Health, including without limitation review and recommendation of the annual budget to the Board of Directors, development of financial policies, ways and means of raising funds, short-term borrowing limits for general operating purposes, and review and recommendation of proposals to incur debt or to make substantial expenditures of funds. Such authority shall be subject to the expenditure limits and other procedural requirements set forth in applicable policies of Legacy Health.

(c) The Investment Subcommittee of the Finance Committee shall formulate and periodically review the investment policy of Legacy Health and monitor Legacy's investments.

SECTION 5.3 MEDICAL QUALITY & CREDENTIALING COMMITTEE

(a) The Medical Quality & Credentialing Committee shall have no more than twenty-three (23) voting members selected in the manner provided in Sections 5.3(b) & (c).

(b) The persons holding the following offices shall serve as ex officio members of the Medical Quality & Credentialing Committee during the time such person holds the respective office:

- (1) The President of Legacy Health;
- (2) The Chief Medical Officer of Legacy Health (or its equivalent office); and
- (3) The Presidents of the organized Medical Staffs of:
 - (i) Legacy Emanuel Hospital & Health Center;

- (ii) Legacy Good Samaritan Hospital and Medical Center;
- (iii) Legacy Meridian Park Hospital;
- (iv) Legacy Mount Hood Medical Center;
- (v) Legacy Salmon Creek Hospital; and
- (vi) Silverton Health.

(4) The Randall Children’s Hospital Chairman who serves as a member of the Legacy Emanuel Hospital & Health Center Medical Executive Committee.

(c) The Chair of the Board, after consultation with the Board Governance Committee, and subject to approval of the Board of Directors, shall appoint the remaining members of the Committee as set forth below:

(1) Two (2) to four (4) physicians who are Directors, one of whom shall serve as chair of the Medical Quality & Credentialing Committee;

(2) Two (2) to three (3) Directors who are not physicians;

(3) Three (3) to four (4) Medical Staff Presidents-elect of the hospitals listed above in Section 5.3(b)(3) and the Randall Children’s Hospital Chairman-elect in the second year of their terms.

(4) One (1) provider from among the providers nominated by Legacy Medical Group; and

(5) One (1) or two (2) providers to serve at large, nominated by the other members of the Medical Quality & Credentialing Committee.

(d) Appointed members of the Medical Quality & Credentialing Committee shall serve for terms of three (3) years, staggered by class.

(e) The Medical Quality & Credentialing Committee shall have the responsibility to review recommendations made by the medical staffs at each of the Legacy Health facilities relating to medical staff credentialing. Its authority shall include taking actions and making recommendations to the Legacy Health Board of Directors concerning medical staff credentialing and privileges, and the organization and operation of medical staffs at Legacy Health facilities and programs. Such credentialing and privilege matters shall be carried out in conjunction with the medical staffs in accordance with their respective bylaws, rules and regulations. Delegation of responsibilities to the medical staffs, the Medical Quality & Credentialing Committee and the Credentials Subcommittee in the areas of credentialing, privileges, licensure, discipline and certification shall be determined by the Legacy Health Board of Directors following collaborative discussion with the Committee and medical staff representatives. The Medical Quality & Credentialing Committee shall also provide oversight and regular reports to the Board of Directors concerning quality assessment and clinical and

professional operational matters relating to Legacy Health facilities and programs in order to maintain consistency with the Mission, Vision and Values of Legacy Health. Any physician Director who is personally or financially involved in any matter considered by the Committee shall not participate by discussion, vote or otherwise in the Committee's activities relating to such matter, and shall recuse him or herself from that portion of any meeting where such a matter is discussed or voted upon.

(1) The Medical Quality & Credentialing Committee shall have a Credentials Subcommittee, comprised of three (3) Directors who are members of the Medical Quality & Credentialing Committee. The chair of the Credentials Subcommittee shall be the chair of the Medical Quality & Credentialing Committee. The two (2) remaining members of the Credentials Subcommittee shall be a physician and a non-physician, who shall be appointed by the chair of the Medical Quality & Credentialing Committee. The Credentials Subcommittee members (excluding the chair) shall serve two (2) year terms of office.

(2) The Credentials Subcommittee shall have the authority to take action on such credentialing and privileging matters referred by the Medical Staffs as the Board of Directors may delegate from time to time.

(f) The Medical Quality & Credentialing Committee shall advise the Board of Directors and the President of Legacy Health on policy matters and matters of medical ethics. The Medical Quality & Credentialing Committee shall be the senior medical ethics advisory body of the Legacy medical staffs. Legacy Health shall provide staff support to the Medical Quality & Credentialing Committee. The Medical Quality & Credentialing Committee shall review proposals from Legacy Health and from individual medical staffs, shall review policies and make recommendations to the Legacy Health Board of Directors, and shall oversee Medical Staff implementation of system initiatives as directed by the Legacy Health Board of Directors.

SECTION 5.4 GOVERNANCE COMMITTEE

(a) The Governance Committee shall develop and monitor the effectiveness of the Board of Directors in the areas of governance and Board education. The Governance Committee shall periodically evaluate the tasks and responsibilities of each Board Committee. It shall develop and implement orientation, education and evaluation materials for the Board of Directors and Committee members. The Governance Committee shall recommend approval to the Board of Directors of Board policies and procedures, decision making processes, standards of conduct, and related operational matters. The Governance Committee shall recommend to the Board of Directors individuals to serve as Directors and Officers of Legacy Health and its affiliated corporations. The Governance Committee shall recommend changes to the Articles of Incorporation and Bylaws of Legacy Health and its affiliated corporations, and to the committee charters.

(b) The Governance Committee shall consist of at least three (3) voting Directors.

(c) The Governance Committee shall include at least one member of the Board of Directors who (i) is either the Lutheran Director or the Episcopal Director, or (ii) is either the

Bishop of the Oregon Synod or his or her designee or the Bishop of the Episcopal Diocese or his or her designee. The President and Chief Executive Officer will appoint staff to the Committee.

(d) The Governance Committee Board Succession Subcommittee (“Subcommittee”) shall be a standing subcommittee of the Governance Committee. The Subcommittee shall consist of all Board Committee Chairs, Board Chair, Vice Chair, President & CEO, and two at-large Directors. Annually, the Governance Committee or its Chair shall convene a Subcommittee meeting prior to the Annual Meeting of the Board to discuss and recommend Board Chair and/or Vice Chair candidates to the Governance Committee then, together with its recommendation, on to the full Board.

SECTION 5.5 AUDIT AND COMPLIANCE COMMITTEE

(a) The purpose of the Audit and Compliance Committee (the “Committee”) of the Board of Directors of Legacy Health is to ensure appropriate policies and procedures are in place to safeguard and preserve Legacy’s assets, and to oversee the fair presentation of Legacy’s financial statements, the effectiveness of the system of internal controls, compliance with non-clinical legal and regulatory requirements, the determination of the independent auditor’s qualifications and independence, and the performance of Legacy’s internal audit function and independent auditors.

(b) The Audit and Compliance Committee shall consist of at least five (5) members, including at least three (3) voting directors. All members shall be Fully Independent, as defined in Legacy’s Director Independence Policy. At least one (1) member must qualify as an “Audit Committee financial expert”, having knowledge and experience with complex financial statements, generally accepted accounting principles, especially as they relate to estimates, accruals and reserves, internal controls, and Committee functions. All other members of the Committee must have a basic knowledge of financial reporting at the time of appointment. The Chief Financial Officer and Chief Compliance Officer will staff the Committee.

SECTION 5.6 COMPENSATION COMMITTEE

(a) The Compensation Committee (Committee) is responsible for establishing and maintaining a competitive compensation program for the Chief Executive Officer (CEO), Senior Vice Presidents (SVPs), and Presidents (hospital and medical group). These positions will be referred to as “Key Executives”. The Committee shall make recommendations to the Board of Directors with respect to the compensation for the CEO. The Committee shall approve salary ranges, guidelines, benefit plans and perquisites for SVPs and Presidents.

(b) The Compensation Committee shall consist of three (3) or more Fully Independent Directors, as defined in Legacy’s Director Independence Policy. The President and Chief Executive Officer will appoint staff to the Committee.

(c) For purposes of obtaining the rebuttable presumption of reasonableness under Section 4958 of the Internal Revenue Code, the Committee has been designated an authorized body for approval of transactions with disqualified persons where the following criteria are satisfied: the amount of money in question is less than the maximum amount which can be approved by the Committee without subsequent ratification by the full Board of Directors, the

Committee relies on appropriate comparability data in establishing that the transaction is conducted for fair market value, no member of the Committee who has a conflict of interest with respect to the transaction as defined in Section 4958 of the Code is present during debate and voting on the issue, and the Committee promptly documents its decision in duly adopted minutes. The Committee will oversee the work of senior management with respect to evaluating the reasonableness of compensation pursuant to IRS Section 4958 to ensure adherence to the organization's compensation philosophy and that transactions with disqualified persons are fair and reasonable and meet all applicable legal criteria.

SECTION 5.7 STRATEGIC COLLABORATIONS COMMITTEE

(a) The Strategic Collaborations Committee (the "Committee") of the Board of Directors of Legacy Health (the "Health System") will work with senior management to develop, evaluate, oversee and prioritize opportunities for (i) material strategic transactions, and (ii) strategic affiliations, collaborations and other arrangements with health systems, payors and others. It will serve as the Board's liaison with respect to such matters and will solicit input from, and make regular reports to, the full Board, in addition to exercising any other authority delegated by the Board to the Committee from time to time.

(b) The Committee shall consist of six to twelve voting Directors, each of whom shall be Fully Independent, as defined in Legacy's Director Independence Policy. The members of the Committee shall include the Chair, the Vice Chair, and such other members as may be appointed by the Chair, which may include the chairs of the other standing committees and other Directors. Additional nonvoting members may be appointed to bring additional perspectives to the Committee's work. The President and Chief Executive Officer shall be a non-voting member and shall appoint staff to assist the Committee.

SECTION 5.8 MANAGEMENT COMMITTEES

The Board of Directors may create, assign functions to and abolish Management Committees. Management Committees shall not have or exercise any authority of the Board of Directors over the operation and affairs of Legacy Health unless authorized by the Board of Directors to exercise such authority with respect to specific matters. The Chair shall appoint the chair and all members of Management Committees, subject to the approval of the Board of Directors.

SECTION 5.9 QUORUM

A majority of the voting members of any Committee shall constitute a quorum for the conduct of business. The Chair shall serve ex officio on all Board and Management Committees and, when in attendance at a meeting, shall be counted for purposes of a quorum and shall have the right to vote. The President shall serve ex officio on all Board and Management Committees except the Audit and Compensation Committees and, when in attendance at a meeting (except meetings of the Audit and Compensation Committees), shall be counted for purposes of a quorum and shall have the right to vote. Nonvoting members of a Committee shall not be counted toward a quorum.

SECTION 5.10 MEETINGS

(a) Meetings of Committees shall be called by the Chair, the chair of the Committee, or a majority of the Committee's voting members. Each Committee shall meet as often as necessary to perform its duties, and, unless required by these Bylaws to meet more frequently, shall meet not less than once each year.

(b) Notice of the time and place of a Management Committee meeting may be given in any reasonable manner.

(c) Board Committees may provide by resolution for the place, time and hour of regular meetings. Such resolution may provide that its adoption shall constitute notice of such meetings. If no such provision is made, notice of regular meetings shall be given in writing at least seven (7) days prior to the date of the meeting. Special meetings may be held on twenty-four (24) hours' notice given in any reasonable manner.

SECTION 5.11 MINUTES

Each Committee shall keep written minutes of its meetings which shall be transmitted to the Board of Directors.

SECTION 5.12 TENURE, REMOVAL AND VACANCIES

(a) Unless otherwise provided in these Bylaws, the chair and members of each Committee shall be appointed by the Chair and approved by the Board at the annual meeting of the Board of Directors, and they shall hold their positions until the next annual meeting of the Board of Directors and until their successors are appointed, unless they shall sooner resign, be removed from the Committee, or cease to hold the position which is the basis for their appointment.

(b) The Board of Directors may remove any appointed member of any Board Committee, and, unless otherwise provided in these Bylaws, the Chair may remove any appointed member of any Management Committee or the Credentials Subcommittee. Any person who is a member of a Committee because he or she holds a designated position shall cease to be a member of the Committee when he or she ceases to hold such position.

(c) Vacancies in any Committee may at any time be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointments to such position.

ARTICLE 6

RECORDS AND EXECUTION

SECTION 6.1 RECORDS

Legacy Health shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business.

SECTION 6.2 INSPECTION

All books, records and accounts of Legacy Health, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, shall be open to inspection by the Directors in the manner and to the extent required by law.

SECTION 6.3 SIGNATURE AUTHORITY

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to Legacy Health shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

SECTION 6.4 ANNUAL AUDIT

An annual audit shall be made of the books and accounts of Legacy Health.

SECTION 6.5 FISCAL YEAR

The fiscal year of Legacy Health shall be the annual period ending March 31.

SECTION 6.6 EXECUTION OF DOCUMENTS

Except as otherwise provided in the Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of Legacy Health. Such authority may be general or confined to specific instances.

ARTICLE 7

ASSOCIATED ORGANIZATIONS

SECTION 7.1 CREATION

The Board of Directors may authorize the formation of an Auxiliary, a Foundation, Associates and other associated organizations. The purpose of such associated organizations shall be to render service to Legacy Health and persons served by Legacy Health. Such service may include fund raising activities and participation in programs designed to enhance the reputation of the facilities operated or supported by Legacy Health.

SECTION 7.2 BYLAWS, RULES AND REGULATIONS

Each such organization shall propose and adopt bylaws, rules and regulations for the management of its affairs which shall not be inconsistent with these Bylaws and the same shall become effective when approved by the Board of Directors.

ARTICLE 8

AMENDMENTS

SECTION 8.1 REVIEW

Each year, the Governance Committee shall review and evaluate the Articles of Incorporation and Bylaws of Legacy Health and make recommendations for revision to the Board of Directors.

SECTION 8.2 PROCEDURE

These Bylaws may be amended or repealed or new Bylaws adopted only at a meeting of the Board of Directors upon receiving the affirmative vote of a majority of the Directors in office.

SECTION 8.3 RESTRICTIONS ON AMENDMENTS

Any amendment of the provisions of Sections 3.3(a)(1) and (3) and Section 3.3(d) shall be effective only upon the written approval of such amendment by the Oregon Synod Council. Any amendment of the provisions of Sections 3.3(a)(2) and (4) and Section 3.3(c) shall be effective only upon the written approval of such amendment by the Diocesan Council or the Convention of the Episcopal Diocese. Any amendment of the provisions of Sections 5.4(c), [5.6(a) or 5.6(b) of the Bylaws approved on March 12, 2009] shall be effective only upon the written approval of such amendment by the Diocesan Council or the Convention of the Episcopal Diocese and by the Oregon Synod Council. In any case where such written approval is required, and the amendment does not involve a significant substantive change with respect to the interest of either the Oregon Synod or the Episcopal Diocese in the judgment of the Bishop of the Oregon Synod or the Bishop of the Episcopal Diocese, respectively, then such written approval of the amendment may be given by the respective Bishop without action of the Diocesan Council or Convention of the Episcopal Diocese or the Oregon Synod Council.

ARTICLE 9

GENERAL PROVISIONS

SECTION 9.1 PARLIAMENTARY AUTHORITY

The parliamentary rules contained in Robert's Rules of Order, Newly Revised, shall govern in all cases where they do not conflict with any other rules of procedure adopted by Legacy Health.

SECTION 9.2 ACTION WITHOUT A MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting as set forth in Section 3.10 of the Legacy Health Bylaws. If action is taken by consent in writing, such consent shall be signed by all persons

entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

SECTION 9.3 WAIVER OF NOTICE

A written waiver of notice of any meeting of the Board of Directors or any of its committees, signed by the person entitled to notice, shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected and acting Secretary of Legacy Health, an Oregon nonprofit corporation. The within and foregoing Bylaws consisting of seventeen (17) pages were adopted by the Board of Directors of Legacy Health on April 12, 1989, were restated on November 1, 1996 to contain all of the amendments made to such Bylaws by the Board of Directors at meetings held on August 3, 1989, April 5, 1990, December 13, 1990, April 11, 1991, February 13, 1992, June 4, 1992, August 6, 1992, December 3, 1992, June 3, 1993, December 2, 1993, October 6, 1994, June 1, 1995, November 1, 1996, were amended and restated by consent on February 5, 1998, were amended and restated on June 4, 1998, June 3, 1999, June 1, 2000, October 5, 2000, February 7, 2002, June 5, 2003, December 2, 2004, February 22, 2006, February 26, 2007, September 13, 2007, November 8, 2007, March 13, 2008, May 8, 2008, March 12, 2009, November 12, 2009, March 10, 2010, January 20, 2011, May 11, 2011, July 21, 2011, March 22, 2012, May 14, 2013, June 4, 2014, were amended and restated by consent effective September 26, 2013, and were amended and restated on July 24, 2014, September 25, 2014, January 22, 2015, March 2, 2016, July 28, 2016, November 14, 2017, January 18, 2018, November 29, 2018, March 26, 2020, March 25, 2021, April 21, 2023, and September 24, 2023. These Restated Bylaws and each amendment thereto were adopted and restated by the vote of a majority of number of Directors in office.

Certified this 24th day of September 2023.

LEGACY HEALTH

By: *Craig Armstrong*
Craig Armstrong

Title: Secretary