



Proposed Amendments to HealthTrust, Inc. Bylaws

Explanation Key:

- Matter added to current Bylaws appears underlined.
- Matter removed from current Bylaws appears with ~~striketrough~~.

I. Amend Section 3.5 as follows:

SECTION 3.5. Meetings of the Members.

A meeting of the Members shall be held at least annually (the Annual Meeting) for the purposes of receiving reports on the operations of HealthTrust; voting upon nominations for members of the Board of Directors; and transacting any other business which may be transacted at an annual meeting. The time and place of any meeting will be determined by the Board of Directors. Members shall be notified of the time and place of any meeting by at least ten (10) days written notice which may include email notification, provided that the notification for the Annual Meeting shall be governed by Section 6.3 (f) and (g) of these Bylaws. Each Member present shall be entitled to one vote. Any number of Members shall constitute a quorum for the conduct of elections and the transaction of any business. Determination of who may vote at any meeting shall be governed by Section 6.3 (c), (d) and (e) of these Bylaws.

II. Amend Section 6.3 as follows:

SECTION 6.3. Election of Directors; Voting Procedures and Nominations for Directors:

~~The Members shall elect the Directors at the Annual Meeting for the terms specified in Section 6.5. The Governance and Nominating Committee shall recommend a slate of candidates to the Membership. Nominations will also be taken from Members at the annual meeting. Each Member is entitled to one vote. Voting for Directors shall occur in person at the annual meeting.~~

The following procedures will govern the Members' election of Directors:

- The Members shall elect the Directors at the Annual Meeting for the terms specified in Section 6.5.
- Each Member shall be entitled to cast one vote for each Director position on the ballot. All votes must be cast in person at the Annual Meeting.
- Provided the required forms are submitted pursuant to Section 6.3 (d), the Member's top administrative official (for example, superintendent of schools, town manager, town administrator, etc.) or his or her certified designee shall be entitled to cast the Member's vote, unless the governing board of the Member, by resolution, appoints a different representative to cast the Member's vote, in which case such representative shall be entitled to cast the Member's vote. Governing bodies are encouraged to participate in this fashion.

- (d) To vote, upon registration at the meeting, the following forms must be provided to HealthTrust by the person entitled to cast the Member's vote:
- (i) For the Member's top administrative official: written certification, signed by the individual certifying that he or she is the Member's top administrative official and entitled to vote on behalf of the Member,
 - (ii) For the designee of the Member's top administrative official: written certification, signed by the top administrative official, certifying that he or she is the Member's top administrative official, entitled to vote on behalf of the Member and that that he or she designates the specified individual to cast the Member's vote on his or her behalf, together with written certification signed by the designee, that her or she is the named designee and is entitled to vote on behalf of the Member.
 - (iii) For a representative appointed by the Member's governing board, a copy of the executed resolution of the governing board appointing the representative together with written certification signed by the representative, that her or she is the named representative and is entitled to vote on behalf of the Member.
- (e) A single individual shall be entitled to cast the vote of multiple Members provided he or she is duly authorized to vote for each such Member pursuant to Sections 6.3 (c) and (d).
- (f) HealthTrust shall provide Members written notice, which may include email notification, of the Annual Meeting at least 60 days in advance of said meeting. HealthTrust shall attempt to send such notice to both the chief administrative officer and the chair of the governing board of each member; however, failure to send the notice to these specific individuals shall not invalidate the results of any election.
- (g) Said notice shall include:
- (i) the date, place and time of the Annual Meeting;
 - (ii) information on how to become a candidate for a Director position;
 - (iii) a copy of the certification forms and sample resolution to be submitted by the person voting on behalf of the Member pursuant to Section 6.3 (d); and
 - (iv) notice of the date and method by which the Governance and Nominating Committee will notify the Members of its recommended a slate of candidates.
- (h) The Governance and Nominating Committee shall recommend a slate of candidates to the Membership at least 30 days prior to the Annual Meeting by written notice, which may include email notification or on-line posting, Nominations will also be taken from Members at the Annual Meeting.