

**BY-LAWS of**  
**FALLON MEDICAL COMPLEX, INC.**  
***Baker, Montana***

*Revised September 5, 2012*

**ARTICLE I NAME OF THE CORPORATION**

The name of this Corporation is FALLON MEDICAL COMPLEX, INC. having for its principal place of business: Baker, Montana.

**ARTICLE II OBJECTIVES OF THE CORPORATION**

SECTION 1 HEALTH CARE OBJECTIVE

The objectives of the Corporation shall be:

- a) To take an active part in the promotion of general health care in the community.
- b) To ensure high quality healthcare to the sick and injured.
- c) To assure the establishment of a quality assurance program consistent with those services being provided by the hospital, long-term care, and clinic with the participation by the Administration, Medical Staff, and all departments of the facility. The program will be monitored quarterly with reports to the Board.

SECTION 2 NON-PROFIT PURPOSE

This Corporation is organized exclusively for charitable, scientific and educational purposes as a non-profit Corporation. Its activities shall be conducted for the aforesaid purposes in such manner that no part of its net earnings shall inure to the benefit of any Trustee, officer, or individual. Upon dissolution of this Corporation, whether voluntary or involuntary, by operation of law or otherwise, and after payment of all liabilities of the Corporation, the Board of Trustees shall dispose of the remaining assets by distribution to organizations having similar purposes and enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or successor provisions thereof. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located by distribution to such exempt organizations as said court shall then determine. In

no event shall any part of the assets of said Corporation upon dissolution be distributed to any member, officer, or Trustee of the Corporation.

### **ARTICLE III MEMBERSHIP OF THE CORPORATION**

#### **SECTION 1 MEMBERS.**

The members of the Corporation shall consist of all trustees and those individuals who apply for membership and fulfill the qualifications for membership which are established by the Board of Trustees.

#### **SECTION 2 DUES**

The Board of Trustees may require payment of dues as a qualification of membership.

#### **SECTION 3 PERIOD OF MEMBERSHIP**

The period of membership shall be three (3) years, commencing on the date of application for membership and ending on December 31st of the 3<sup>rd</sup> year following the application date.

#### **SECTION 4 RESIGNATION**

Any member may resign at any time by delivering to the Board of Trustees or the President of the Corporation a written resignation.

#### **SECTION 5 ANNUAL MEETING**

The annual meeting of the members, held for the purpose of electing Trustees and transacting other business shall be held at the principal office of the Corporation or at another location designated by the Board of Trustees at any time during the month of December of each year. The date and time of the annual meeting shall be determined by the Board of Trustees.

#### **SECTION 6 NOTICE OF ANNUAL MEETING**

Notice of the place, date, hour and purpose of the annual meeting shall be provided through community notice, such as postings in a local newspaper, a community bulletin board, and/or the facility website, not less than 10 days nor more than 30 days prior to the date of the meeting. At the Board's discretion, notice may also be given personally, by U.S. mail, or through electronic means. If mailed, notice shall be deemed effective upon the date the notice was

deposited in the U.S. mail, postage pre-paid and correctly addressed to the members address as set forth on the Corporation's record books.

#### SECTION 7 SPECIAL MEETINGS

Special meetings of the members, other than a special meeting for the election of Trustees, may be called at any time by the Board of Trustees or the President, or shall be called by the Secretary on receipt of a written request of 15 members of the Corporation entitled to vote at such meeting.

#### SECTION 8 WAIVER OF NOTICE

Notice of meeting need not be given to a member who submits a signed waiver of notice, in person or by proxy, either before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice.

#### SECTION 9 LIST OF MEMBERS

A list of members as of the record date, certified by the Secretary, shall be produced at any meeting of the members upon request of any member made prior to or at the meeting. If the member's right to vote at any meeting is challenged, the inspectors of election, or if none, the person presiding at the meeting, shall require that the list of members be produced as evidence of the right of the person challenged to vote at the meeting, and all persons who appear from the list to be members entitled to vote at the meeting may then vote.

#### SECTION 10 QUORUM

The presence of any interested members of the Corporation entitled to vote at a meeting, in person or by proxy, shall constitute a quorum for all purposes except as otherwise provided by law.

#### SECTION 11 VOTING

At every meeting of the members, each member shall be entitled to vote in person or by proxy pursuant to the procedure set forth by the Board of Trustees. The vote for Trustees shall be by ballot. All questions shall be decided by a majority vote of the members present, in person or by proxy, and such decision shall be the act of the full membership, except as may otherwise be specifically provided by law or by these bylaws.

The Board of Trustees may determine that election of Trustees be conducted by mail so long as such action meets all of the legal requirements of Section 35-2-533, MCA.

#### SECTION 12 MEMBERSHIP RECORDS

The Corporation shall keep a permanent record of the minutes of all meetings of the members, and a record of all actions taken by the members with or without a meeting.

### **ARTICLE IV BOARD OF TRUSTEES**

#### SECTION 1 QUALIFICATIONS

To be eligible for membership on the Board of Trustees, a person must be a resident of Fallon County, Montana or any of FMC's outlying service areas and be interested in and be willing to work for the best interests of health care in the Corporation service area and for the best interests of Fallon Medical Complex, Inc. (FMC). FMC employees and their spouses are not eligible for membership on the Board of Trustees due to obvious conflicts of interest.

#### SECTION 2 NUMBER AND TENURE

The number of Trustees of the Corporation shall be seven (7) and shall be elected by the membership in accordance with the provisions of the paragraph entitled "Election of Trustees" of this Section 1. Trustees shall hold office for a term of three (3) years or until their successors are elected and qualified.

#### SECTION 3 TRUSTEE TERMS

The term of each Trustee shall commence on January 1, following the election of the Trustee and the term of the Trustee shall expire on December 31, of the 3<sup>rd</sup> year of said term.

#### SECTION 4 REMOVAL

Any individual Trustee may be removed from office, with or without cause, by the Corporation members only at a meeting called for the purpose removing the Trustee. The meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Trustee.

## SECTION 5 ELECTION DATES AND VACANCIES

Elections for Trustees shall be held at the annual membership meeting, or by written ballot if authorized by the Board of Trustees. Any vacancy occurring on the Board of Trustees may be filled by appointment by the President of the Board of Trustees subject to confirmation by a majority of the members of the Board present at the next regular meeting of the Board following such appointment. The person so appointed shall serve for the remainder of the term of the Trustee for whom he or she was appointed. In the event that the election date set forth above falls on a legal holiday, the Board may by resolution adopted at any regular or special meeting preceding said date, postpone said election to the next business day following such date.

## SECTION 6 NOMINATION OF TRUSTEES

All nominations for the office of Trustee shall be made by a nominating committee. At least sixty (60) days prior to the election, the President of the Board shall appoint no fewer than three (3) persons who are members of the Corporation to serve on the nominating committee, subject to their approval by a majority of the Board. The affirmative vote of a majority of the members of the nominating committee is required for nomination. The nominating committee shall nominate at least one (1) person for each Trustee position to be filled. No person shall be elected Trustee unless he or she shall have been nominated by such committee.

## SECTION 7 ELECTION OF TRUSTEES

At least sixty (60) days before the annual election of Trustees (the "Record Date"), a complete list of all members entitled to vote shall be prepared in alphabetical order, according to name, and containing the address of each member on the list. Such list shall be kept on file at the office of the Corporation and subject to inspection on any business day during usual business hours. The preparation of such list, known as the voting list, shall be the responsibility of the Secretary. Trustees for all vacant positions shall be elected at the annual membership meeting, or by mail ballot if authorized by the Board of Trustees.

## SECTION 8 CONFLICTS OF INTEREST

All Trustees are required to disclose any outside activities or interests, including those arising prior to becoming Trustees, that conflict or suggest a potential conflict with the best interests of the Corporation. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers or Trustees of this Corporation are pecuniary or otherwise

interested in or are trustees or officers of such other corporation. Any Trustee of this Corporation individually, or any firm of which any Trustee may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed in the minutes of the meeting wherein the contract or transaction was acted upon. Trustees so interested shall abstain from voting or acting upon those matters, contracts, or transactions, in which they have disclosed a conflict of interest, provided, however, that the Trustee's presence may be counted in determining whether a quorum is present for the purposes of Article 5.03 of these Bylaws. Any Trustee who violates the terms or conditions of this section is subject to removal by a majority vote of the remaining Trustees.

#### SECTION 9 POWERS

The administrative powers of the Corporation shall be vested in the Board of Trustees, which shall have charge, control, and management of the property, affairs, and funds of the Corporation; shall fill vacancies among the officers and Trustees for unexpired terms; and shall have the power and authority to do and perform all acts and functions not inconsistent with these by-laws, the Articles of Incorporation, or the laws of the State of Montana, relating to non-profit corporations.

### **ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES**

#### SECTION 1 REGULAR MEETINGS

The Board of Trustees shall meet monthly with the specific day and time to be fixed by annual resolution of the Board. The Board, at its discretion, may waive any regular monthly meeting. However, the Board shall hold no less than nine (9) regular meetings per year.

If any member is absent from three (3) successive regular meetings without a reasonable excuse, he/she may at the discretion of the Board be deprived of membership on the Board, and his/her seat declared to be vacant by approval of a majority vote of the Board of Trustees as allowed by Section 35-2-421, MCA.

#### SECTION 2 SPECIAL MEETINGS

A special meeting of the Board may be called by the President whenever, in his/her opinion, the interest of the Corporation demands it or upon request in writing by four (4) Trustees. Written or personal notice of special meetings shall be given each member at least three (3) days, excluding Sunday, before the date

of such special meeting. This provision may be waived in accordance with the provisions of the Montana Non-Profit Corporation Act. This notice shall state the business for which the special meeting has been called and no business other than that stated in the notice shall be transacted at such special meeting.

### SECTION 3 QUORUM

A majority of the seated Trustees shall constitute a quorum for the transaction of business.

### SECTION 4 BOARD ACTIONS

- a) Manner of Acting Unless otherwise provided by these Bylaws or the Montana Nonprofit Corporation Act, the act of the majority of the Trustees present at a meeting, either in person or by means of other communication as described in this Article 5.04, at which a quorum is present shall be the act of the Board.
- b) Votes Each voting Trustee shall have one (1) vote.
- c) Proxy Trustees shall not vote or sign Board resolutions by proxy.
- d) Communications Any and all Trustees may participate in a regular or special meeting by, or through, the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is considered to be present in person at the meeting.
- e) Written Consent Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote. A Trustee's consent may be temporarily evidenced by facsimile transmission of such consent provided the original copy of such consent is mailed contemporaneously to the Secretary of the Corporation.
- f) Presumption of Assent A Trustee of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Trustee's dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting

as the Secretary of the meeting before the adjournment thereof or unless such dissent is forwarded by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

## **ARTICLE VI OFFICERS OF THE CORPORATION**

### **SECTION 1 OFFICERS**

The officers of the Corporation shall be a President, Vice-President, and Secretary/Treasurer, each of whom shall be elected by the Board of Trustees. Except for the offices of Secretary/Treasurer, no one (1) person shall hold more than one (1) office in the Corporation at the same time.

### **SECTION 2 ELECTION AND TERM OF OFFICE**

The officers of the Corporation shall be elected annually during the first regular meeting of each year. Each officer shall hold office for a term of one (1) year unless he should die, resign, or be removed. All shall also be members of the Board of Trustees.

### **SECTION 3 REMOVAL**

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **SECTION 4 VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

### **SECTION 5 POWERS AND DUTIES**

The duties and powers of the officers of the Corporation shall be as follows or as shall hereafter be set by resolution of the Board of Trustees:

- a) President The President shall be subject to the control of the Board, and shall in general supervise and control, in good faith, all of the business and affairs of the Corporation. The President shall preside at

all meetings of the Board at which the President is present. The President may sign, with the Secretary, or any other proper officer of the Corporation that the Board has authorized, Corporation deeds, mortgages, bonds, contracts, or other Board authorized instruments. The President, by reason of the office, shall be a member of all committees.

- b) Vice President The Vice President shall perform such duties as shall be assigned to the Vice President by the President or the Board of Trustees. Further, in the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
  
- c) Secretary/Treasurer
  - (i) With regard to the Corporation's books and records, the Secretary/Treasurer shall in good faith, (1) create and maintain one or more books for the minutes of the proceedings of the Board; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be a custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation; and, (5) in general perform all other duties associated with the Corporation's books and records that the President or the Board may assign to the Secretary/Treasurer.
  
  - (ii) With regard to the Corporation's financial matters, the Secretary/Treasurer shall in good faith, (1) be President of the Finance Committee; (2) have charge and custody of and be responsible for all funds and securities of the Corporation; (3) receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all moneys in the Corporation's name in banks, trust companies, or other depositories that the Board shall select; and, (4) in general perform all other duties associated with the financial matters that the President or Board may assign to the Secretary/Treasurer. If required by the Board, the Secretary/Treasurer shall give a bond for the faithful performance of the Secretary/Treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board shall determine.

## **ARTICLE VII COMMITTEES OF THE BOARD OF TRUSTEES**

### **SECTION 1 COMMITTEES**

The Board may, by a majority vote of the full Board, create committees, either standing or special. Committees may include non-board members; however, such committees shall include no less than two (2) Trustees. Non-board members shall not have the right to vote on any action taken by the committee. The members of any such committees shall serve at the pleasure of the Board of Trustees. Committees shall exercise such powers as may be designated by resolution of the Board of Trustees.

### **SECTION 2 RESTRICTIONS ON COMMITTEES**

Each committee may exercise the specific authority which the Board confers upon the committee in the resolution creating the committee; *provided*, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (2) elect, appoint, or remove Trustees or fill vacancies on the Board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

### **SECTION 3 COMMITTEE MEETINGS**

The sections of these Bylaws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board. The committees are subject to all procedural rules governing the operation of the Board itself.

## **ARTICLE VIII ADMINISTRATION**

### **SECTION 1 CHIEF EXECUTIVE OFFICER**

The Board of Trustees shall select and appoint a competent Chief Executive Officer (CEO) who shall be its representative in the management of the daily activities of the Corporation and its affiliated entities. The CEO shall be given the necessary authority and responsibility to operate the Corporation in its entire activities and departments, subject only to such policies as may be issued by the Board of Trustees. He/she shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board has not formally designated some other person to so act, and shall serve at the pleasure of the Board.

## SECTION 2 CEO AUTHORITY AND RESPONSIBILITY

The authority and responsibility of the CEO shall include:

- a) Carrying out all policies established by the Board of Trustees and advising on the formation of these policies.
- b) Developing and submitting to the Board of Trustees a plan of organization for the conduct of Corporate operations and recommending changes when necessary.
- c) Directing the preparation of an annual budget showing the expected revenue and expenditures as required by the Board of Trustees or its authorized committee.
- d) Selecting, employing, controlling, and discharging employees.
- e) Developing and maintaining personnel policies and procedures for employees, subject to review and approval by the Board of Trustees.
- f) Maintaining the Corporation's physical properties in a good and safe state of repair and operating condition.
- g) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage of the Corporation.
- h) Working continuously with other health care professionals for the mutual purpose of providing high-quality care to patients at all times.
- i) Presenting to the Board of Trustees, or its authorized committee, monthly reports reflecting the financial activities of the Corporation and other such special reports as may be required by the Board of Trustees.
- j) Preparing a plan for the achievement of the Corporation's specific objectives and periodically reviewing and evaluating that plan.
- k) Representing the Corporation in its relationships with other agencies, including the signing of contracts and other legal documents.
- l) Performing other duties that may be necessary for the Corporation.
- m) Serving as a non-voting member of any committees so directed by the Board.
- n) Attending Trustee meetings and preparing reports on all activities of the Corporation when requested by the Board of Trustees.

## **ARTICLE IX MEDICAL STAFF**

### SECTION 1 ORGANIZATION, APPOINTMENTS, AND HEARINGS

The Board of Trustees shall cause to be organized the physicians and appropriate other persons granted practice privileges in the facility managed by the Corporation into a Medical Staff which shall operate under specific by-laws, rules and regulations approved by the Board. The Board shall consider

recommendations of the Medical Staff, and appoint to the Medical Staff, physicians and other providers who meet the qualifications for membership as set forth in the by-laws of the Medical Staff. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his/her patients subject to such limitations as are contained in these by-laws, and in the by-laws, rules and regulations for the Medical Staff and subject to any limitations attached by the Board to his/her appointment.

All applications for appointment to the Medical Staff shall be in writing and addressed to the CEO of the Corporation. The applications shall contain full information concerning the applicant's education, practice, previous experience, and any unfavorable history with regard to licensure and privileges. In addition, the applicant shall provide a certificate of insurance evidencing current professional liability coverage with a carrier recognized as acceptable by the State of Montana Insurance Division. The minimum limit of liability for such insurance shall be \$1,000,000/\$3,000,000. The Credentials Committee of the Medical Staff shall verify the information on the application.

All appointments to the Medical Staff shall be for two (2) years. In December of each odd numbered year, the Medical Staff shall recommend to the Board of Trustees those members of the Medical Staff to be reappointed for a further two (2) year period, following review by the Medical Staff Credentials Committee of all pertinent information available for each provider submitting a reapplication form for the purpose of determining appropriateness of continued Medical Staff privileges for the ensuing period. When an appointment is not to be renewed, or when privileges have been or are proposed to be reduced, altered, suspended, or terminated, the Medical Staff member shall be afforded the opportunity of a hearing before a committee consisting of the CEO, the Medical Staff Director, and the Board President, whose recommendation shall be considered by the Board of Trustees prior to taking final action. Such hearings shall be conducted under the procedures set forth in the Medical Staff By-Laws and adopted by the Board of Trustees.

## SECTION 2 MEDICAL CARE AND ITS EVALUATION

The Board of Trustees shall in the exercise of its overall responsibility, assign to the Medical Staff reasonable authority and duty to ensure appropriate professional medical care to the Corporation's patients. In the exercise of this responsibility, the Board of Trustees delegates to the CEO and the Medical Staff the authority to implement an approved Quality Assurance Program and Utilization Review Program.

The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the facilities operated by the Corporation, and shall report such activities and their results to the Board of Trustees.

The Medical Staff shall make recommendations to the Board of Trustees concerning: (1) appointments, reappointments, and other changes in Medical Staff status; (2) granting of clinical privileges; (3) disciplinary actions; (4) all matters relating to professional competency; and (5) such specific matters as may be referred to it by the Board of Trustees.

### SECTION 3 MEDICAL STAFF BY-LAWS

There shall be by-laws, rules, and regulations, or amendments thereto, for the Medical Staff that set forth its organization and governing. Proposed by-laws, rules and regulations shall be recommended by the Medical Staff, subject to approval by the Board of Trustees. The power of the Board of Trustees to adopt or amend Medical Staff by-laws, rules and regulations shall not be dependent upon ratification by the Medical Staff. The governing body shall review and, if required, update the Medical Staff by-laws on a periodic basis. Every patient in the facility shall be under the care of a medical or osteopathic physician or Allied Health Professional (Physician's Assistant or Nurse Practitioner) who shall be supervised by a physician.

### SECTION 4 PEER REVIEW CONFIDENTIALITY

All written and oral data, records, minutes, reports, notes, recommendations, proceedings, communications, and actions made, taken, generated or collected pursuant to the Medical Staff Bylaws or these Bylaws that involve utilization review, peer review, medical ethics review, quality assurance, quality improvement, or subjects related thereto (collectively "Protected Activities") are created by or at the request of a committee that is covered by Montana Code Annotated 37-2-201 and 50-16-201, et seq., and the corresponding provisions of any other or subsequent federal or state statute providing confidentiality and/or protection from discovery to such data, as may be amended.

### SECTION 5 PEER REVIEW IMMUNITY

The individuals and groups that make reports, findings, recommendations or investigations relating to Protected Activities or who provide or create information in connection with Protected Activities are acting on behalf of Fallon Medical Complex and the Board when engaged in these activities and thus are entitled to protection from liability under the Health Care Quality Improvement Act of 1986, and under Montana Code Annotated 37-2-201, as may be amended.

SECTION 6 RESERVATION OF RIGHTS

The Board specifically reserves the authority to take any action that is appropriate with respect to any individual appointed to the Medical Staff or granted clinical privileges, in response to concerns regarding clinical incompetence, inappropriate behavior, or violations of the Medical Staff Bylaws or its policies and procedures.

**ARTICLE X  
OPERATING DIVISIONS AND AFFILIATE OR AUXILIARY  
ORGANIZATIONS**

SECTION 1 ESTABLISHMENT OF DIVISIONS

The Board of Trustees may, in its discretion, cause the organization to be divided into such divisions as may be appropriate to promote the efficiency and quality of care. The Board may further recognize or establish such auxiliary organizations or affiliations with related organizations, as it deems proper or necessary in the fulfillment in the objectives of the Corporation.

SECTION 2 AUXILLARY AND AFFILIATE RELATIONSHIPS

By-laws of auxiliary organizations shall be approved by express resolution of the Board of Trustees. Affiliate relationships with organizations having purposes similar or related to those of the Corporation, when clearly established, shall be the subject of a statement of the affiliated relationship approved by express resolution of the Board.

**ARTICLE XI INDEMNIFICATION**

Each Trustee and executive officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation against any and all claims and liabilities, including reasonable settlement to which he/she has or shall become subject by reason of serving or having served in such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Trustee or executive officer; and the Corporation shall reimburse each such person for all such legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

Any questions as to the above rights and responsibilities shall be finally resolved by Trustees not a party to the claim, or an opinion by independent counsel. The Corporation shall have power to purchase insurance covering such liability and expense, whether or not it could have power to indemnify such Trustee or executive officer under law, contract or by these By-laws.

It is intended that reasonable advances may be made on such indemnity, and that the burden of proof of any lack of entitlement be on any objector. If any part of these provisions shall be ineffective, this shall not affect the balance, and in no case shall indemnification be less than provided or permitted to the full extent of the law.

### **ARTICLE XII AMENDMENTS**

Amendments to these bylaws may be made by the voting members of the Corporation by a vote of at least 2/3 of the votes cast, or a majority of the voting power, whichever is less, at a meeting of the members provided that at such meeting, a quorum of the voting members is present and due notice of the proposed amendment was provided in the notice.

### **ARTICLE XIII EFFECTIVE DATE**

These by-laws shall be effective July 1, 1991 and as amended February 23, 2000, December 5, 2001 and September 5, 2012.

**BOARD OF TRUSTEES  
FALLON MEDICAL COMPLEX, INC.  
Baker, Montana**

*ATTEST:*

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_