

BY-LAWS
Of
THE BOWLER-BARTLETT FOUNDATION
The 501(c)3 of the New Hampshire Medical Society

ARTICLE I

Name, Principal Office and Purposes

The name, principal office and purposes of the corporation shall all be as set forth in the Articles of Association as from time to time amended.

ARTICLE II

Meetings of the Corporation

Section 1. Management. The management and control of the affairs of this corporation and the authority to exercise all its powers shall be vested in and exercised by five Board of Directors consisting of those three (3) persons, who constitute the elected Trustees of the New Hampshire Medical Society, as well as the Vice President and President-Elect of the New Hampshire Medical Society. The initial Directors shall be elected by the incorporators from among the persons then serving as Trustees of the Society; and thereafter those persons elected Trustees of the Society, by virtue of such action, shall simultaneously be constituted Directors of this corporation.

Section 2. Each Director shall hold office as a Director of the Corporation for a term coextensive with their respective term of office as a Trustee of the New Hampshire Medical Society. A vacancy shall be filled automatically upon the election of one more Trustees by the New Hampshire Medical Society.

Section 3. Board Meetings. The Board of Directors shall meet at least twice a year. Special meetings of the Board shall be called upon the written request of two (2) members of the

Board or at the discretion of the Chairman and shall be held at the time and place specified in the respective request and call. Written notice of any regular meeting of the Board shall be sent to each member of the Board at least three (3) days prior thereto. The attendance of a Director in person at any meeting shall automatically constitute a waiver of notice thereof except as to specific matters as to which advance written notice is expressly required by these By-Laws which may be waived only by a writing signed by the person or persons entitled to such notice.

Section 4. Annual Meeting. One of the board meetings will be considered the annual meeting of the Corporation to be held at a time and place to be designated by the Chairman.

Section 5. Notices. The Clerk shall prepare and cause all notices to be sent as herein mentioned.

Section 6. Quorum. A quorum at any regular or special meeting shall consist of not less than one half of the Directors then in office. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of majority of the Directors present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any Director.

Section 7. Voting. All matters considered at a meeting shall be decided by a majority vote of those present, each Director having one vote and all votes shall be by voice vote, except that upon request of anyone present a vote by secret ballot shall be taken.

ARTICLE III

Officers

Section 1. Officers. The officers of the Corporation shall consist of Chairman, Treasurer, Secretary of the Board of Directors, Clerk and such other officers as the Board of Directors may from time to time determine.

Section 2. Election of Officers. A majority of the whole Board of Directors, at each annual meeting, shall choose the respective officers. The Chairman shall be elected from the members of the Board of Directors; other officers need not be Directors. The officers of the

Corporation shall hold office for a term of one year and until their successors are chosen and qualified unless sooner removed in accordance with these By-Laws. Vacancies, no matter how created, may be filled at any annual or special meeting of the Board.

Section 3. Duties. The officers of the Corporation shall perform such duties as may be required of them by the Board of Directors. The Chairman shall be the Chief Executive officer of the Corporation and shall preside at all meetings of the Directors. In the absence of the Chairman, a pro tem Chairman shall be elected by the Board.

Section 4. Treasurer. The Executive Vice President of the New Hampshire Medical Society shall serve as the Treasurer and is authorized, when necessary or proper, to endorse on behalf of the Corporation for collection checks, notes and other obligations, and/or to deposit the same to the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation; enter regularly on the books of the Corporation to be kept by him for this purpose full and accurate account of all monies and obligations received and paid or incurred by or on account of the Corporation, and exhibit such books at all reasonable times to any Director or officer on request at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

Section 5. Agents. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE IV

Funds and Contracts

Section 1. The Board of Directors may authorize any officer or employee in the name of and on behalf of the Corporation to enter into any transaction, contract or lease agreement or to execute and deliver any instrument or to sign checks, drafts or other orders for payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be

confined to specific instances; and unless specifically so authorized by the Board of Directors no officer or employee shall have the power or authority to bind the Corporation by an contract or transaction to pledge its credit, or to render it financially liable for any purpose in any amount.

Section 2. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select; and for the purpose of such deposit, the office and/or employees to whom such power is expressly delegated by the Board, may endorse, sign and deliver checks, drafts and other orders for the payment of money to the order of the Corporations.

ARTICLE V

Advisory Councils

The Board of Directors may appoint from its number, or from among such other persons as the Board may see fit, one or more advisory councils and other committees and at any time may appoint additional members thereto. The members of any such council shall serve at the pleasure of the Board of Directors. Such council shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such council may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the council and other matters relating to its procedure.

The members of any advisory council shall not receive stated salary for their services as such, but by resolution of Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at regular of special meeting of such council.

ARTICLE VI

Removal and Indemnification of Officers

Section 1. Removal. The Board of Directors may at any meeting with respect to which written notice of a proposed reason has been given, may by a two-thirds (2/3) vote of the full Board remove from office any officer with or without cause.

Section 2. Indemnification. Directors, officers and advisory council members of the Corporation (and their respective their executors and administrators) shall be indemnified by the Corporation against any cost, expense (including attorney's for judgment and liability reasonably incurred by or imposed upon in connection with any action, suit or proceeding to which they be made a part or with which they shall be threatened, by reason being, or having been, a Director, officer or committee member of this or any other Corporation which they serve or has served as Director, trustee or officer at the request of this Corporation (whether or not they continue to be an officer or Director of this Corporation or such other Corporation at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct as such trustee or officer. In the event of settlement of any such action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Corporation is advised by counsel that such trustees, directors or officers are not liable for willful misconduct as such. The foregoing right of indemnification shall be in addition to any rights to which any Director of officer may otherwise be entitled.

ARTICLE VII

Provisions Relative to Directors and Officers

In the absence of bad faith, no contract or transaction by this Corporation shall be void, voidable, or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its Directors or officers, (b) with a corporation, organization or other concern in which a Director or officer of this Corporation is an officer, Director, stockholder, employee or in any way interested, or (c) one in which a Director or officer, of the Corporation is in any way interested, and in the absence of bad faith; no director or officer of this Corporation shall be liable to this Corporation or creditor thereof or to any person any loss incurred by reason of such contract or transaction or accountable for any gains or profits realized as a result of such contract or transaction; and the provisions of this paragraph shall apply notwithstanding the fact that the

presence of a Director or officer with whom a contract or transaction is made entered into or who is an officer, director, stockholder or employee of a corporation, organization or other concern with which a contract or transaction is made or entered into or who in any way interested in such contract or transaction, was necessary to constitute a quorum at the meeting of Directors at which such contract or transaction was authorized and/or whose vote was necessary for the adoption of such contract or transaction.

ARTICLE VIII

Prohibition Against Sharing in Corporate Earnings

No Director, officer or employee or person connected with the Corporation, or any other private individual shall receive any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation or reimbursing Directors or others for expenses of attendance at others participation in corporate activities; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is prohibited by law or would result in the denial of the tax exemption under Section 4943 or 4944 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE XI

Amendments

The By-laws may be altered or amended by a two-thirds (2/3) vote of the entire Board of Directors, notice of which proposed amendment or amendments having been given to the Board of Directors along with notice of the respective meeting itself whereat such action is taken.