

**RESOLUTION
BOARD OF DIRECTORS**

**PROVIDENCE HEALTH & SERVICES –
WESTERN WASHINGTON**

WHEREAS, the Board of Directors of this Corporation has determined that amendments to the Bylaws of Providence Hospice & Home Care Foundation, Snohomish County ("Foundation") are necessary to: (a) allow the Foundation's Officers to continue serving beyond three (3) consecutive terms, if deemed by the Foundation's Board of Trustees to be in the best interest of the organization; and (b) update the Foundation's Corporate Member to "Providence Health & Services – Western Washington."

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of this Corporation hereby approves the attached Restated Bylaws of the Foundation to reflect the change in Article I, Section 1.2(1); Article II, Section 2.1; Article V, Section 5.2; and Exhibit A (title of the second column from the left), and the officers of this Corporation are authorized and directed to adopt the Restated Bylaws of the Foundation.

Dated this 8th day of September, 2017.



Cynthia G. Strauss, Corporate Secretary

**RESOLUTION
BOARD OF TRUSTEES**

**PROVIDENCE HOSPICE & HOME CARE FOUNDATION, SNOHOMISH
COUNTY**

WHEREAS, the Board of Trustees of this Corporation has determined that amendments to its Bylaws are necessary to: (a) allow Officers to continue serving beyond three (3) consecutive terms, if deemed by the Board of Trustees to be in the best interest of the organization; and (b) update the Corporate Member to "Providence Health & Services – Western Washington."

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of this Corporation hereby approves and recommends to its Corporate Member, Providence Health & Services – Western Washington, approval of the attached Restated Bylaws of this Corporation to reflect the change in Article I, Section 1.2(1); Article II, Section 2.1; Article V, Section 5.2; and Exhibit A (title of the second column from the left), and the officers of this Corporation are authorized and directed to adopt the Restated Bylaws of this Corporation, subject to the approval of the Corporate Member.

Dated this 20th day of November, 2017.

Mary M. Knoll
Secretary

AMENDED AND RESTATED BYLAWS
of
Providence Hospice & Home Care Foundation, Snohomish County

ARTICLE I

Section 1.1 NAME AND DESCRIPTION. The name of the corporation shall be Providence Hospice & Home Care Foundation, Snohomish County. It is a not-for-profit corporation organized and existing under the laws of the State of Washington.

Section 1.2 PURPOSES. The Foundation is established to serve two purposes:

- 1) To develop philanthropic funds through special events, annual, capital and planned giving solely for the benefit of Providence Hospice & Home Care of Snohomish County (PHHC) and related works of Providence Health & Services – Western Washington, by way of receiving and accepting property, whether real, personal, or mixed, gifts, bequests, or devises, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with the provisions of these Bylaws in fulfilling the mission of Providence Health & Services and Providence Hospice & Home Care of Snohomish County.
- 2) To promote increased community awareness of PHHC.

Section 1.3 LOCATION. The Foundation shall maintain a registered office at 2731 Wetmore Avenue, Everett, WA 98201. The principal office of the Foundation shall be in the state of Washington. The Foundation may have offices at such other places, both within and without the State of Washington, as the Board of Trustees may from time to time designate, or the business of the Foundation may require.

ARTICLE II
MEMBER

Section 2.1 CORPORATE MEMBER. The member of the Foundation shall be a not-for-profit corporation, Providence Health & Services – Western Washington, (hereinafter designated as the "Corporate Member").

Section 2.2 POWERS OF THE CORPORATE MEMBER. The following powers are reserved exclusively to the Corporate Member:

- A. To adopt and amend the Articles of Incorporation and the Bylaws of the Foundation after consultation with the Foundation's Board of Trustees;

- B. To approve the number of Trustees if less than 10 and greater than 30, appoint the Board of Trustees of the Foundation and to remove such Trustees at any time with or without cause;
- C. To approve the merger, consolidation, or affiliation of the Foundation with another corporation, organization or program, or the dissolution of the Foundation;
- D. To approve any strategic plan of the Foundation;
- E. To approve the annual fundraising plan including special events, annual, capital and planned giving activities;
- F. To approve the acceptance of any gift that carries conditions or limitations or any gift restricted to services, programs or facilities not currently offered or approved to be offered by the Corporate Member's Board; and
- G. To develop and implement investment policies and/or guidelines that will be used by Foundation in determining appropriate investments.

The Corporate Member may exercise these reserved powers through its Board of Directors, Chief Executive of Providence Senior and Community Services (PSCS) or designee, Executive Director of PHHC, as determined by the Corporate Member's Board. The Corporate Member has adopted a decision making matrix, which is attached as Exhibit A and which may be modified from time to time.

Section 2.3 ROLE OF THE CHIEF EXECUTIVE OF PSCS OR DESIGNEE - EXECUTIVE DIRECTOR OF PHHC. The Chief Executive of PSCS or designee, Executive Director, PHHC, shall serve as representative of the Corporate Member. In addition, the Chief Executive of PSCS or designee, Executive Director, PHHC shall have oversight responsibility for planning, budgeting and operating results including review of the Foundation's annual fundraising plan and strategic plan. As representative of the Corporate Member, the Chief Executive of PSCS or designee, Executive Director, PHHC, shall receive notices of all regular and special Board meetings and may attend all Board and Board committee meetings.

Section 2.4 MEETINGS; CONDUCT. A regular annual meeting of the Corporate Member shall be held by the end of June each year for the purpose of transacting any business which may come before the meeting. The Corporate Member may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution. Any action required of the Corporate Member shall be taken by resolution of the Board of Directors of the Corporate Member in accordance with the procedures set forth in the Bylaws of the Corporate Member, except as otherwise provided herein or as provided in Exhibit A.

ARTICLE III BOARD OF TRUSTEES

Section 3.1 POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees shall exercise general management and control of the business and affairs of the Foundation and shall have and exercise all of the powers which may be exercised or performed by the Foundation under law and these Bylaws, except for the powers reserved to the Corporate Member as stated in Article II, Section 2.2 of these Bylaws. Responsibilities of the Foundation Board shall include:

A. Development of Philanthropic Funds:

1. Joint responsibility with the Foundation Executive Director for raising philanthropic donations in support of Providence Hospice & Home Care Foundation, Snohomish County
2. Financial management of philanthropic activities of the PHHC Foundation including investments, endowment budgets, annual fund raising plan, and strategic plan, consistent with applicable Providence Health & Services financial and investment policies.

B. Promotion of Community Awareness:

1. Advise and consult with the Corporate Member representative regarding appointment and evaluation of the PHHC Foundation Executive Director.
2. Advise PHHC Executive Director / Corporate Member representative regarding ongoing program operations, strategic planning, program quality, and community awareness. The advice and consultative role will be principally through the board president.

C. Recommend nomination of Foundation Board members to the Corporate Member.

Section 3.2 COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES. The Board of Trustees shall consist of not less than ten (10) nor more than thirty (30) members. A Sister of Providence representative may also be a member of the Board as designated by the Provincial Council of the Sisters of Providence. Trustees shall be appointed by the Corporate Member. The PHHC Executive Director and the Executive Director of the Foundation shall be an ex-officio member of the Board without vote.

Section 3.3 HONORARY MEMBERSHIP. Honorary membership on the Board shall be based on past service and a continuing in depth interest in the Foundation and the welfare of the institution on whose behalf the Foundation exists. Duties of honorary members may be designated by the Foundation Board.

Section 3.4 TERMS OF TRUSTEES. Trustees shall be appointed to serve for a three (3) year term. Trustees shall be divided as nearly as possible into three (3) groups of equal number for purposes of creating staggered terms. No director shall serve more than three (3) consecutive full terms without a one year break in service. However, when deemed by the Board of Trustees to be in the best interest of the organization, a Trustee who has served three (3) consecutive terms may be asked to continue.

Section 3.5 EMERITUS MEMBERSHIP. The Board of Trustees, by formal action, may designate any Trustee or former Trustee as non-voting "Trustee Emeritus," in recognition of extraordinary leadership. A Trustee Emeritus may participate in any and all Board activities as requested by the Board or its officers. Trustee Emeritus shall not, however, be or have any of the powers or responsibilities of Trustees.

Section 3.6 PRESIDENT OF THE BOARD OF TRUSTEES. The President of the Board of Trustees shall be elected by the Board of Trustees and shall preside at all meetings of the Board of Trustees and the Executive Committee.

Section 3.7 VICE PRESIDENT OF THE BOARD. The Vice President of the Board shall be elected by the Board of Trustees and assigned such duties as the Board of Trustees may from time to time determine. In the temporary absence of the President, the duties of such officer shall be discharged by the Vice-President of the Board.

Section 3.8 REMOVAL OR RESIGNATION. Any Trustee may resign from and terminate membership on the Board of Trustees by delivering a written resignation to the Secretary of the Foundation. Any Trustee may be removed by the Corporate Member.

Section 3.9 VACANCIES ON THE BOARD OF TRUSTEES. The filling of vacant positions on the Board of Trustees shall be recommended by the Board to the Corporate Member. The initial term of office of a Trustee appointed to fill such a vacancy shall be equal to the unexpired term of the Trustee who he/she is replacing, after which he/she may be appointed to regular terms as provided in these Bylaws.

Section 3.10 ANNUAL MEETING. An Annual Meeting of the Board of Trustees shall be called by the President of the Board to be held by the end of June each year of each year for the purpose of electing officers and for the transaction of other business as may come before the meeting. The President of the Board shall have the power to change the hour or date of the Annual Meeting in any year to a date not more than sixty (60) days preceding or following the date fixed by these Bylaws.

Section 3.11 REGULAR MEETINGS. Regular meetings of the Board of Trustees shall be held at such time or at such place as designated by the President of the Board by announcement at the preceding Board meeting, or by written notice or electronic notice to the members of the Board by the President

Section 3.12 SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the President of the Board or his/her designee or by a simple majority of the Board of

Trustees. The notice of the meeting shall be given as required by applicable state law and the nature and purpose of the special meeting shall be included in the notice of the meeting and only the matter or matters included in the notice shall be on the agenda of the special meeting. The notice of a meeting shall be deemed to be delivered when mailed, voice mailed, or sent electronically.

Section 3.13 NOTICE OF REGULAR MEETING. Notice stating the place, day, and hour of any meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered, either orally or by mail, to Trustees entitled to vote at such meeting not less than five (5) days before the date of such meeting, or as otherwise required by applicable state law. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Director at his/her address as it appears on the records of the Foundation. The notice of a meeting shall be deemed to be delivered when mailed, voice mailed, or sent electronically.

Section 3.14 PLACE OF MEETINGS. The President of the Board may designate any place, either within or without the State of Washington, as the place of meeting for any regular or special meeting of the Board of Trustees. If no designation is made, the place of meeting shall be the principal office of the Foundation.

Section 3.15 QUORUM. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees.

Section 3.16 MANNER OF ACTING. The act of a majority of the Trustees present at a meeting at which a quorum is present shall constitute an action of the Board of Trustees, except where otherwise provided by law.

Section 3.17 ADJOURNMENT. A quorum of the Trustees may adjourn any meeting of the Board of Trustees, either regular or special, to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Trustees present at any meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 3.18 VOTING BY BALLOT. Voting on any question or in any election may be by voice, written ballot, or electronic communication unless the presiding officer shall order, or a Trustee shall demand, that voting be by ballot.

Section 3.19 INFORMAL ACTION BY TRUSTEES. Any action required or permitted to be taken at a regular or special meeting of the Board of Trustees may be taken without a vote if a consent in writing, setting forth the action so taken, is signed by all of the Trustees.

Section 3.20 ATTENDANCE BY TELEPHONE. The Trustees may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 3.21 PRESUMPTION OF ASSENT. Any Trustee who is present at a meeting of the Board of Trustees at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless (1) he/she abstains and his/her abstention is recorded in the minutes of the Foundation; (2) his/her dissent shall be entered in the minutes of the meeting; (3) he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof; or (4) he/she shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of an action.

Section 3.22 MEETING PROCEDURES. The President of the Board, or designer, shall preside at meetings of the Board of Trustees. A record shall be maintained of meetings of the Board. All waivers, consents and approvals shall be filed with such records. The Board may adopt its own rules of procedure consistent with these Bylaws.

Section 3.23 COMPENSATION. Trustees shall not be paid compensation for their services as a Trustee, but may be reimbursed for bona fide expenses incurred arising out of such services rendered. However, nothing herein contained shall be construed from prohibiting payment of compensation to an individual who serves as a Trustee for services rendered to the Foundation in another capacity.

ARTICLE IV COMMITTEES OF THE BOARD OF TRUSTEES

Section 4.1 AUTHORIZATION. For the orderly direction of the affairs of the Foundation, certain standing committees are created, and special committees may be created. The Corporate Member or his/her designee may be a member of each committee or designate a member of the Administrator's staff to serve as a member of any committee.

Section 4.2 DESIGNATION OF COMMITTEES. The Standing Committees of the Board of Trustees shall be an Executive Committee, a Resource Development Committee, a Finance Committee and a Board Development Committee. Members of Standing Committees shall serve an annual term. In addition, the President of the Board, with the approval of the Board of Trustees, may authorize the establishment of such Special Committees as from time to time may be necessary or desirable for the conduct of the business of the Foundation.

Section 4.3 VOTING AND QUORUM. Members of all Committees shall be entitled to vote. Votes may be cast in person, telephonically, or electronically. The President of the Foundation or the President's designee may attend all Committee meetings. The Foundation Executive Director shall be an ex-officio member, with vote, of each Committee. The Chairperson of each Committee shall be designated by the President of the Board. Unless otherwise indicated in these Bylaws, a quorum shall be one-half of the number of members of the Committee and the act of a majority of the members present when a quorum is present shall be an act of the Committee. Procedures for Committee meetings shall follow those procedures set forth in Article III for meetings of the Board of Trustees.

Section 4.4 EXECUTIVE COMMITTEE. The Executive Committee shall consist of not less than three (3) members, all of whom must be members of the Board of Trustees, and shall include the officers of the Foundation Board of Trustees. The Executive Committee shall carry out such activities and discharge such duties as may, from time to time, be delegated and assigned to such Committee by the Board of Trustees. Notwithstanding the foregoing, the Executive Committee shall meet at the call of either the President of the Board, the Foundation Executive Director, or upon written notice signed by a majority of the members of the Executive Committee. Notices of meetings shall be given not less than five days in advance of the meeting with the exception of emergency/special session needs, either by telephone, writing, or electronically. Two (2) members present at any meeting shall constitute a quorum.

Section 4.5 RESOURCE DEVELOPMENT COMMITTEE. The Resource Development Committee shall take leadership for raising funds solely for the benefit of the Foundation. The Resource Development Committee shall be responsible for offering input to the annual development plan and shall help create, develop, and participate in actions for Special Events, Annual Giving, Planned Giving and Capital Giving sub-committees.

Section 4.6 BOARD DEVELOPMENT COMMITTEE . The Board Development Committee shall consist of at least three (3) members, including the Foundation Executive Director. The Board Development Committee shall nominate persons to the Board recommend such persons to the Corporate Member or designee to fill Board vacancies. The committee is responsible for the identification, recruitment, orientation, training, and evaluation of the board.

Section 4.7 FINANCE COMMITTEE The Finance Committee is responsible for the overall direction of the Foundation's finances and developing and implementing investment policies and/or guidelines upon Board approval.

ARTICLE V OFFICERS

Section 5.1 OFFICERS. The officers of the Foundation shall be a President, Vice-President, Treasurer, and Secretary. The Foundation Board of Trustees may appoint such other officers as it shall deem desirable.

Section 5.2 ELECTION AND TERM OF OFFICE. The officers of the Foundation shall be elected annually by the Board of Trustees at the Annual Meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified. Election of an officer shall not of itself create any contract rights. Election of the President of the Foundation shall be subject to the approval of the Corporate Member or designee. No officer shall serve in the same office for more than three one-year successive terms of office; however, when deemed by the Board of Trustees to be in the best

interest of the organization, an Officer who has served three (3) consecutive terms may be asked to continue.

Section 5.3 PRESIDENT. The President shall perform the following functions:

- A. Provide leadership to the Board of Trustees regarding the goals and objectives of the Foundation;
- B. Assure that the Board of Trustees develops and implements a current strategic plan;
- C. Present a report at each annual meeting of the Board of Trustees covering the operations during the preceding fiscal year;
- D. Have the right to attend all Committee meetings; and
- E. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees.

Section 5.4 VICE-PRESIDENT. The Board of Trustees may in its discretion elect one or more Vice-Presidents who shall have such duties as determined from time to time by the Board of Trustees.

Section 5.5 TREASURER. The Treasurer shall be responsible for the custody of the funds and securities of the Foundation, and shall advise the Board of Trustees respecting its financial condition and the handling of its monies and investments and shall perform such additional duties as may be assigned to him or her by the Chairperson/President.

Section 5.6 SECRETARY. The Secretary shall sign documents of the Foundation from time to time as required and shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the Foundation's corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents as required. The Secretary shall sign all documents as required by this office, and shall perform such duties as may be assigned by the President

Section 5.7 REMOVAL AND RESIGNATION. Any officer elected by the Board of Trustees may be removed by the Board of Trustees upon a two-thirds (2/3) majority vote of those present (provided there is a quorum) whenever in its judgment the best interests of the Foundation would be served thereby. Removal of the President of the Foundation shall be subject to the approval of the Corporate Member or designee. Any officer may resign at any time by giving written notice to the Board of Trustees, to the President, or to the Secretary of the Foundation.

Section 5.8 VACANCIES. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by a majority vote of the Board of Trustees upon approval of the Corporate Member or designee.

ARTICLE VI INDEMNIFICATION

Section 6.1 DEFINITIONS. For the purposes of this Article VI:

- A. "Director" means an individual who is or was a Director of the Corporation or an individual who, while a Director of the Corporation, is or was serving at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plans, or other enterprise. A Director is considered to be serving an employee benefit plan at the Corporation's request if the Director's duties to the Corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- B. "Liability" means the obligation to pay a judgment, settlement, penalty or fine, including an excise tax assessment with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.
- C. "Official Capacity" means:
 - (i) when used with respect to a Director, the office of Director in the Corporation; and
 - (ii) when used with respect to an officer, the elective or appointive office in the Corporation held by that individual.
- D. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 6.2 ACTION NOT BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall indemnify any Trustee or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Trustee or officer of the Corporation against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually and reasonably incurred by the Trustee or officer in connection with the proceeding if he/she conducted himself/herself in good faith and:

- (i) in the case of conduct in his/her own official capacity with the Corporation, he/she reasonably believed his/her conduct to be in the Corporation's best interests; or
- (ii) in all other cases, he/she reasonably believed his/her conduct to be at least not opposed to the Corporation's best interests; and

- (iii) in the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.
- (iv) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the Trustee or officer did not meet the requisite standard of conduct set forth in this Section 6.2.

Section 6.3 ACTION BY OR IN THE RIGHT OF THE CORPORATION. The Corporation shall indemnify any Trustee or officer who was or is a party or is threatened to be made a party to any proceeding by or in the right of the Corporation by reason of the fact that he/she is or was a Trustee or officer of the Corporation against reasonable expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with such proceeding if he/she conducted himself/herself in good faith and:

- (i) in the case of conduct in his/her official capacity with the Corporation, he/she reasonably believed his/her conduct to be in the Corporation's best interests; or
- (ii) in all other cases, he/she reasonably believed his/her conduct to be at least not opposed to the Corporation's best interests, provided that no indemnification shall be made pursuant to this Section 6.3 in respect of any proceeding in which such person shall have been adjudged to be liable to the Corporation.

Section 6.4 LIMITATION ON INDEMNIFICATION. A Trustee or officer shall not be indemnified under Sections 6.2 and 6.3 of this Article in respect of any proceeding, whether or not involving action in his/her official capacity, in which he/she shall have been adjudged to be liable on the basis that the Trustee or officer personally received a benefit in money, property, or services to which the Trustee or officer was not legally entitled.

Section 6.5 EXPENSES IF SUCCESSFUL. To the extent that the Trustee or officer of the Corporation has been successful on the merits or otherwise in the defense of any proceeding referred to in Sections 6.2 and 6.3 of this Article, he/she shall be indemnified against reasonable expenses, including attorneys' fees, incurred by him/her in connection with the proceeding. The Corporation shall provide notice to the Members prior to such indemnification.

Section 6.6 AUTHORIZATION. No indemnification shall be made by the Corporation unless authorized in the specific case upon a determination that the indemnification of the Trustee or officer is permissible in the circumstances because he/she has met the applicable standard of conduct set forth in this Article VI. Such determination shall be made: (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees not at the time parties to the proceeding; (b) if a quorum is unobtainable, by majority vote of a committee

duly designated by the Board of Trustees, in which designation Trustees who are parties may participate, consisting solely of two or more Trustees not at the time parties to the proceeding; (c) in a written opinion by legal counsel (other than an attorney or a firm having associated with it an attorney, who has been retained by or who has performed services within the past three (3) years for the Corporation or any party to be indemnified) selected by the Board of Trustees or a committee thereof by vote as set forth in (a) or (b) of this Section 6.6; or (d) by the Members.

Section 6.7 ADVANCE PAYMENT. Reasonable expenses incurred in defending a proceeding may be paid by the Corporation in advance of final disposition of the proceeding: (a) upon receipt by the Corporation of a written undertaking by or on behalf of the Trustee or officer to repay such amount if it shall ultimately be determined that the Trustee or officer has not met the standard of conduct necessary for indemnification by the Corporation as authorized by Sections 6.2 and 6.3 of this Article VI; and (b) upon receipt by the Corporation of a written affirmation by the Trustee or officer of his/her good faith belief that he/she has met the standard of conduct necessary for indemnification by the Corporation as authorized in this Article VI.

Section 6.8 INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of an individual who is or was a Trustee or officer of the Corporation or who, while a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a Trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liabilities asserted against or incurred by the individual in that capacity or arising from the individual's status as a Trustee, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the individual against the same liability under these Bylaws or the Washington Nonprofit Corporation Act.

Section 6.9 NONEXCLUSIVITY. The indemnification and advancement of expenses provided by, or granted pursuant to, Article VI of these Bylaws shall not be deemed exclusive of any other rights to which any present or former Trustee or officer of the Corporation may be entitled by contract, policy or otherwise under applicable law.

Section 6.10 PERMISSIVE INDEMNIFICATION. The Board of Trustees may establish policies to indemnify members of the medical staff, advisory boards, employees and others providing service to the Corporation.

Section 6.11 WASHINGTON LAW. Notwithstanding the indemnification provided under this Article VI of the Bylaws, indemnification to any person by the Corporation shall only occur in compliance with the Washington Nonprofit Corporation Act.

ARTICLE VII DUALITY OF INTEREST

Any Trustee, officer, employee or committee member having an interest in a transaction, contract or other matter presented to the Board of Trustees or a Committee thereof for authorization, approval or ratification shall provide prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall determine, by a majority vote, whether a duality or conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum is present. The Foundation may also adopt policies from time to time more clearly setting forth any requirements regarding disclosure and actions relating to duality or conflicts of interest. In addition, any Trustee, officer, employee, or committee member having an interest in a transaction, contract or other matter presented to the Foundation Board of Trustees or a Committee thereof must conform to the then existing Providence Health & Services conflict of interest policy.

ARTICLE VIII FOUNDATION MANAGEMENT

Section 8.1 FOUNDATION EXECUTIVE DIRECTOR: The Foundation Executive Director shall be appointed by the PHHC Executive Director with the concurrence of the Foundation Board of Trustees. The Foundation Executive Director will be responsible for serving and supporting the Foundation volunteers and the institutions through facilitating a process to raise funds. This process should employ standardized professional fund raising practices. The Foundation Executive Director shall manage the day-to-day operations of the Foundation, including the receipt of gifts and contributions and other funds payable to the Foundation, depositing all such monies in the name of the Foundation in such financial institutions or depositories selected by the Board, and reporting on the financial affairs and development and other activities of the Foundation. The Foundation Executive Director shall:

1. attend generally to the business and affairs of the Foundation including strategic planning, organizational development, major gift, planned gift, annual giving and staff training;
2. facilitate the development of the annual fundraising plan and strategic plan; and
3. attend to Board of Trustees or Foundation issues.

The Foundation Executive Director shall perform such other duties as directed by the Chairperson and PHHC Executive Director. The Foundation Executive Director shall be an ex-

officio member of all Committees. The Foundation Executive Director may be removed by the PHHC Executive Director after consultation with the Foundation Board of Trustees.

Section 8.2 STRATEGIC PLAN. The Foundation, through its management and Board, shall develop and update at least every three years a Strategic Plan for the Foundation identifying the Foundation's mission, objectives and key strategies. The Strategic Plan shall be consistent with the Sisters of Providence institution associated with the Foundation.

As part of the Strategic Plan development the Board may evaluate the Foundation's operational performance through an independent party.

Section 8.3 ROLE OF SYSTEM DEVELOPMENT. The role of the System Development Department is to assist in the success of philanthropy within Providence Health & Services through:

- A. Facilitating the creation and implementation of a system-wide process of financial accountability.
- B. Advice and counsel on strategic planning, organizational development, major gifts programs, executive search, studies and staff training where requested by the Board of Trustees, Service Area Chief Executive or Foundation Executive Director
- C. A direct mail program to secure and retain donors.
- D. A planned giving advisor to assist in planned gift legal matters, creating planned giving marketing programs and closing gifts with donors and oversight of the System Pooled Income and Gift Annuity programs.
- E. Advocacy for the importance of philanthropy in the System and support of local foundations in achieving appropriate recognition.

The function of System Development will be regularly evaluated by the System Fund Raising Advisory Committee and Providence Philanthropy Directors Council Executive Committee. Creation of system-wide programs to successfully achieve the role of the System Development Department will emanate from the System Fund Raising Advisory Committee and the Providence Philanthropy Directors Council.

ARTICLE IX CONTRACTS, CHECKS AND DEPOSITS

Section 9.1 CONTRACTS. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 9.2 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by the Foundation Executive Director and such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the Board.

Section 9.3 DEPOSITS. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Foundation Board of Trustees may select, consistent with applicable Providence Health & Services' investment policies and guidelines.

ARTICLE X DISTRIBUTIONS, RESTRICTED GIFTS, BOOKS, RECORDS AND AUDITS

Section 10.1 DISTRIBUTIONS. The net revenues and assets of the Foundation shall be expended solely to support and assist Providence Hospice & Home Care of Snohomish and related works of the Providence Ministries in carrying out its mission. Such distributions and expenditures shall be made at the discretion of the Board, subject to any limitation set by the Corporate Member pursuant to Article II, Section 2.2.

Section 10.2 ACCEPTANCE OF GIFTS. The Foundation Board of Trustees may, with the approval of the Corporate Member or designee Executive Director of PHHC, accept, on behalf of the Foundation, any contribution, gift, bequest, or devise for the general or for any special purpose of the Foundation. Any restricted gift accepted by the Board shall be separately accounted for and shall be distributed or applied in accordance with the terms thereof. In addition, any gift that carries any conditions or limitations must receive Corporate Member approval before being accepted. In addition, any gift restricted to services, programs, or facilities not currently offered or approved to be offered by the Corporate Member's Board shall receive Corporate Member approval before being accepted.

Section 10.3 BOOKS, RECORDS AND AUDITS. The Foundation shall keep or cause to be kept correct, complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and its Committees. In addition, the Foundation shall annually cause a certified audit of its accounts to be made and shall cause to be filed the necessary reports, tax or information returns or other documents as may be required by law and by Providence Health & Services on its own behalf.

ARTICLE XI VOTING UPON STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Foundation Board of Trustees and subject to the direction, if any, given by the Foundation Board of Trustees, the Executive Director of the Foundation shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Foundation may hold stock or otherwise have an opportunity to vote, and at such meeting may possess and exercise all the rights and powers incident to the ownership of such stock or membership which, as the owner thereof, the Foundation might have possessed and exercised if present.

ARTICLE XII FISCAL YEAR

The fiscal year of the Foundation shall commence on January 1st and end on the 31st day of December of each year.

ARTICLE XIII SEAL

The Corporate Seal of the Foundation shall be a circular seal with the name of the Foundation around the border and shall in addition thereto have inscribed, "Corporate Seal" and the name of the state in which it is incorporated.

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV DISSOLUTION AND LIQUIDATION

Section 15.1 DISSOLUTION. Upon dissolution of the Foundation, the Foundation Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets of the Foundation to the Corporate Member or its designee. If the Corporate Member is not in existence or makes no such designation, the Board of Trustees shall dispose of all of the assets to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes

as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Section 15.2 LIQUIDATION. Anything herein contained to the contrary notwithstanding, no assets of the Foundation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Foundation from being exempt from taxation under Sections 501(a) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.

ARTICLE XVI PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Trustee, officer, employee, committee member or other person connected or affiliated with this Foundation, and no other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of this Foundation, provided that this Foundation shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for this Foundation in effecting any of its purposes as such compensation shall be fixed by the Board of Trustees; and no such person or persons shall possess any proprietary right in or to the property of this Foundation or be entitled to share in the distribution of any of the Foundation assets upon dissolution of the Foundation.

ARTICLE XVII EXEMPT ACTIVITIES

Notwithstanding any other provisions of these bylaws, no Member, Trustee, officer, employee or agent of this Foundation shall take any action or carry out any activity by or on behalf of the Foundation not permitted to be taken or carried on without penalty by an organization exempt from federal taxation as now exists or as may hereafter be amended.

ARTICLE XVIII AMENDMENTS

These Bylaws may be adopted, altered, amended or repealed by the Corporate Member. Amendments and modifications to these Bylaws may be initiated by a vote of the Directors of the Corporation or by action of the Corporate Member. Final action on such proposals is the exclusive responsibility of the Corporate Member.

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EXHIBIT A

PROVIDENCE HOSPICE & HOME CARE FOUNDATION, SNOHOMISH COUNTY BYLAWS RESERVED POWERS DECISION-MAKING MATRIX

Reserved Powers	Corporate Member – Providence Health & Services - Western Washington	Foundation Executive Director	Foundation Board Of Trustees
Adopt or amend articles of Incorporation	Approve	Recommend	Consult
Adopt or amend Bylaws	Approve	Recommend	Consult
Approve the number of Foundation Trustees	Approve	Recommend	Recommend
Appoint and remove Foundation Trustees	Appoint and remove with or without cause	Recommend	Recommend
Approve merger, consideration, affiliation, dissolution	Approve	Recommend	Consult
Approve Strategic Plan	Approve	Recommend	Recommend
Annual Fundraising Plan	Approve	Recommend	Recommend
Approve the acceptance of any gift that carries conditions, restrictions or limitations	Approve	Recommend	Recommend
Develop and implement Investment Policies / Guidelines	Approve	Implement	Implement