

THE BYLAWS
of
THE COOPER HEALTH SYSTEM

One Cooper Plaza
Camden, New Jersey 08103

Incorporated	24	March	1875
Major Revisions	17	October	1975
Major Revisions	25	March	1985
Major Revisions	13	September	1995
Major Revisions	2	April	2002
Restatement	1	October	2002
Restatement	2	May	2006
Restatement	10	May	2007
Restatement	8	May	2008
Restatement	21	May	2009
Restatement	20	May	2010
Restatement	19	May	2011
Restatement	24	May	2012
Restatement	23	May	2013

ARTICLE I

NAME AND LOCATION

This corporation is to be known in law as The Cooper Health System, a New Jersey Non-Profit Corporation (hereinafter referred to as “Cooper”). Its activities shall be conducted in the City of Camden, Southern New Jersey, and the Delaware Valley.

ARTICLE II

PURPOSE

Cooper is an academic medical center committed to world-class patient care, education, and research resulting in a healthier community. The corporation shall have such purposes and exercise such powers in furtherance of its purposes as set forth in the Certificate of Incorporation, Bylaws and New Jersey Not for Profit Corporation Act, as they may be amended from time to time.

ARTICLE III

NO MEMBERS

There shall be no members of the corporation.

ARTICLE IV

MEMBERSHIP OF THE BOARD OF TRUSTEES

Section 1 Number

The Board of Trustees of Cooper shall consist of not less than nine (9) nor more than twenty-four (24) members, as determined from time to time by the Board of Trustees.

Section 2 Selection of Members

- A. Ex-Officio Members: The following shall be ex-officio members with voice and vote.
 - a. President/Chief Executive Officer of the corporation
 - b. President of the Hospital’s Medical Staff
 - c. In accordance with the Affiliation Agreement between the Corporation and the University of Medicine and Dentistry of New Jersey (UMDNJ), the Dean of the UMDNJ/Robert Wood Johnson Medical School
 - d. In accordance with the Affiliation Agreement between the Corporation and Rowan University, the President of Rowan University and the Dean of the Cooper Medical School of Rowan University.

B. Elected Members: The Board of Trustees shall elect the remaining members to its Board.

C. Composition of membership:

At least one third of the members, and including both members elected subject to the nominating process set forth in Section 4 of Article IV and ex-officio members, shall be physicians licensed in the State of New Jersey and/or active members of the Medical Staff of Cooper. The Board shall also include one additional representative of the UMDNJ in accordance with Section 11, who shall be nominated and selected pursuant to Sections 4 and 5 respectively of Article IV.

Section 3 Board Membership

The members of the Board who are not ex-officio members shall serve for a one (1) year term and until a successor is elected and qualified, unless or until, subject to Section 1 of Article IV, the Board elects to maintain a vacancy or reduces the number of Board members.

Section 4 Nominations to Board Membership

Before each Annual Meeting of the Board of Trustees of Cooper, the Governance Committee hereinafter designated may nominate candidates for appointment to the Board. Such nominations shall be reported by the Governance Committee to the Secretary of the corporation at least thirty (30) days before the meeting. The Secretary of the corporation shall notify all Board Members of the nominations, so made, at least twenty-five (25) days before the Annual Meeting. A majority of the members of the Board, other than those on the Governance Committee, may jointly submit to the Secretary, not less than fifteen (15) days before the meeting, their nominations of candidates. The Secretary shall notify all Board Members of such additional nominations at least ten (10) days before the meeting.

Section 5 Election to the Board

At the Annual Meeting of the Board of Trustees, the candidates proposed by the Governance Committee and by the members of the Board as provided in Section 4 above shall be placed in nomination for appointment to the available Board positions. No nomination shall be accepted other than as herein provided.

At the Annual Meeting of the Board, each Board member shall cast one vote for each of as many different nominees as there are positions to be filled. The number of nominees equal to the number of positions to be filled and receiving the greater number of votes shall be elected to such positions.

Section 6 Vacancies

Vacancies in the Board of Trustees may be filled by the Board by an affirmative vote of the majority of Trustees voting at any meeting at which a quorum exists. Such appointment will be

effective until the next Annual meeting of the Board of Trustees of Cooper. If a vacancy exists in an ex-officio seat, an individual who has been named by the respective institution to the affected position in an interim capacity may serve as the ex officio member until the institution has formally appointed a successor..

Section 7 Resignation

A member of the Board may resign from the Board by giving written notice of such resignation to the Secretary. Such resignation to take effect as of the date of its receipt by the Secretary or such later date as set forth in such notice. A member who is absent from three (3) consecutive regular Board meetings, without an excuse approved by the Chairman of the Board, shall be subject to removal by the Board.

All Cooper or, UMDNJ and Rowan (hereinafter collectively referred to as the “University”) employees who serve on the Board, any committee of the Board or otherwise serve as an officer or director of Cooper or any subsidiary of Cooper shall be deemed to have automatically resigned from the Board, any committee of the Board or otherwise as director or officer of Cooper or any subsidiary of Cooper in the event their Cooper or University employment is terminated for any reason whether voluntarily or involuntarily.

Section 8 Inactive Status

Where time pressures require that a Board member restrict his participation in Cooper’s affairs, upon request and acceptance by the Board, he may be placed in an inactive status for a period of time during the current term. During such inactive status, a Trustee is not entitled to attend meetings of the Board of Trustees or to vote thereat. In addition, such a Board member shall not be counted for the purposes of determining whether a quorum exists at a Board meeting.

Section 9 Trustee Emeritus

The Governance Committee may recommend to the Board the election of a finally retired Board member to the position of Trustee Emeritus. This shall only be on the basis of distinguished service to Cooper. The Trustee Emeritus shall have all rights of active Trustees, including voice at all meetings, but without vote. A Trustee Emeritus shall not be counted for the purposes of determining whether a quorum exists at a meeting.

Section 10 Compensation

Board members shall not be precluded from serving the corporation in other capacities and being reasonably compensated therefore. Other than an employment agreement with the Chairman, if applicable, which shall be reviewed by the Board, employment agreements with Trustees shall be reviewed and approved by the Executive Committee of the Board. All other compensation arrangements, including modifications to existing arrangements with Trustees shall be initially reviewed by the Audit/Ethics Committee, which shall present its recommendations for consideration by the Board as a whole. Neither the Board member who is the subject of the compensation arrangement nor any other Board member who would financially benefit from the

transaction shall participate in either the discussion or vote regarding the arrangement. The requirements of this Section shall apply during the Trustee's membership on the Board and for a period of one year after the Trustee's membership ceases. Nothing in this Section shall preclude any action permitted pursuant to a written agreement, so long as the agreement has first been approved by the Board.

Section 11 University of Medicine and Dentistry of New Jersey (UMDNJ) Representation on Board

UMDNJ shall have two (2) representatives on the Board of Trustees of Cooper, consisting of the Dean of the School as an ex-officio member, and one (1) additional member selected pursuant to the nominating process described in this Section.

The President of UMDNJ shall present two (2) reasonably qualified candidates to the Governance Committee for the additional position on the Board of Trustees. The selection of the candidate for Board membership from the list of nominees shall be made by the Governance Committee, with the participation of the President/Chief Executive Officer and the Chairman of the Board of Cooper prior to election by the Board of Trustees.

If any UMDNJ representative selected pursuant to the aforementioned nominating process is associated with the UMDNJ as an employee at any time during his term on the Board, and thereafter is no longer associated with the UMDNJ as an employee before he completes his term on the Board, then upon his termination of employment by the UMDNJ, his term shall automatically end. He may be replaced on the Board by another UMDNJ representative who shall be selected pursuant to the aforementioned nominating process.

The tenure of any UMDNJ representative on the Cooper Board shall end as specified in the Affiliation Agreement, and, in any event shall end when the Affiliation Agreement between Cooper and UMDNJ is terminated.

Except as hereinabove expressly noted, all such Trustees shall be subject to all of the terms, conditions, and obligations of Trustees of Cooper provided by law, the Certificate of Incorporation, the Bylaws, or otherwise.

Section 12 Rowan University Representation on Board

Rowan shall have representation on the Cooper Board of Trustees and on the Board Committees on the terms specified in the Affiliation Agreement between Cooper and Rowan. The tenure of any Rowan representative on the Cooper Board shall end as specified in the Affiliation Agreement, and, in any event shall end in the event the Affiliation Agreement between Cooper and Rowan is terminated.

Section 13 Removal

Any trustee or committee member appointed pursuant to Article IX may be removed for cause at any time for any reason upon a two-thirds (2/3) vote of the Trustees in attendance at a meeting

held pursuant to Article VI. Any trustee elected pursuant to Section 5 of Article IV or committee member appointed pursuant to Article IX may be removed at any time for any reason without cause upon a two-thirds (2/3) vote of the Trustees in attendance at a meeting held pursuant to Article VI. Ex-Officio members may only be removed by removal from the office by which they receive ex-officio membership.

ARTICLE V

BOARD PERFORMANCE

The Board, through the Governance Committee will engage in a formal process of self-evaluation as relates to its performance. A component of this process of measurement of performance will be the assessment of accomplishments towards strategic objectives.

In addition, the Governance Committee will conduct periodic evaluation of the effectiveness of the Board's Standing and Special Purpose Committees and report to the full Board thereon.

ARTICLE VI

MEETINGS OF BOARD OF TRUSTEES

Section 1 Place

All meetings of the Board of Trustees shall be held at the registered office of the corporation or at such other place within or without the State of New Jersey as, from time-to-time, may be designated by the Board.

Section 2 Regular Meetings

At least four (4) regular meetings of the Board shall be held annually, with at least one occurring in each quarter of the year, including the regular annual meeting which shall be held in May.

Section 3 Special Meetings

Special meetings of the Board may be called at any time, and for any purpose, by the Chairman, the Vice Chairman, or the President/CEO of the Corporation. The Chairman must call a special meeting of the Board if requested in a written instrument signed by a majority of Board members and filed with the Secretary.

Section 4 Notice and Waiver

Notice of the time and place of each meeting of the Board of Trustees shall be given to each member thereof personally, or by mail or other electronic media, at least five (5) days prior thereto. The purpose of each special meeting shall be stated in the notice. Notice of any meeting of the Board may be waived by an instrument in writing delivered personally, by mail or electronic media to the Secretary by the member or members of the Board waiving notice.

Section 5 Quorum

At all meetings of the Board, one-half (1/2) of the total number of Board members then in office shall constitute a quorum and, except as herein otherwise provided, a majority of the vote in such quorum shall carry such votes, unless a greater vote is required by law, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. However, in no event shall the required number of Board members needed to take action fall below two-thirds (2/3) of the members necessary to establish a quorum.

Section 6 Organization

The Chairman or, in his absence, the Vice Chairman or a temporary Chairman chosen by the members present shall preside at meetings of the Board. The Secretary of the corporation or, in his absence, the Assistant Secretary shall act as Secretary of the meetings of the Board.

Section 7 Alternative Attendance at Meetings

One (1) or more persons may participate in a meeting of the Board or any Committee created pursuant to Article IX, by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and there is reasonable assurance that such communications equipment used by such member is adequately designed to protect the privacy and confidentiality of such conversations. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE VII

OFFICERS OF THE BOARD

Section 1 Board Officers

The Officers of the Board of Trustees shall be a Chairman of the Board, a Vice Chairman or Vice Chairmen, a Secretary, and such Assistant Secretaries as deemed appropriate by the Board.

The Chairman or Vice Chairmen shall be elected from the membership of the Board; the remaining officers need not be Board members.

Section 2 Election and Removal

The officers of the Board shall be elected by the Board for a one (1) year term at the Annual Meeting of the Board or, in the event of a vacancy between annual meetings, at any other meeting. They shall hold office from the time of their election until the next Annual Meeting of the Board and until their respective successors have been elected.

Section 3 Chairman's Responsibilities

The Chairman shall preside at all meetings of the Board and, except as herein otherwise provided, nominate all committee members. He shall be ex-officio, a member of all committees appointed by him or by the Board, except the Audit/Ethics Committee, with authority to participate and vote in the proceedings of such committees. He shall be Chairman of the Executive Committee, and he shall see to it that the operations of Cooper accord with its charter and these Bylaws and such directions as the Board, from time-to-time, may issue. He shall periodically review with the President/Chief Executive Officer his general performance; and, on an annual basis, shall document and formally review the President/Chief Executive Officer's performance with the Executive Committee to enable the Board to make appropriate changes in responsibilities and compensation. The Chairman shall serve as a liaison for communication between the Board of Trustees, Medical Staff, and Management. He shall perform any other such duties as are designated by the Board. The Chairman of the Board may be employed by the Board pursuant to a written employment contract and serve pursuant to the terms and conditions of that contract.

Section 4 Vice Chairman's Responsibilities

In the absence of, or at the request of, the Chairman, the Vice Chairman or Vice Chairmen shall perform the non-contractual duties and exercise such of the powers of the Chairman as directed by him. The Vice Chairman or Vice Chairmen shall possess such other powers and perform such other duties as may be prescribed by the Board and these Bylaws.

Section 5 Secretary's Responsibilities

The Secretary shall attend all meetings of the Board and all Committees of the Board and record all votes and keep minutes of all proceedings. He shall have charge of all books and documents of the corporation except those to be kept by the Chief Financial Officer. He shall be the custodian of the corporate seal of the corporation and have authority to attest same. He shall give notice of all meetings of the Board and shall perform all other duties designated by the Board or usually appertaining to the Office of Secretary.

Section 6 Assistant Secretaries

Assistant Secretaries, elected by the Board, shall perform the duties of the Secretary as necessary through absence or incapacity. They shall possess such other powers and perform such other duties as may be delegated by the Board.

ARTICLE VIII

MANAGEMENT OFFICERS

Section 1 Management Officers

The Senior Management Officers of the corporation shall be a President/Chief Executive Officer, Chief Administrative Officer, Chief Operating Officer, Chief Medical Officer, Chief Financial Officer and any Senior Executive Vice President. Senior management officers, where indicated, shall serve as staff to Board committees. They may also be appointed by the President to attend meetings of other committees of the Board. Senior Management Officers shall, in the order prescribed by these Bylaws or the Board of Trustees, act as Chief Executive Officer in the absence of the President. In the event of the incapacity of the President to serve, the officer serving in his place or stead is subject to approval by the Board of Trustees.

Executive Vice Presidents and Vice Presidents and the General Counsel shall also be Management Officers. They shall report to an appropriate senior officer, shall be responsible in their roles for multiple Cooper activities, and may be called upon to assist a more senior officer in his role as staff support to committees of the Board.

During the term of office as President/Chief Executive Officer, he shall be a member of the Board of Trustees, with vote.

Section 2 Appointment and Removal

The Senior Management Officers and the General Counsel of the corporation shall be appointed and subject to removal by the President/Chief Executive Officer upon Board approval. Executive Vice Presidents and Vice Presidents may be appointed by the President/Chief Executive Officer, at his discretion and as necessary and also appropriate, within the limits of the Board-approved Organizational Chart. The Senior Management Officers together with the corporation's other Management Officers, agents and employees, shall be subject to removal by the Board at any time, with or without cause; and, at its discretion. Subject to the foregoing, Senior Management Officers and other Management Officers may be employed at will and/or pursuant to a written agreement that is subject to Board approval. The Board may leave unfilled for such period as it deems proper any such office, with failure to appoint any officer to be deemed an exercise of such discretion.

Section 3 President/Chief Executive Officer

The President/Chief Executive Officer shall be the chief management executive of the corporation, and shall exercise those duties in coordination with the Chairman. The President/Chief Executive Officer will report through the Chairman to the Board as a whole and his duties shall include responsibilities for recommending and implementing Board-approved purposes, objectives, policies, and strategies; overseeing Cooper's overall sound and efficient

performance; providing appropriate staff support for Board committees and the Medical Staff; and, as delegated, interacting with designated constituencies and governmental bodies on behalf of Cooper.

The President/Chief Executive Officer shall also be an ex-officio member of all standing and special purpose committees of the Board, with authority to participate and vote, with the exceptions of the Governance Committee, where he shall serve ex-officio with voice but without vote; and the Audit/Ethics Committee, where he shall not be an ex-officio member.

In the event that the position of President/Chief Executive Officer becomes vacant due to termination, resignation or otherwise, the Board may, in lieu of having the Chief Administrative Officer or the Chief Operating Officer act in such capacity during any transition period, appoint an individual to serve as transition executive while a Search Committee is appointed and the search for a new President/Chief Executive Officer is underway.

Section 4 Chief Administrative Officer

The Chief Administrative Officer shall be a Senior Executive Vice President of the corporation and shall assist the Board of Trustees, the Chairman of the Board and the President/Chief Executive Officer in achieving the strategic goals for Cooper, the Medical School and Cooper's external environs, including urban redevelopment and suburban expansion projects and the financing and funding of such goals and projects. The Chief Administrative Officer shall report to the President/Chief Executive Officer.

Except as otherwise provided for in these Bylaws; he shall serve as Chief Executive Officer with the ability to bind the organization in the absence, unavailability or incapacity of the President/Chief Executive Officer.

Section 5 Chief Operating Officer

The Chief Operating Officer shall be a Senior Executive Vice President of the corporation and shall be responsible to the President/Chief Executive Officer and the Board for the day-to-day administration and management of Cooper's health care delivery operations within the framework of policies, plans, and strategies approved by the Board and in accordance with the authority delegated to him by the Board and the President/Chief Executive Officer. He shall also be responsible for the physical facilities of Cooper, and establishment and administration of preventive maintenance and safety management programs. He will appoint an individual qualified by experience and/or education as safety officer to develop, implement, and monitor the safety management program. The Chief Operating Officer shall assure the provision of nursing services, and shall have overall responsibility for maintaining a favorable employee relations environment which is in accordance with and meets the objectives and policies of Cooper's governing body. He shall assure compliance with all laws, regulations, and codes of regulatory bodies, including the filing of appropriate reports.

He shall serve in an ex-officio capacity, with voice but without vote, on the Finance and Quality Committees. Except as otherwise provided for in these Bylaws; he shall act as Chief Executive

Officer with the ability to bind the corporation in the absence, unavailability or incapacity of the President/Chief Executive Officer and the Chief Administrative Officer.

Section 6 Chief Financial Officer

The Chief Financial Officer shall be a Senior Executive Vice President of the corporation and Treasurer of the corporation, and shall also be responsible to the President/Chief Executive Officer and to the Board for the administration of the corporation's financial affairs. He shall prepare for the Board's approval an operating and capital budget for the corporation; and maintain an accounting system providing an accurate accounting of all financial transactions of the corporation. He shall be responsible for protecting the assets of the corporation and for the corporation's relations with financial institutions. He shall be responsible for the care and custody of all funds and investments of the corporation, and he shall cause all funds of the corporation to be deposited with such depositories as the Board from time-to-time shall determine. He shall have the power to endorse for deposit to the credit of the corporation or for collection all notes, checks, drafts, and other commercial paper payable to the corporation. He shall submit an annual financial report which shall be audited by such independent accountants as are designated by the Board.

He shall serve as Chief Executive Officer with the ability to bind the organization in the absence, unavailability or incapacity of the President/Chief Executive Officer, Chief Administrative Officer, and Chief Operating Officer. As an ex-officio member, with voice but without vote, he shall serve on the Finance Committee.

Section 7 Chief Medical Officer

The Chief Medical Officer shall be a management officer of the corporation and responsible to the President/Chief Executive Officer and to the Board for the administration of Cooper's medical affairs. He shall coordinate medical education and research programs at Cooper; and the function of the Medical Staff, its committees, and its clinical departments.

He shall be an ex-officio member, with voice but without vote, of the Quality and Education and Research Committees. Except as otherwise provided for in these Bylaws; he shall serve as Chief Executive Officer with the ability to bind the corporation, in the absence or incapacity of the President/Chief Executive Officer, the Chief Administrative Officer, the Chief Operating Officer and the Chief Financial Officer.

Section 8 Chief Operation Officer of Cooper University Physicians

The Chief Operating Officer, University Physicians shall be a management officer of the corporation and shall be responsible to the President/Chief Executive Officer and the Board for the day-to-day administration and management of Cooper University Physicians within the framework of the policies, plans and strategies approved by the Board and in accordance with the authority delegated to him by the Board and the President/Chief Executive Officer.

Section 9 General Counsel

The General Counsel shall be the chief legal officer and a management officer of the corporation. The General Counsel shall represent or supervise the representation of Cooper and its affiliated entities in all legal matters and provide legal counsel to the Board of Trustees, and its committees, the President/Chief Executive Officer and other management of Cooper.

ARTICLE IX

COMMITTEE ORGANIZATION

Section 1 Standing Committees

The Board of Trustees shall assign to committees of the Board specific responsibilities and, in some cases, authority to act for the Board; provided, however, in accordance with Section 15A:6-9 of the New Jersey Nonprofit Corporation Act, no committee shall:

- (1) Make, alter or repeal any bylaw of the corporation;
- (2) Elect or appoint any trustee, or remove any officer or trustee;
- (3) Submit to Committee members any action that requires Board members' approval; or
- (4) Amend or repeal any resolution previously adopted by the Board.

Only the Board, by resolution adopted by a majority of the entire board, may:

- (1) Fill any vacancy in any committee;
- (2) Appoint one or more trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
- (3) Abolish any committee at its pleasure; and
- (4) Remove any trustee from membership on a committee at any time, with or without cause.

Standing committees of the Board shall be the Executive, Audit/Ethics, Education and Research, Finance, Quality and Strategic/Facilities Planning. Such committees shall meet at least quarterly. Committees may organize themselves through subcommittees, as they deem appropriate for the efficient delegation of their responsibilities. All committees shall annually adopt a Work Plan which is consistent with the Cooper's Strategic Plan.

Except where otherwise provided in these Bylaws, Chairmen of Standing Committees shall be appointed by the Chairman of the Board

Section 2 Special Purpose Committees

In addition to the standing committees of the Board, special purpose committees may be appointed by the Chairman of the Board of Trustees to assist the Board in its oversight. Each shall meet on call, and as necessary to its charge. The sole special purpose committee of the Board created as of the adoption of these Bylaws is the Governance Committee.

Section 3 Ad Hoc Committees and Task Forces

Ad hoc committees and task forces may also be appointed by the Chairman of the Board of Trustees, subject to the approval of the Board, from time-to-time and as occasion demands. Each such committee shall have such powers and duties only as are designated to it with its appointment; and it shall be discharged automatically upon completion of its duties.

Section 4 Organization

Committees and task forces are expected to develop their own program and schedule of meetings, where not otherwise designated in these Bylaws.

Section 5 Appointments

Standing and special purpose committee appointments, and the designation of their chairmen, shall be made at or subsequent to the Board's Annual Meeting, to serve until the next Annual Meeting or until their successors are appointed. Ad hoc committees and task forces shall remain in effect until the completion of their assignment.

Section 6 Quorum

At all meetings of committees, one-half (1/2) of the total number of voting committee members shall constitute a quorum and, except as herein otherwise provided, a majority of the vote in such quorum shall carry such votes, unless a greater vote is required by law, notwithstanding the withdrawal of enough voting committee members to leave less than a quorum. However, in no event shall the required number of voting committee members needed to take action fall below two-thirds (2/3) of the members necessary to establish a quorum.

Section 7 Telephone/Electronic Poll

When it becomes necessary for some action to be approved quickly, the Chairman may authorize a telephone or electronic poll of the members of the committee in order to cope with a single item, which has been described and circulated to the membership of the committee prior to such telephone or electronic vote. The Chairman is then authorized to act on behalf of the committee in keeping with the results of the poll.

Section 8 Meetings/Notice/and Waiver

Regular meetings of all committees shall be held on notice of such meetings being given at least five (5) days prior to the meeting, and accompanied by an agenda for the meeting which need not limit the actions of the committee. Special meetings may be called by the chairman or one-half (1/2) of the voting members of the committee on three (3) days notice. Such meetings shall be limited to specific agenda items. Notice of any meeting of the committee may be waived by an instrument in writing delivered by the member or members of the committee waiving notice.

Section 9 Minutes

All committee meetings shall be described in a set of minutes, which include recommendations made and actions taken. Copies of minutes of all committee meetings shall be made available to the entire Board of Trustees.

ARTICLE X

STANDING COMMITTEES

Section 1 Executive Committee

The Executive Committee shall consist of eleven (11) members of the Board including the Chairman and Vice Chairman or Vice Chairmen of the Board of Trustees; the President/Chief Executive Officer; the President of the Cooper University Hospital Medical Staff; and the remaining additional members of the Board elected to the Executive Committee by the Board. Any member of the Board who is not a member of the Executive Committee may attend any meeting of the Committee in an ex-officio capacity, with the right to vote on any matters coming before the Committee requiring action, except meetings in which the Executive Committee has convened in its role overseeing human resource issues. The quorum requirements for actions by the Committee, however, shall be satisfied when a majority of the designated Committee members are present at the meeting.

The Executive Committee will, in conjunction with the Strategic Facilities Planning Committee, consider Cooper's mission, vision, and strategic goals on an ongoing basis and annually offer recommendations to the Board as to their appropriateness. It shall further hold responsibility for exploring, evaluating, and making recommendations in regard to Cooper's strategic direction which will translate said mission, values, and vision into programs and services which will enhance the health status of the population served by Cooper. The Committee shall also review strategic initiatives and Certificate of Need applications required by external bodies.

The Executive Committee shall also have general oversight of human resources issues that need to be considered by the Board from an operational standpoint, such as significant change in salary and personnel policies, human resources needs, and marketplace issues; and shall receive regular periodic reports, at such intervals and in such form as the Committee requires, from the Vice President/Human Resources. The Executive Committee shall also provide oversight of System employment practices for compliance with applicable legal requirements. The Executive

Committee as part of its oversight responsibilities of human resources issues shall also serve as the required approval agent for the President/Chief Executive Officer's actions regarding salary and non-salaried compensation for Senior Executive Vice Presidents, Clinical Department Chiefs, Product Line Directors and all other individuals reporting directly to him. The Executive Committee shall also, on an annual basis, review the recommendations of the Chairman of the Board regarding the President/Chief Executive Officer's performance and adjustment in responsibilities and compensation and, if acceptable, present them to the Board for approval; approve the Tripartite Incentive Plan's performance criteria for the coming year, and make such awards under the Plan as are appropriate; and review and approve, if acceptable, the performance and recommended adjustments in the responsibilities and compensation of the Secretary of the Board. The Executive Committee shall also establish and monitor compliance with Cooper policy regarding physician employment contracts. The Executive Committee shall also have responsibility for periodic review of System litigation.

The Executive Committee shall also approve the purpose, function, and organization of volunteers throughout Cooper.

In addition, the Executive Committee shall exercise all powers of the Board when it is not in session, except as may be restricted by the law or otherwise by these Bylaws. The fact that the Executive Committee has acted shall be conclusive evidence that the Board of Trustees was not in session at that time. All actions of the Committee shall be reported promptly to the Board at its next regular meeting. The Chairman of the Board shall be the Chairman of the Executive Committee.

Section 2 Audit/Ethics Committee

The Audit/Ethics Committee shall consist of a maximum of seven (7) and a minimum of three (3) members, as determined by the Committee from time-to-time. At least two (2) members of the Committee must be members of the Board. The Audit/Ethics Committee shall be comprised of entirely independent members and no member of the Committee shall (i) be a member of the Finance Committee or be an ex-officio member of the Board; or (ii) have any recent material financial dealings with Cooper; or (iii) during his term on the Committee have any material financial dealings with Cooper; or (iv) be in a position whereby such member may have a conflict or duality of interest or the appearance of a conflict or duality of interest with Cooper.

If any member or proposed member has any recent or current financial dealings with Cooper, the qualification of such member to serve or continue serving shall be reviewed by the Board. If any other question relating to the qualifications of a member or proposed member arises, the question shall likewise be referred to and reviewed by the Board.

At least one member of the Audit/Ethics Committee should have a financial background, through education and experience, and an understanding of Generally Accepted Accounting Principles, financial statements, internal controls and the role of the audit committee.

Except for the initial membership of the Committee, and notwithstanding other provisions of these Bylaws, all nominations for membership to the Committee shall be made by the Committee

and submitted to the Board for approval. The Committee shall nominate its own Chairman, subject to approval by the Chairman of the Board of Cooper.

The members of the Committee shall serve for a one (1) year term and/or until a successor is appointed, unless or until, subject to the requirements of this Section 2 of Article X, the Board elects to maintain a vacancy.. No more than one- third (1/3) of the Committee members may serve more than nine (9) consecutive one (1) year terms. Any Audit/Ethics Committee member who retires or is absent from the elected membership of the Committee for at least one year is eligible to be reelected to the Committee.

The Audit/Ethics Committee has the responsibility of assuring that there is in place a system of accounting control sufficient to assure that the assets are suitably safeguarded. The Audit/Ethics Committee shall additionally exercise compliance oversight responsibility for information technology systems, and shall receive periodic reports from Management in such form and at such intervals as the Committee may require to assist the Committee's performance of this function.

The Audit/Ethics Committee shall have supervision over all audits conducted by Internal Audit ; receive, review and approve the annual independent financial audit, management letters and management responses thereto; recommend to the Board the appointment of external and internal auditors, and supervise and approve Management's recruitment and employment of internal audit staff and internal compliance officers; review and approve the annual Internal Audit Plan; and recommend to the Board such other functions as the Audit/Ethics Committee should undertake. The Internal Auditor and Chief Compliance Officer shall report directly to the Audit/Ethics Committee.

The Audit/Ethics Committee shall:

- (i) Have the responsibility of assuring that there is in place a system of controls designed to provide reasonable assurance that assets are suitably safeguarded, operations are effective and efficient, financial reporting is reliable and applicable laws and regulations are followed;
- (ii) Review the organization's annual audited financial statements with management and independent auditor, separately and together;
- (iii) Discuss the organization's critical accounting policies and mediate disputes between the independent auditor and management;
- (iv) Discuss with management policies regarding financial risk assessment and financial risk management;
- (v) Have oversight of The Cooper Health System Corporate Compliance Plan, establish procedures for the confidential anonymous submission of compliance concerns, including but not limited to questionable accounting

or auditing matters, and shall submit reports on a quarterly basis to the Board regarding compliance activities;

- (vi) Pre-approve the annual independent financial audit firm and the audit and non-audit services to be provided by that firm {including bookkeeping or financial information systems and design implementation} and confirm the independence of such auditors;
- (vii) Review annual Federal Tax Returns prior to filing;
- (viii) Pre-approve the executive compensation consulting firm and the services to be provided by that firm, confirm the independence of the executive compensation survey, and recommend to the Executive Committee the executive compensation survey prepared by such firm; and
- (ix) Regularly report activities to the Board of Trustees.

The Audit/Ethics Committee shall additionally annually review the Disclosure Statements filed by fellow members of the Board, Executive Management, Clinical Department Chiefs, elected Officers of the Medical Staff, and other key participants in Cooper as determined by the Audit/Ethics Committee to assure compliance with the Conflict of Interest Policy adopted by the Board, and shall advise the Trustees of their status. The Committee shall also, as needed, serve in an advisory capacity to the Board with respect to potential conflicts, and shall make recommendations to the Board with respect to appropriate action to be taken in the event of conflicts or potential conflicts, including removal of such Trustees.

The Audit Ethics Committee shall meet regularly in executive session with any Senior Management Officer and/or the General Counsel, to facilitate and encourage reporting of concerns about significant legal compliance issues, independent oversight of potential violations of law and breaches of duty to the corporation.

Section 3 Education and Research Committee

The Education and Research Committee shall consist of the Chair of the Graduate Medical Education Committee of the Medical Staff and the Deans of UMDNJ/RWJMS and Cooper Medical School of Rowan University as ex officio members with voice and vote and five additional members, at least three of whom are members of the Board of Trustees. The Chief Medical Officer shall be a member ex officio, with voice but without vote. Staff support will be provided by the Designated Institutional Official for Graduate Medical Education, the Designated Institutional Official for Research, the Director of the Cooper Research Institute and the Chief Nursing Officer.

The Committee shall periodically review and evaluate Cooper's role and responsibilities in medical research and in undergraduate medical education, graduate medical education and programs for allied health professions and other physician and technical education and training and shall offer recommendations to the Board. It shall provide oversight of programs for patient

and public health education, as well as for the numerous continuing education programs sponsored by Cooper. Report and recommendations will be made to the Board regarding activities at Cooper in scientific, clinical, and health systems research contributing to its service and education programs.

Section 4 Finance Committee

The Finance Committee shall consist of the President/Chief Executive Officer of the corporation and a minimum of seven (7) additional members, at least five (5) of whom shall be members of the Board. The Chairman shall be one of the five (5) designated Board members. In addition, the Chief Financial Officer, the Director of Internal Audit, and the Chief Operating Officer shall be members of the Committee, ex-officio, with voice but without vote.

The Finance Committee has the responsibility of overseeing the financial performance of all Cooper operations, including that of all related not-for-profit and for-profit businesses owned by or jointly ventured with Cooper. The Finance Committee shall review and recommend to the Board all budgets, operational and capital, and oversee their implementation. It shall assess the financial feasibility of new projects, capital investment, and the financial impact of changes in strategic direction. The Committee shall review the performance of the System's Retirement Plans, and approve selection of investment managers and investment decisions made regarding all System investments and all self funded plans. Annually, the Finance Committee shall receive a copy of the audits prepared by the independent public accountants engaged by Cooper.

The Finance Committee shall be the required approval authority for all financial transactions and settlement of System litigation subject to limitations prescribed by the Board of Trustees.

The Finance Committee shall form a Risk Management/Insurance Steering Subcommittee. The Risk Management/Insurance Steering Subcommittee shall have at least three (3) members appointed by the Chairman, at least two (2) of whom shall be members of the Finance Committee. The Risk Management/Insurance Steering Subcommittee shall oversee the insurance and self insurance programs established for the benefit of Cooper. The Finance Committee may delegate approval authority to settle system litigation to the Risk Management/Insurance Steering Subcommittee within the limitations prescribed by the Board of Trustees.

The Finance Committee may form a Treasury Steering Subcommittee. The Chairman and the CFO shall be ex-officio members and the Chairman shall appoint up to three (3) additional members to the Treasury Steering Subcommittee who shall be independent. The Treasury Steering Subcommittee may be consulted with regard to cash flow, debt structure and investment strategies and shall meet as needed but at least quarterly.

Section 5 Quality Committee

The Quality Committee shall consist of a minimum of nine (9) members, including the President/Chief Executive Officer of the corporation, the President of the Medical Staff of Cooper University Hospital, the Chief Nursing Officer, a Department Chief, a member of the Medical Staff of Cooper University Hospital who is not employed by Cooper, and at least four

(4) additional members, at least two (2) of whom shall be members of the Board, with one designated Chairman. In addition, the Chief Operating Officer, Chief Medical Officer, and the Vice President(s) responsible for regulatory/licensure compliance and survey readiness and risk management shall be members of the Committee, ex-officio, with voice, but without vote.

It is the responsibility of the Committee, acting for and reporting to the Board, to establish, maintain, and support, through Cooper's management organization and the Cooper University Hospital Medical Staff, ongoing performance improvement, risk management, emergency preparedness, and safety management programs for all aspects of Cooper.

It shall include effective mechanisms for reviewing and evaluating patient care and exposure of risk to both patients and the organization, as well as an appropriate response to its findings.

It shall require that there be, in writing, a Performance Improvement Plan for assuring the comprehensiveness and integrity of all quality initiatives and performance improvement programs. The Plan shall provide accountability for the various activities that contribute to Cooper's overall performance.

It shall confirm, through an integrated quality improvement process, the provision of one level of care for all patients, and inform the Board of Trustees of the results of quality accountability activities on an annual basis. The Committee will also transcend the traditional lines of demarcation between administrative and medical; and look to ensure that all enterprises of Cooper are functioning in a high quality, coordinated, efficient, and patient-friendly manner consistent with Cooper's standards. As a part of this responsibility, the Committee will be charged with the oversight of Cooper's physical facilities and safety management program, including the assurance that they are compliant with all standards and applicable rules and regulations. The Committee shall also oversee the Utilization Review Committee, which shall report on its efforts with regard to efficient utilization of beds and services, appropriate length of stay, ensuring appropriateness and clinical necessity for admission and continued stay and ensuring appropriate documentation.

A further charge is to serve as the approval authority for the work of the Medical Staff in its performance of those duties delegated to it by the Board of Trustees. Pursuant to this charge the Committee shall review and approve, if acceptable, recommendations of the Medical Staff of initial appointments to Medical Staff membership and granting of privileges, reappointment to membership, or modification of privileges. All such actions shall be reported to and ratified by the Board of Trustees at the next meeting following acceptance by the Committee. Any recommendation of the Medical Staff that is adverse or has limitations with respect to Medical Staff membership and granting of privileges, reappointment to membership, or renewal or modification of privileges shall not be final until said recommendation has been accepted by the Committee and approved by the Board of Trustees.

A member of the Quality Committee, appointed by the Chairman, shall serve as a voting member of the Bioethics Committee of the Medical Staff of Cooper University Hospital. Copies of the minutes of all meetings of the Bioethics Committee will be submitted to the Quality Committee on a regular basis.

The Quality Committee shall form a Credentialing Subcommittee, which shall have at least three (3) members appointed by the Chairman, at least two (2) of whom shall be members of the Quality Committee. The Quality Committee may delegate approval authority to approve Medical Staff membership and credentialing on those months when the Quality Committee does not meet.

Section 6 Strategic/Facilities Planning Committee

The Strategic/Facilities Planning Committee shall consist of a minimum of twelve (12) members, including the President/Chief Executive Officer of the corporation; one(1) community leader; and at least ten (10) additional members, at least five (5) of whom shall be members of the Executive Committee.

The Committee holds responsibility to develop an approach and a process for exploring, evaluating, and making recommendations for a strategic plan and management process which will translate Cooper's mission, values, and vision into programs and services which will enhance the health status of the population served by Cooper. The Committee shall oversee and evaluate the community benefit programs administered by Cooper and the Community Health Needs Assessment, and receive the Annual Community Benefit Report. These strategies will be tested to determine their consistency with the market conditions at the time they are introduced. It shall also consider Cooper's mission, vision, and strategic goals annually, and offer recommendations to the Board as to their appropriateness as they relate to the strategic plan.

The Committee shall also be responsible for evaluating and making recommendations to the Board on the master facilities plan and suburban facilities strategy of the corporation.

ARTICLE XI

SPECIAL PURPOSE COMMITTEES

Section 1 Governance Committee

The Governance Committee shall consist of at least five (5) members including the Chairman of the Board of Trustees, all of whom shall be members of the Board of Trustees. The President/Chief Executive Officer shall be a member of the Committee, ex-officio, with voice, but without vote. At least three members shall be non-physician Trustee representatives from the community.

The duties of the Committee shall be to annually review the Bylaws as specified in Article XIII, Section 2, assess the current strengths and needs of the Board of Trustees and recommend candidates for membership as provided in Article IV, Section 4, hereof and candidates for election by the Board as officers of the corporation. The Committee shall prepare nominations for membership on the Executive Committee, to be presented at the Annual Meeting of the Board; and may recommend to the Board the election of a finally retired Board member to the position of Trustee Emeritus.

While the Chairman of the Board will be accountable to the entire Board of Trustees of The Cooper Health System, in the event that the Chairman is employed by Cooper, those members of the Governance Committee of the Board, who are the lay Trustee representatives from the community, excluding the Chairman and ex-officio members, will have the specific charge to set goals and to review performance and any compensation of the Chairman at least annually; and shall make recommendations to the Board as a whole based thereon.

The Governance Committee shall develop a process of self-evaluation as relates to overall Board performance. A component of this process of measurement of performance will be the review of strategic objectives and organizational goals and assessment of accomplishments in carrying them out. In addition, the Governance Committee will conduct periodic evaluation of the effectiveness of the Board's Standing and Special Purpose Committees. The Governance Committee shall report the results of any self-evaluation at least annually; and shall make recommendations to the Board as a whole based thereon.

The Governance Committee shall also oversee a comprehensive and sustained development program for Trustees which incorporates orientation, statutorily mandated training of Board Members, and continuing education programs, based upon needs identified through the Board's self-evaluation process. The Governance Committee will also oversee development of the annual Community Meeting.

ARTICLE XII

MEDICAL STAFF

Section 1 Organization

The Board of Trustees shall organize the physicians, podiatrists, dentists, and limited license practitioners who are members of the ancillary staff granted practice privileges at Cooper University Hospital into a Medical Staff with Medical Staff Bylaws approved by the Board.

The Board shall appoint the Chiefs of Cooper's Clinical Departments, based upon the recommendations of duly constituted Search Committees.

The Board shall consider recommendations of the Medical Staff and appoint to the Medical Staff, in such numbers as the Board deems appropriate to Cooper's needs, physicians, dentists, limited license practitioners, and ancillary staff who meet the qualifications for membership set forth in the Medical Staff Bylaws. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of patients, subject to such limitations as are contained in these Bylaws and in the Bylaws and Rules and Regulations of the Medical Staff, and subject further to any limitations attached to his appointment.

Section 2 Applications

Each application for appointment to the Medical Staff shall be in writing or electronic form, on a form prescribed by the Board of Trustees, and addressed to the Chief Medical Officer of this corporation.

Section 3 Appointments

Appointments to the Medical Staff shall be for a period not to exceed twenty-four (24) months. Initial privileges shall be granted for a period not more than twenty-four (24) months and are subject to the Medical Staff Focused Professional Practice Evaluation Plan.

Section 4 Reappointments

Reappointments to the Medical Staff shall be for a maximum of twenty-four (24) months.

Section 5 Changes of Status

When it is proposed not to renew any staff member's appointment, or to reduce, suspend, or terminate his staff privileges, he shall be afforded an opportunity for a hearing before an Ad Hoc Committee of the Medical Staff and, as appropriate, appellate review through procedures approved by the Board, prior to the Board's taking final action.

Termination for moral, ethical, or criminal offenses shall be in accordance with summary suspension provisions of the Investigations, Corrective Action, Hearing and Appeal Plan of the Medical Staff.

Section 6 Medical Care

The Medical Staff, upon which shall rest the responsibility for providing appropriate professional care for patients of Cooper, shall conduct continuing review and appraisal, and offer recommendations based thereon. Such recommendations shall cover (a) Staff appointments and reappointments and changes in Staff status; (b) granting of clinical privileges; (c) disciplinary actions; (d) professional competency; and (e) such additional matters as have been referred specifically by the Board to the Medical Staff. In all cases, only appropriately licensed health professionals shall be directly responsible for patient diagnosis and treatment and this shall be a licensed physician in every case, except where State law may provide authority for such care to another licensed professional in the hospital setting.

Section 7 Bylaws

The Medical Staff shall adopt, for the regulation of its affairs, such Bylaws and Rules and Regulations as the Board of Trustees of Cooper approves. It shall propose to the Board such Bylaws and Rules and Regulations as it deems appropriate, but none of same shall be operative unless and until approved by the Board. It shall be a requirement of these Medical Staff Bylaws

and Rules and Regulations that each Staff member observes all ethical principles of his profession.

Section 8 Disparate Conclusions

Whenever in a matter calling for Medical Staff recommendations and requiring Board approval the Board does not concur in the Medical Staff's recommendations, such matter shall be referred to the Quality Committee before action by the Board. If the conclusions of such Committee concur with those of the Board, the Board's determination shall be final in the matter and binding upon all parties concerned therein. But, if such Committee does not concur with the Board's conclusions, the matter shall be referred back to the Board with a full statement of the Committee's conclusions and reasons therefore. The Board shall consider fully the Committee's conclusions and reasons, and amend or confirm its initial conclusions as it deems appropriate, and its determination then made shall be final and binding upon all parties concerned in the matter.

ARTICLE XIII

AMENDMENTS AND INTERPRETATIONS

Section 1 Amendments

The Board of Trustees, by a majority vote at any duly constituted regular meeting or special meeting called for the purpose, may alter, amend, or repeal any Bylaw provided written notice of proposal of such amendment, alteration, or repeal has been given to all members of the Board at least (5) days before such meeting.

Section 2 Annual Review of Bylaws

Annually, the Governance Committee shall review the Bylaws and present to the Board of Trustees at its Annual Meeting its report, which shall include any recommendations as to any revisions or amendments required in the Bylaws. At the Annual Meeting, the Board of Trustees shall act on the report of the Governance Committee and shall formally approve the Bylaws, which are to continue in effect until the next Annual Meeting, subject to the provisions of Section 1 of this Article XIII. Each year, after the Annual Meeting, there shall be prepared a restatement of the Bylaws containing any amendments or revisions.

Section 3 Interpretation

All questions of interpretation of these Bylaws shall be decided by majority vote of the Board of Trustees at any duly constituted meeting of the Board.

As used herein, the term "Chairman" shall be deemed to mean the individual, male or female, qualified and acting in such capacity; and whenever any gender is used herein, it shall be deemed to refer to male or female, as appropriate.

ARTICLE XIV

MISCELLANEOUS

Section 1 Seal

The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Incorporated New Jersey". Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Section 2 Execution of Instrument

All checks, drafts, and orders for payment of monies shall be signed in the name of the corporation by the Chairman, the President/Chief Executive Officer, the Chief Financial Officer, or by such other officers or agents as the Board of Trustees shall designate from time to time. When the execution of any contract, conveyance, or other instrument has been authorized by the Board of Trustees, without specification of the executing officer, the Chairman, Vice Chairman, the President/Chief Executive Officer, or the Chief Financial Officer may execute the same in the name of and on behalf of the corporation, and the Secretary or the Assistant Secretary may affix the seal of the corporation thereto and attest to same. The Board of Trustees may designate other officers or agents and empower them to execute instruments on behalf of the corporation.

Section 3 Voting Stock

The Chairman, the President/Chief Executive Officer, and the Chief Financial Officer, in that order, and any other persons designated by the Board of Trustees, shall have full power and authority, on behalf of the corporation, to vote at any meeting of stockholders of any corporation in which the corporation holds stock, and at such meeting shall possess and may exercise all rights and powers incident to the ownership of such stock which any owner thereof might have possessed and exercised, if present. Such officers, in such order, may also, on behalf of the corporation, appoint attorneys and agents as the corporation's proxy to exercise any of the foregoing powers. The Board of Trustees, by resolution, from time to time, may confer like powers upon any other person or persons.

Section 4 Gifts

No gift to the corporation, which is not absolute and unrestricted, shall be accepted by it unless specifically authorized by the Board of Trustees.

Section 5 Parliamentary Guide

Roberts' Rules of Order, as they may be revised from time to time, unless in conflict with the provisions of these Bylaws, shall be the parliamentary guide governing procedures of the Board of Trustees and its committees.

Section 6 Minutes

Minutes of the proceedings and actions of the Board of Trustees and its Committees at their meetings shall be made by the Secretary or by the Assistant Secretary as designated by him. All such minutes shall be submitted for approval to the next succeeding meeting of the Board or committee, and the Secretary of the corporation, in the case of the Board and Executive Committee, and chairmen, in the case of committees, shall sign a record copy of such minutes to indicate approval.

Section 7 Availability of Minutes

The minutes of the Board of Trustees and its Committees shall at all times be available for inspection by the Board and its designees.

ARTICLE XV

ASSOCIATED NON-PROFIT ORGANIZATIONS

Section 1 Associates

In recognition of the broad scope of the purposes of the corporation, it is determined to be desirable that to most effectively and efficiently pursue the purposes of the corporation, Cooper may in certain instances associate itself with other non-profit organizations whose purposes are consistent with the purposes of Cooper.

Section 2 Authority

Except as provided below, the ultimate authority and responsibility for all activities of the associated organization shall be vested in the Board of Trustees of such associated organization.

Section 3 Support of Cooper

An organization, which has been designated as an associated organization, subject to the following conditions and requirements, shall receive the support of Cooper as determined by the Board of Trustees.

Section 4 Process of Selection

No formal association with any other non-profit corporation shall exist until such time as the following steps have been taken and approved:

1. The purposes of the associated organization have been determined to be consistent with and supportive of the purposes of Cooper.

2. The Certification of Incorporation and/or the Bylaws of the associated organization have been amended to provide that any of the following actions by the associated organization shall require, in order for such action to be effective, the approval of Cooper:
 - a. Any amendment of the associated organization's Certificate of Incorporation and/or Bylaws.
 - b. Any sale, lease, exchange, encumbrance, or other transfer of all or any substantial portion of the associated organization's assets which is not made in the ordinary course of business.
 - c. Any merger of the associated organization into another entity, any merger of another entity in the associated organization, or any consolidation of the associated organization with another entity.
 - d. Any adoption of a plan of liquidation or any other steps in liquidation or dissolution.
 - e. Any transaction or other event in which the associated organization becomes affiliated with another entity, or which causes a material change in the nature of the associated organization's relationship with an affiliated entity. For the purposes of these Bylaws, one entity shall be deemed "affiliated" with an "affiliate" of another entity if it directly, or indirectly, through one or more intermediaries, controls or is controlled by or is under common control with such other entity, as is determined by Cooper.
 - f. Any appointment or reappointment to the Board of Trustees of the associated organization shall be made by the Board of Trustees.
 - g. The budget of the associated corporation shall be accepted by the Board of Trustees. And, any material deviation from such operational budget, business plans, or annual goals shall be promptly reported to the Board of Trustees.

ARTICLE XVI

ASSOCIATED FOR-PROFIT CORPORATIONS

There may be circumstances and situations where the purposes of Cooper can be supported and complemented by the activities of certain for-profit organizations in which Cooper will have an ownership interest. All such enterprises shall be supervised by Cooper HealthCare Services, Inc., the sole stockholder of which shall be Cooper. Such for-profit organizations shall be subsidiaries of Cooper HealthCare Services, Inc.

ARTICLE XVII

CONFIDENTIALITY AND DUALITY/CONFLICT OF INTEREST

The Board shall adopt a Policy on Confidentiality and Duality/Conflict of Interest requiring Trustees, Executive Management, Department Chiefs, elected Officers of the Medical Staff, and other key participants in Cooper as determined by the Audit/Ethics Committee from time to time, to annually file a Disclosure Statement with the Chief Compliance Officer that discloses existing and potential dualities or conflicts of interest; and to update such Disclosure Statement, from time to time as circumstances would prescribe. The Chief Compliance Officer shall make a report of such Disclosure Statements to the Audit/Ethics Committee annually.

The Audit/Ethics Committee has been charged under Article X, Section 2 of these Bylaws, with examining any conflicts or duality of interest and making recommendations to the Board for appropriate action, up to and including removal from the Board.

No contract or transaction, as defined in the Policy adopted by the Board, between Cooper and one or more of its Trustees or officers, or between Cooper and any other partnership, association, or other organization in which one or more of its Trustees are trustees, directors or officers, or have a financial interest, or in which any Trustee or officer has any other duality or conflict of interest, shall be authorized or entered into unless the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Trustees; and the Board of Trustees, in good faith and as permitted by law, approves the contract or transaction at the meeting which authorizes the contract or transactions. It is recognized, that from time to time there may be circumstances, where by virtue of a Trustee or officer's employment or position, giving rise to the duality of interest, that the Trustee or officer will be permitted to participate in the discussion relating to such interest after proper disclosure. However, in any circumstance where there is a duality of interest, the individual having such duality must excuse himself from the vote relating to such interest.

ARTICLE XVIII

INDEMNIFICATION

This corporation shall indemnify, in the manner and to the full extent permitted by the New Jersey Non-profit Corporation Act, as amended, any Officer, Management Officer, Trustee or Board Committee Member of the corporation (all of whom shall be referred to individually as the "Indemnified Party") who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in 15A:3-4 of the New Jersey Nonprofit Corporation Act, as amended, or successor provisions), whether or not by or in the right of the corporation, by reason of the fact that such person is or was an officer or Trustee of the corporation. The corporation will also indemnify Indemnified Parties and any corporate agents (including employees) who may appear as a witness in any proceeding by virtue of such person's position as an officer, Trustee, or corporate agent of the corporation. The indemnification herein shall be provided only if the Indemnified Party has acted on behalf of the corporation, subsidiary or

affiliate entities in good faith and in a manner which the Indemnified Party believed to be in or not opposed to the best interest of the corporation and, with respect to criminal proceedings, the Indemnified Party had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the Indemnified Party did not act in good faith or, with respect to any criminal proceeding, without reasonable cause. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the officer or Trustee is proper in the circumstances. The corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said 15A:3-4, as amended, or successor provisions), and, in the manner provided by law, any such expenses may be paid by the corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the corporation may be entitled under any agreement, vote of Trustees, or otherwise, both as to action in his official capacity and as action in another capacity while holding such office.

ARTICLE XIX

DISSOLUTION

Upon dissolution of the corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501c (3) of the Internal Revenue Code of 1954, as amended, or successor provisions.

Restatement Approved by the Board of Trustees of The Cooper Health System on
May 23, 2013:

George E. Norcross, III
Chairman, Board of Trustees