



**PITT COUNTY
BOARD OF COMMISSIONERS**

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**Board of County
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April 23, 2019

Michael Waldrum, MD, MSC, MBA
Vidant Medical Center
Post Office Box 6028
Greenville, North Carolina 27835

Re: Consent to Amendment of Corporate Articles of Incorporation and Bylaws

Dear Dr. Waldrum,

On April 22, 2019, the Pitt County Board of Commissioners considered and approved your request for County consent to amend the Articles of Incorporation and Bylaws of Pitt County Memorial Hospital, Incorporated in accordance with Section 18(a) of the Agreement to Change Status of Pitt County Memorial Hospital. This letter serves to provide County consent to the changes as set forth in the attached Articles of Amendment, and said amendments as incorporated into Amended and Restated Articles and Bylaws.

Thank you for your continued commitment to providing the highest quality healthcare to citizens of Pitt County and the region.

Sincerely,

A handwritten signature in cursive script that reads "Beth B. Ward".

Beth B. Ward
Chair, Pitt County Board of Commissioners

**State of North Carolina
Department of the Secretary of State**

**ARTICLES OF AMENDMENT
NONPROFIT CORPORATION**

Pursuant to §55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: PITT COUNTY MEMORIAL HOSPITAL, INCORPORATED

2. The text of each amendment adopted is as follows (*state below or attach*):

- The second paragraph of Section 6 shall be deleted and replaced in its entirety with the following:

“The Board of Commissioners of Pitt County shall appoint eleven (11) members, or fifty five percent (55%), of the Board, at least one of whom shall be a physician who is a resident of Pitt County and a member of the active Medical Staff of Vidant Medical Center. The Corporation’s Board of Trustees shall appoint the remaining nine (9) members, or forty five percent (45%), of the Board from among a slate of nominees developed by the Board of Directors of University Health Systems of Eastern Carolina, Inc. At least two (2) of the Corporation’s nine (9) appointees shall reside outside of Pitt County and two (2) shall be representatives of East Carolina University serving in leadership positions.”

- The fifth paragraph of Section 6 shall be deleted and replaced in its entirety with the following:

“The nine (9) seats which the Corporation shall be entitled to appoint hereafter are Seat Numbers 1, 2, 4, 5, 7, 10, 11, 18 and 20. The eleven (11) seats which the Pitt County Board of Commissioners shall be entitled to appoint hereafter are Seat Numbers 3, 6, 8, 9, 12, 13, 14, 15, 16, 17 and 19. The seat which the Pitt County Board of Commissioners shall appoint from among the group of physicians who are residents of Pitt County and who are members of the active Medical Staff of Vidant Medical Center shall be seat number 8.”

- The sixth paragraph of Section 6 shall be deleted and replaced in its entirety with the following:

“At least sixty (60) days prior to the expiration of the respective term of office of any member of the Board of Trustees appointed by the Board of Commissioners of Pitt County, including those members who are presently serving on the Board, the Board of Trustees of the Hospital shall notify the Board of Commissioners of Pitt County and ask the Board of Commissioners of Pitt County to fill such vacancy by appointment for the new term, as provided herein. No member of the Board of Trustees shall serve for more than two (2) successive full five (5) year terms.”

- The seventh paragraph of Section 6 shall be deleted and replaced in its entirety with the following:

“All vacancies in the membership of the Board of Trustees by reason of death, resignation, lack of attendance as hereinafter provided, or as otherwise provided by the bylaws, shall be immediately reported to the Board of Commissioners of Pitt County for any member of the Board of Trustees appointed by the Board of Commissioners of Pitt County. Such report shall ask the Board of Commissioners of Pitt County to fill such vacancy by appointment for the residue of the unexpired term only. No Trustee shall be removed, except for “cause” which shall be defined as mental incompetency, bad faith, breach of fiduciary responsibility, a conflict of interest in violation of this corporation's bylaws or policies, conviction of or plea of no contest to a felony or any crime involving moral turpitude, or absenteeism as defined in the Corporation’s Bylaws.”

- Section 9 shall be deleted and replaced in its entirety with the following:

“The Board of Trustees shall have the authority to delegate its power and authority to one or more committees composed of members of the Board of Trustees to the fullest extent permitted by law, provided that the membership of any such committee shall consist of members of the Board appointed by the Board of Commissioners of Pitt County and the Corporation with the same proportional representation as comprise the Board.”

3. The date of adoption of each amendment was as follows: _____

4. (Check a, b, and/or c, as applicable)

a. The amendment(s) was (were) approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because the corporation has no members.

b. The amendment(s) was (were) approved by the members as required by Chapter 55A.

c. Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified: _____

This the _____ day of _____, 20_____.

Pitt County Memorial Hospital, Incorporated
Name of Corporation

Signature

Robert Greczyn, Secretary
Type or Print Name and Title

Notes:

1. Filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.