



## Proposed Bylaws Changes

The HealthTrust Board of Directors ("Board") has proposed amendments to the HealthTrust, Inc. Bylaws pursuant to Article XI, Section 11.1 of the bylaws.

The Board will hold a hearing regarding these amendments on September 25, 2025 at 9:00am at which any Member may participate.

The proposed changes to the HealthTrust's bylaws may be found on the following two pages.

The full bylaws currently in force may be found at:

[https://www.healthtrustnh.org/vfs/About/HealthTrust INC - Bylaws.pdf](https://www.healthtrustnh.org/vfs/About/HealthTrust_INC_-_Bylaws.pdf)

## Non-Assessable Policies

*The first set of changes are intended to clarify that HealthTrust provides non-assessable policies, in line with current and historic practice. This change includes changes to the definition of Pool Year and adding the definition of Plan Year.*

### Article I Definitions

#### Change 1: Revise: Definition of “Pool Year”

Current Language:

“Pool Year” means a twelve (12) consecutive month period chosen from time-to-time by the Board of Directors for periods of coverage for HealthTrust. HealthTrust may have more than one (1) Pool Year and Pool Years may be different between and within Coverage Lines. A Pool Year may be any period less or more than twelve (12) months if it is the first or last such year of a coverage, or a year or years involving a change in the Pool Year.

Recommended Language:

“Pool Year” means a twelve (12) consecutive month period chosen from time-to-time by the Board of Directors for annual budget and financial statements, which may also be referred to as fiscal year. A Pool Year may be any period less or more than twelve (12) months if it is the first or last such year, or a year or years involving a change in the Pool Year.

#### Change 2: Add Definition of “Plan Year” prior to “Pool Year” definition

“Plan Year” means a twelve (12) consecutive month period chosen from time-to-time by the Board of Directors for periods of coverage for HealthTrust. HealthTrust may have more than one (1) Plan Year and Plan Years may be different between and within Coverage Lines. A Plan Year may be any period less or more than twelve (12) months if it is the first or last such year of a coverage, or a year or years involving a change in the Plan Year.

### Article V Return of Surplus

#### Change 3: Add “and Non-Assessable Coverage” to article title

#### Change 4: Add Section 5.3

Recommended language:

SECTION 5.3. Non-Assessable Coverage. HealthTrust coverage shall be non-assessable. Members are responsible for Contributions required for each Coverage Line selected but will not be subject to additional assessment during a Plan Year, or for a prior Plan Year, beyond the Contributions required by the Coverage Documents. Losses shall be paid from HealthTrust reserves and any funds needed to rebuild such reserves shall be determined through prospective rating and raised from Members through Contributions in future Plan Years.

## Miscellaneous Changes

*The second set of changes are “housekeeping” in nature and are intended to: 1) expand the class of ineligible persons from Property-Liability Trust, Inc. to include those serving as on the board of any other RSA 5-B entity; 2) clarify that electronic attendance at meetings may include attendance by video; and 3) clarify that the duties of the chair include being responsible for preparing the minutes of the directors’ meetings and for maintaining and authenticating the records of the corporation.*

### Article VI Board of Directors

#### Change 5: Revise Section 6.2(b)

Current Language:

A person serving on the board of Property-Liability Trust, Inc. is ineligible to serve as a Director of HealthTrust.

Recommended Language:

A person serving on the board of any other New Hampshire RSA 5-B pooled risk program is ineligible to serve as a Director of HealthTrust.

#### Change 6: Revise Section 6.9

Current Language add [bracketed language]:

. . . A Director may attend a meeting by telephone [or video] as long as such attendance does not violate any applicable provisions of RSA 91-A, the New Hampshire Right-to-Know Law.

### Article VII Officers and Committees

#### Change 7: Revise Section 7.3 Duties of Chair

Current Language add [bracketed language]:

The Chair shall be the presiding officer at all meetings of HealthTrust. [The Chair or his or her designee shall be responsible for preparing the minutes of the directors’ meetings and for maintaining and authenticating the records of the corporation.] The Chair shall appoint all Standing Committees and their chairpersons. The Chair shall be a voting member of each Standing Committee *ex officio*.