

**BYLAWS OF
MISSISSIPPI HEALTHCARE COLLABORATIVE
(A Mississippi Non-Profit Corporation)**

Article I Name

The name of the corporation shall be “Mississippi Healthcare Collaborative”.

Article II Purpose

The purposes for which Mississippi Healthcare Collaborative (the “Collaborative”) is organized are as follows: (i) to operate exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (hereinafter referred to as the “Code”), to promote and represent the common business interests of, and improve the business conditions among, of Mississippi hospitals, and engage in all activities permitted under Section 501(c)(6) of the Code. Specifically, by way of example and not by way of limitation, the Collaborative will promote the common business interests of Mississippi hospitals to enhance access to quality healthcare services and improve stability within the healthcare system; (ii) to engage in any lawful act or activity for which corporations may be organized under the Act, in furtherance of the foregoing purposes; and (iii) in furtherance of its corporate purposes, the Collaborative shall have all the general powers enumerated in Section 79-11-151 of the Act as now in effect or as hereafter may be amended.

Article III Office

Principal Office. The principal office of the Collaborative shall be located in the City of Ridgeland, County of Madison at 1020 Highland Colony Parkway, Suite 1400, Ridgeland Mississippi, or such other location in the State of Mississippi as determined by the Board of Directors.

Registered Office. The Collaborative shall continuously maintain in the State of Mississippi a registered office that may be the same as its principal office, and a registered agent as required by the Mississippi Nonprofit Corporation Act (the “Act”). The address of the registered office may be changed from time to time by the Board.

Article IV Membership

4.1 **Hospital Members.** Any of the following Mississippi hospitals actively engaged in the care and treatment of the sick or injured who are providing services to enhance access to quality healthcare services may apply for membership to the Board of Directors (“Board”).

- a. General Acute Care Hospitals providing inpatient care.
- b. Hospitals designated as Critical Access Hospitals (“CAH”); and

c. Rural Emergency Hospitals (“REH”).

These are collectively referred to as “Hospitals”.

4.2 Membership. Membership is available to the Hospitals that are approved as Members. The Board shall establish a process for the application and approval of new members and shall establish membership dues. Except as stated expressly elsewhere in these Bylaw, the Board retains final authority regarding all aspects of membership, including, but not limited to, conditions of membership, eligibility, qualifications, processes, approvals, types, dues, and interpretation of the provisions of these Bylaws relating to membership and the Collaborative.

4.3 Voting Category for Selection of Board of Directors. Hospital membership shall be assigned into one of the following categories for voting purposes for the selection of directors of the Board. In cases of ambiguous and/or dual membership type, the Board shall have authority to make the final decisions as to the type of membership approved and granted. Each Member may cast a vote for each director regardless of its category.

a. “Category I Members” shall be General Acute Care hospitals or hospital systems (those with two or more hospitals) that are duly licensed as Hospital(s) by the State of Mississippi and have, individually or collectively, more than three hundred (300) licensed beds. Group I Members shall have the right to participate in all membership meetings and to vote on all matters presented to the Membership for vote. This category of membership shall have two (2) members elected to the Board.

b. “Category II Members” shall be General Acute Care hospitals or hospital systems (those with two or more hospitals) that are duly licensed as Hospital(s) by the State of Mississippi and have, individually or collectively, more than one hundred (100) but less than three hundred (300) licensed beds. Group II Members shall have the right to participate in all membership meetings and to vote on all matters presented to the Membership for vote. This category of membership shall have two (2) members elected to the Board.

c. “Category III Members” shall be General Acute Care hospitals or hospital systems (those with two or more hospitals) that are duly licensed as Hospital(s) by the State of Mississippi and have, individually or collectively, less than one hundred (100) licensed beds. Group II Members shall have the right to participate in all membership meetings and to vote on all matters presented to the Membership for vote. This category of membership shall have two (2) members elected to the Board.

d. “Category IV Members” shall be hospitals that are duly licensed as CAHs and REHs by the State of Mississippi. Group IV Members shall have the right to participate in all membership meetings and to vote on all matters presented to the Membership for vote. This category of membership shall have one (1) member elected to the Board.

Article V Dues

5.1 Setting Dues Amount. The dues' structure and computation of dues for all categories of Collaborative membership set forth in Article IV shall be determined from time to time by the Membership.

5.2 Initial Dues. The initial dues shall be as follows:

Category I: One Thousand Dollars (\$1,000.00).

Category II: One Thousand Dollars (\$1,000.00).

Category III: One Thousand Dollars(\$1,000.00); and

Category IV: One Thousand Dollars (\$1,000.00).

5.3 Payment of Dues. Dues shall be paid annually. As stated in Article X, the Collaborative's Fiscal Year is July 1 through June 30. Annual dues shall be paid by Members on July 1 of each year. In the event a new Member is admitted during the Fiscal Year, the Board shall determine the amount of dues to be paid.

5.4 Special Assessments and Increases. Special assessments and any increase in dues shall be recommended by the Board to the Membership for voting approval.

Article VI Board Composition

6.1 Number of Directors and Term. The Board shall be composed of up to seven (7) individuals representing the categories of Membership as stated in Article IV. Each elected Director shall hold office for a term of three (3) years and no individual may serve on the Board for more than two (2) consecutive terms. After election, the initial Directors from Categories I, II and III shall determine, by the drawing of lots or other acceptable method, which Directors from these Categories will have staggered terms such that the term of no Director's term shall expire in the same year. A director must be an individual and must be over the age of twenty-one (21) but need not be a resident of Mississippi.

6.2 Vacancies. Vacancies on the Board shall be filled by a majority vote of the currently elected Directors. The representatives so elected shall serve the remainder of the vacating Board member's term. Thereafter, the Membership will elect the Director as otherwise contemplated herein.

6.3 Quorum. A majority of the Board shall constitute a quorum.

6.4 Powers. The Board shall have charge of the property; control and management of the affairs and funds of the Collaborative; and shall have the final authority to establish rules and policies and to do and perform all acts and functions not vested in the voting Membership and consistent with the Collaborative's Articles, these Bylaws and the Mississippi Nonprofit Corporation Act (the "Act"). The Board shall have the authority to approve or disapprove

recommendations, reports, and actions or resolutions from standing and/or ad hoc committees of the Collaborative, and to make recommendations to the Membership on the amendment of the Collaborative's Articles of Incorporation or Bylaws. The Board may adopt such policies, as may be necessary, applicable to the Directors, the Collaborative's Members, and members of any Board-appointed committee. Such policies and procedures include, but are not limited to, those applicable to any transaction that involves a conflict of interest as defined in the Board Conflicts of Interest Policy.

6.5 Meetings. The Board shall hold an annual meeting and may hold regular meetings without notice at such specified intervals as it may determine from time to time. At the annual meeting, the Directors appointed for the coming year shall take office, the Chairman shall report on the activities and financial condition of the Collaborative and the Directors shall consider and act upon such other matters as may be raised consistent with these Bylaws. The failure to hold an annual meeting in accordance with the Collaborative's Bylaws does not affect the validity of any corporate action. Special meetings of the Board may be called at any time by the Chairman or by any four (4) Directors. Notice of special meetings must be given at least two (2) days thereof unless such notice be waived by attendance (unless the Director attends a meeting solely for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or by instrument in writing signed either before or after such special meetings.

6.6 Attendance Requirements. Attendance at fewer than fifty percent (50%) of the regular meetings of the Board during a twelve-month period by any Director, without acceptable excuse, shall be grounds for removal from the Board if a majority of the Directors, then in office vote for the removal.

6.7 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless applicable law, the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors. No Board member may vote on any issue, motion, resolution, or other matter which directly or indirectly may inure to the Director's private benefit.

6.8 Action Without A Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such a consent has the effect of a meeting vote and may be described as such in any document.

6.9 Compensation. The Directors will receive no compensation for serving as a director of the Collaborative. By resolution of the Board, each Director may be paid his expenses, if any, of attendance at each meeting of the Board. No such payment shall preclude any Director from serving the Collaborative in any other capacity and receiving compensation therefor.

6.10 Participation by Telephonic or Other Means. Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board may permit any or all Directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, or by means of a remote electronic communications system, including videoconferencing technology or the Internet, if: (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

6.11 Chairman of the Board. The Board shall elect a Chairman and a Vice Chairman of the Board.

6.12 Executive Committee. There shall be created an Executive Committee of the Board of Directors.

6.12.1 Power and Authority. The Executive Committee shall have the power and authority of the Board during intervals between the meetings of the Board. Neither the Executive Committee nor any member of the Executive Committee shall attempt to usurp the authority or power of the Board. Neither the Executive Committee nor any member of the Executive Committee shall approve or recommend to the Membership the amendment of the Collaborative's Articles of Incorporation or its Bylaws, the power and authority to make such recommendations being vested exclusively in the Board. The Executive Committee shall not exercise any power to incur or authorize capital expenditures by the Collaborative, except within the limits set by the Members. All actions of the Executive Committee shall be reviewed and ratified or amended by the Board at its next meeting.

6.12.2 Composition. The Executive Committee shall consist of four (4) directors appointed by the Board to include the Chairman of the Board and three (3) other Directors.

Article VII Membership Powers and Voting

7.1 Powers and Authority Reserved to Members. Except as specifically provided elsewhere in these Bylaws, the authority to elect the Board in the manner prescribed in herein; to approve special assessments; to approve changes in the amount of dues; to approve and amend these Bylaws; and, to act on other matters submitted to the Membership by the Board, shall be vested in the voting Members of the Collaborative.

7.2 Voting. All voting shall be done in person, via telephone or electronic communication with such procedures to be consistent with Section 79-11-211 of the Mississippi Code of 1972, as amended. Each Member shall have one (1) vote on each matter voted on by the Membership, including the election of the Board of Directors. That is, regardless of its assigned Category, each Member shall be allowed to vote on all Director positions. Any hospital system (those with two or more hospitals) shall have one (1) vote.

7.3 Meetings.

7.3.1 Annual Meeting. There shall be an annual meeting of the Membership to be set for a time and place determined by the Board.

7.3.2 Special Meetings. Special meetings of the Membership may be called at any time by the written request of any three (3) Directors of the Board or the Chairman. Also, the Board Chairman shall call a special meeting of the Membership upon written demand, describing the purpose(s) of the meeting, by a majority of the voting Members in good standing delivered to the Board Chairman.

7.3.3 Notice of Meeting. Notice of meetings must be given in writing, by U.S. or registered mail or electronic communication to all Members as of the date of the notice not later than ten (10) days before such meeting. The notice should include a general description of the matters for which the meeting is called, or which will be submitted for approval of the Members. A Member may waive any notice required by these Bylaws or by law before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Member entitled to the notice, and be delivered to the chairman for inclusion in the minutes and filing with the corporate records. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

7.3.4 Meeting by Electronic Means. In the discretion of the Board, any meeting may be held via conference call, internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

7.3.5 Quorum and Voting. A quorum for a meeting of the Membership consists of a majority of the Members. Each Member, through its representative, shall have one (1) vote. The voting Members shall have the authority to approve or disapprove such recommendations, reports, actions or resolutions as may be placed before the Membership by the Board.

7.3.6 Approval Without Meeting: On recommendation of the Board, Membership action may be taken without a meeting of Members if the action is approved by Members holding a majority of the voting power. The action must be evidenced by one or more consents in the form of a record bearing the date of signature and describing the action taken, signed by those Members representing a majority of the voting power, and delivered to the Collaborative for inclusion in the minutes or filing with the corporate records. Notice of the action taken in this manner shall be given to all Members.

Article VIII Indemnification

The Collaborative shall indemnify and advance expenses to a Director, officer, employee or agent to the fullest extent mandated or permitted by the Act currently in effect or as amended from time to time.

Article IX Records and Reports

9.1 Minutes. The Collaborative shall keep permanent minutes of all meetings of its Members and Board and a record of all minutes of and actions taken by a committee of the Board, if approved by the Board.

9.2 Accounting and Financial Records. The Collaborative shall maintain appropriate accounting records.

9.3 Member List. The Collaborative shall maintain a record of its Members, in a form that permits preparation of a list of the names and addresses of all its Members, in alphabetical order by membership type held by each Member.

Article X Fiscal Year

The fiscal year of the Collaborative is July 1 through June 30.

Article XI -- Contracts, Loans, Checks and Deposits

11.1 Contracts. The Board may authorize in writing any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Collaborative, and such authority may be general or confined to specific instances.

11.2 Loans of the Collaborative; Loans to Officers and Directors. No loans shall be contracted on behalf of the Collaborative and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

11.3 Guarantees. The Collaborative may not lend money to or guarantee the obligation of a director or officer of the Collaborative.

11.4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Collaborative, shall be signed by such officer or officers, agent or agents of the Collaborative and in such manner as shall from time to time be determined by resolution of the Board.

11.5 Deposits. All funds of the Collaborative not otherwise employed shall be deposited from time to time to the credit of the Collaborative in such banks, companies or other depositories as the Board may select.

Article XII – Notices

12.1 Notice. Notice may be oral or written. Notice may be communicated in person; by telephone, email, fax or other form of wire or wireless communication; or by mail or private carrier.

12.2 Applicable Law. If applicable law prescribes notice requirements for particular circumstances, those requirements govern. If the Articles of Incorporation or these Bylaws prescribe notice requirements, not inconsistent with this section or other provisions of applicable law, those requirements govern.

Article XIII – Waiver of Notice, Assent of Notice, Assent to Actions, Interested Directors

13.1 Waiver of Notice. A Director of the Collaborative may waive any notice required by applicable law, the Articles of Incorporation or these Bylaws, before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, be signed by the director entitled to the notice, and delivered to the Collaborative for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

13.2 Assent to Actions. A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Collaborative immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a Director who votes in favor of the action taken.

13.3 Interested Directors, Quorum. No contract or transaction between the Collaborative and one or more of its Directors or officers, or between the Collaborative and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum, (2) the

contract or transaction is fair as to the Collaborative as of the time it is authorized, approved or ratified, by the Board, and (3) the contract or transaction does not result in private inurement prohibited by Section 501(c)(3) of the Code or intermediate sanctions imposed by Section 4958 of the Code.

Article XIV Amendment

Any proposal for an amendment to these Bylaws shall be initiated by the Board or by petition of a majority of Members of the Collaborative in good standing. Every proposed amendment shall be submitted in writing to the Board to report to the voting Membership with its recommendations. An amendment shall be adopted and become effective upon approval by the Board and the affirmative vote of a majority of the Membership present with a quorum and voting.

APPROVED by the Board on the 23rd day of August 2023.


Kent Nicaud (Aug 28, 2023 16:15 GMT+1)


CHAIRMAN

ADOPTED by the Membership on the 23rd day of August 2023.

LouAnn Woodward, M.D.
LouAnn Woodward, M.D. (Aug 28, 2023 08:06 CDT)
University of Mississippi Medical Center

R. Andy Woodard
R. Andy Woodard (Aug 24, 2023 15:37 CDT)
Forrest General Hospital

Sam Dean
Sam Dean (Aug 28, 2023 09:47 CDT)
River Oaks Hospital, LLC d/b/a
Merit Health River Oaks


Kent Nicaud (Aug 28, 2023 16:15 GMT+1)
Memorial Hospital at Gulfport

M. Shane Spees
M. Shane Spees (Aug 25, 2023 13:01 CDT)
North Mississippi Medical Center

Greg Howard
Greg Howard (Aug 28, 2023 09:12 CDT)
George Regional Hospital