

AMENDED AND RESTATED BYLAWS
OF
MISSISSIPPI HEALTH CARE ASSOCIATION, INC.
ADOPTED DECEMBER 10, 2003

ARTICLE I - NAME AND LOCATION

Section 1. The name of this corporation shall be the Mississippi Health Care Association.

Section 2. Its principal office location shall be determined by the Board of Directors.

**ARTICLE II - BYLAWS
DEFINITIONS**

Section 1. Unless the context in which they are used clearly indicates that a different definition is intended for the following terms, when used in these bylaws, shall have the following meanings:

(a) Act. The term "Act" means the Mississippi Nonprofit Corporation Act, Section 79-11-101, *et seq.* of the Mississippi Code Annotated of 1972, as presently or subsequently amended, as well as any corresponding successor statutes thereto and provisions thereof.

(b) Articles. The term "Articles" means the Articles of Incorporation of the corporation and Articles of Merger of the corporation in which the corporation is the surviving corporation, then currently in effect from time to time.

(c) Board. The term "Board" means the Board of Directors of the corporation, except that no person or group of persons either constitute or are members of the Board because of the authority delegated to that person or group, pursuant to the Articles to exercise some or all of the powers which would otherwise be exercised by the Board.

(d) Corporation. The term "corporation" means the incorporated nonprofit entity referred to in Section 1 of Article I of these bylaws.

(e) References to "such other jurisdictions approved for membership in the corporation" or "such other jurisdictions affiliated with the corporation" shall mean a long term care facility or assisted living facility licensed in another jurisdiction which has been approved for membership in the corporation.

(f) Regular member. When used in these bylaws, regular member means an entity admitted to regular membership as described in Article V, Section 1(a).

Section 2. Bylaws Construction. These bylaws are the Code of Rules adopted pursuant to the Act for the regulation or management of the affairs of the corporation. Any conflicts between the provisions of these bylaws and the non-discretionary provisions of the Act shall be resolved in favor of and be controlled by the applicable provisions of the Act and these bylaws shall be interpreted and construed consistently with the applicable provisions of the Act.

ARTICLE III - PURPOSE

Section 1. This corporation shall issue no shares of stock, shall divide no dividends or profits among its members, shall make the loss of membership by death or otherwise the termination of the interest of such member in the corporation, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. This corporation is for non-profit purposes.

Section 2. The corporation is formed to further the formation and operation of long term care and assisted living facilities within the State of Mississippi and such other jurisdictions which may be affiliated and to promote the high standards of professional care, operation and administration of licensed long term care facilities and assisted living facilities in Mississippi and such other jurisdictions which may become affiliated with the corporation.

Section 3. Notwithstanding any other provisions of the bylaws, the corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any other organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations.

Section 4. Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively to organizations which would then qualify under 501(c)(3) of said Code and regulations.

Section 5. It shall be the duty of the Board to establish all policies governing the administration of the fiscal assets of said corporation and to determine the services to be rendered by this corporation.

ARTICLE IV - MEMBERS' MEETINGS

Section 1. The annual meeting of the members of the corporation shall be held during the month of May, June or July at such time and on such day as shall be fixed by the Board of Directors, at the principal office of the corporation or such other place, either within or without the State of Mississippi. At the annual meeting, the members

shall elect directors and officers and conduct such business as may be appropriate. Members shall be notified in writing not less than 30 days prior to the meeting. The failure to hold an annual meeting at the time stated in or fixed in accordance with these bylaws shall not affect the validity of any corporate action.

Section 2. Special meetings may be called by the President with at least (10) days advance notice to membership by mail or such other electronic means with proof of delivery. He/she shall specify in general terms the matters and things to be considered; final action shall be taken on no other matters at such meetings.

Section 3. A quorum for the transaction of business at any meeting shall consist of representation on the part of not less than fifty percent (50%) of the voting membership. The affirmative vote of a majority of those present and voting shall be required for the adoption of any proposal.

Section 4. The President, or in his/her absence the Vice-President, or in the Vice President's absence, the Secretary or Treasurer, or in his/her absence any designee of the attending Area Vice-Presidents, shall preside at all meetings of the corporation.

ARTICLE V - CLASSES OF MEMBERSHIP

Section 1. There shall be four classes of membership:

(a) **Regular Membership** - Open to any entity (including an individual, sole proprietor, partnership, professional association, corporation, etc.) which owns or manages any long-term care facility or personal care/assisted living facility licensed and/or approved by the State in which it operates or an appropriate Federal agency, which shall subscribe to the purpose of this corporation; and which shall signify its intention to abide by the corporation's bylaws and those of the American Health Care Association; and which, prior to its application for membership, shall have conducted itself in a manner consistent with the purposes of the corporation.

(b) **Non-Resident Membership** - A long term care facility or personal care/assisted living facility which is licensed by a jurisdiction outside of Mississippi and which otherwise meets the requirements of membership set forth in the bylaws may, upon application, be admitted to membership in this corporation, subject to the approval by the Board of Directors and by compliance with such conditions which the Board of Directors may adopt.

(c) **Associate Membership** - Associate Membership is available to businesses or individuals who are engaged in activities which relate to the objectives of the Mississippi Health Care Association, and who are not affiliated by ownership or management with a nonmember Mississippi long-term care facility. In addition, Associate Membership is open to entities owning or

managing newly constructed (does not apply to replacement facilities, or to hospital conversions) long-term care facilities or assisted living facilities for a period of six (6) months from the date of initial licensing. At the end of the six (6) months period, the entity owning or managing the long-term care facility or assisted living facility should make a decision with regard to making application for a class of membership. Associate Membership conveys no voting rights, and acceptance of applicants is subject to the approval of the Board of Directors.

(d) **Special Membership for Long-Term Care or Personal Care/Assisted Living Facilities which are state owned.** There is created a special category of membership for those long term care or personal care/assisted living facilities licensed and/or approved by the State of Mississippi and which are a subdivision of the State of Mississippi. The Board of Directors may admit as special members such state owned facilities upon such terms and conditions as may be set by the Board of Directors. A special membership in this category shall be no longer than one year subject to approved each year by the Board of Directors. This special membership shall not have the power to vote in the election of directors and officers of the Association. (Amended May 15, 2007)

(e) **Member in Good Standing** shall refer to a member which, having been admitted, subscribes to the purpose of this corporation; has membership dues either paid in full by April 1 of each year, or has a dues installment plan approved by the Board of Directors by April 1 of each year; and is not the subject of an corporation suspension, expulsion or termination.

ARTICLE VI CERTIFICATES OF MEMBERSHIP

Section 1. The Board of Directors is empowered to approve a design for a plaque and/or Certificate of Membership suitable for display attesting to membership in this corporation, for the dues year.

ARTICLE VII TERMINATION AND SUSPENSION OF MEMBERSHIP

Section 1. Membership may be terminated for non-payment of dues. In its sole discretion, the Board of Directors may defer termination or suspension of a membership of a member otherwise in good standing, upon a request by a member who furnishes satisfactory evidence that the member is suffering temporary financial hardship caused by a bankruptcy, receivership, debarment, or governmental action resulting in interruption of the member's business, or any other financial situation as approved by the Board of Directors.

A member may be expelled or suspended or reprimanded for deliberate and flagrant violation of the bylaws of this corporation or those of the American Health Care Association, or for conduct deemed prejudicial to the long term care profession. Such action may be taken by the Board of Directors.

ARTICLE VIII - VOTING RIGHTS

Section 1. Each member in good standing shall have one vote for each long-term health care or assisted living facility which it owns or manages in the State of Mississippi. The privileges of casting **votes** at Members' Meetings shall be limited to the administrator or alternate of each facility owned or managed by a member or its duly appointed proxy, each administrator or alternate casting the member's vote for that facility. (Amended June 26, 2006.)

Section 2. The vote or votes of a member shall be cast in person or by proxy by the administrator of each facility or his/her alternate designated in writing or in person as registered with the corporation, prior to voting. In addition to the foregoing methods of voting, each eligible member may vote by electronic means pursuant to procedures approved by the Board of Directors in advance of any meeting.

ARTICLE IX - DELEGATES

Section 1. Each member shall be entitled to be officially represented at each Members' Meeting by one Delegate from each facility which it owns or manages in the State of Mississippi. Each such Delegate, or in his/her absence, the Alternate, if any, shall cast the vote of the member's facility which he/she represents; but to be eligible to do so, he/she must have paid the required registration fee (if any) and must be registered as a Delegate or Alternate with the corporation. All voting Delegates or Alternates must be separated from non-voting participants before ballots are cast.

ARTICLE X -PROCEDURAL RULES

Section 1. All deliberations and proceedings of this corporation shall be governed by Roberts' Rules of Order, when not inconsistent with the bylaws.

ARTICLE XI ELIGIBILITY OF OFFICERS AND COMMITTEE MEMBERS

Section 1. Officers: To be eligible for election to any office or to serve in any office, including that of Past President, in the corporation, an individual must be either an individual member, an official of a member entity owning or managing more than one facility or an administrator of a long-term health care facility owned or managed by a member in the State of Mississippi or such other jurisdiction affiliated with the

corporation, and must meet the following requirements:

- (a) Individual must be affiliated with a facility owned or managed by a member in good standing at the time individual is elected to office, and
- (b) Individual must be affiliated with a facility owned or managed by a member in good standing at the time individual assumes office. In the event any officer after being duly installed and assuming office ceases to meet any of the conditions in Section 1 of this Article for a period not to exceed ninety (90) days, that officer shall forfeit his/her office and service on the Board of Directors, and his/her successor shall be elected and installed in accordance with the provisions established by these bylaws.
- (c) No more than two officers of the Board of Directors (President, First Vice President, Secretary, Treasurer, Past President, or Area Vice President), may serve on the Board of Directors at any one time if they are affiliated by ownership, in whole or in part, by management, in whole or in part, with the same member. Special provision for interpretations of this subsection may be made at the discretion of the Board of Directors.
- (d) Must have been a licensed administrator, manager or owner of a long-term care facility in Mississippi or some other jurisdiction affiliated with the corporation for at least one (1) year.
- (e) In the event three or more officers are elected from facilities owned or managed by one member as described under Section (c) of this Article, only two may take office. In the event these officers cannot decide who will withdraw, the decision shall be made by the Board of Directors.

Section 2. Committee Members: To be eligible for appointment to any committee in the corporation, an individual must be either an owner/member, employee of a member owning or managing more than one long-term health care facility, or a licensed administrator of a facility owned or managed by a member, and be affiliated with a member in good standing at the time of appointment and service.

Section 3. Any committee member who is absent for two (2) consecutive meetings without an excused absence, as determined by the Committee Chairman, will automatically be dropped from the committee. Replacements will be made in the same manner as original appointments.

ARTICLE-XII OFFICERS AND THEIR DUTIES

Section 1. The officers shall be as follows: President, First Vice-President, Secretary, Treasurer, and one Area Vice-President each for Areas I, II, III, IV, V, and VI. Upon

approval by the members of addition of jurisdiction(s) from which members may be admitted to membership in the corporation, the Areas may be added by the Board of Directors in its sole discretion and the Areas then shall be drawn and numbered accordingly.

Section 2. The Nominating Committee shall submit a slate of one candidate each for President, for First Vice-President, for Secretary, and for Treasurer to be voted on at the Annual Meeting. Nominations may be made from the floor, and a majority of all votes cast shall be necessary for election. A run-off between the two candidates with the highest number of votes for a given office shall be held if a majority is not won in the first voting.

Section 3. The Area Vice-Presidents shall also be elected at the annual meeting, voting being limited to delegates from within the appropriate geographical areas as determined by the Board of Directors, See Article XV. Such election shall be held during the Annual Meeting after election of general officers. To be eligible to vote, an individual must be either a Delegate or an Alternate representing a facility owned or managed by a regular member in good standing of this corporation; and in the case of the election of an Area Vice-President, must be affiliated with a member's facility located within the appropriate geographical area.

Section 4. Terms of all officers shall begin upon election and the taking of the Oath of Office, and shall expire upon the election and taking of the Oath of Office of a successor. Vacancies of any office occurring during the year shall be filled by appointment of the Board of Directors. All persons appointed by the Board of Directors to fill vacancies in an officer position shall meet the requirements to occupy that office.

In the event a Past President becomes ineligible to serve as a member of the Board of Directors, the next eligible Past President shall assume the office, and shall continue to serve in this capacity until the time of the next election and installation of officers.

Section 5. An officer or board member can be removed from office by a two-thirds vote of the other members of the Board of Directors for misfeasance or malfeasance in office or for failure to adhere to the bylaws of this corporation, **or for failure to attend four (4) regular meetings of the Board of Directors during any calendar year.** [Amended by Board of Directors April 18, 2006.]

ARTICLE XIII - DUTIES

The duties of officers shall be as follows:

Section 1. President: The President shall be a Director of the corporation and in his/her absence the First Vice President, or in the First Vice-President's absence the Treasurer or in his/her absence, a designee of the attending Area Vice-Presidents, shall preside at all Official Meetings of the corporation and of the Board of Directors, shall be

responsible for the conduct of the affairs of this corporation, and for the proper functioning of all committees.

He/she shall appoint all Standing and Special Committees, with the exception of the Nominating Committee, and shall be an ex officio member thereof. He/she shall also perform or cause to be performed all duties not specifically delegated to other offices. In the absence of the Treasurer, the President shall assume all responsibilities for disbursement of funds. He/she shall furnish a surety bond in an amount to be determined by the Board of Directors, but not less than \$5,000.00, the annual premiums for such bond being paid by this corporation. If the office of President shall be vacated during the term of office, the First Vice-President shall immediately assume the functions, duties, and title of President for the remainder of the vacated term after being duly sworn in by the Executive Director at a called meeting of the Board of Directors.

Section 2. First Vice-President: The First Vice-President shall be a director of the corporation and, in case of disability of the President, discharge the duties of that office. In the absence of the First Vice-President, the Treasurer or in his/her absence a designee of the attending Area Vice-Presidents shall preside over all Official Meetings. He/she shall furnish a surety bond in an amount determined by the Board of Directors, but not less than \$5,000.00, the annual premiums for such bond being paid by this corporation.

Section 3. Treasurer: The Treasurer shall be a director of the corporation and receive all funds of this corporation and shall make disbursements thereof pursuant to budget authority established at the Annual Meeting or special meetings of the membership called by the President. He/she shall furnish a surety bond in an amount to be determined by the Board of Directors, but not less than \$5,000.00, the annual premiums for such bond being paid by this corporation.

Section 4. Secretary: The Secretary shall be a director of the corporation and shall: (a) keep and prepare the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these bylaws and as required by law; (c) be custodian of the corporation's records and of the seal of the corporation and be responsible for authenticating records of the corporation; (d) keep or cause to be kept and filed or cause to be filed such reports except financial reports and statements, as the corporation is required to keep and maintain pursuant to the Act; and (e) in general, perform all duties incident to the office of secretary and such other duties as from time to time as may be assigned to the Secretary by the President or the Board. The duty to record the minutes may be delegated to an appointed secretary of a particular meeting in the sole discretion of the President, in which the Secretary shall be relieved of such duty at such meeting.

ARTICLE XIV- BOARD OF DIRECTORS

Section 1. There shall be a Board of Directors consisting of the President, the three

