# ARTICLE I

**DEFINITIONS**

The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

**Articles of Incorporation**. The term “Articles of Incorporation” shall mean the Amended and Restated Articles of Incorporation of the Corporation filed with and accepted by the Secretary of State of the State of Arkansas, on the \_\_\_ day of March, 2014, as thereafter amended.

**Board**. The term “Board” shall mean the Board of Directors of the Corporation.

**Board Committee**. The term “Board Committee” shall mean any committee created by the Board.

**Bylaws**. The term “Bylaws” shall mean these Amended and Restated Bylaws of the Corporation except where reference is specifically made to the bylaws of another corporation, entity, or unit.

**Corporate Member**. The term “Corporate Member” shall mean, until any such Corporate Member has resigned as a member of the Corporation pursuant to Section 4.5, Mercy Health, a Missouri nonprofit corporation, and any other entities added as a corporate member subject to the provisions of these Bylaws.

**Corporation**. The term “Corporation” shall mean Mission Clinical Services, an Arkansas nonprofit corporation.

**Executive Director**. The term Executive Director shall mean the person appointed by Corporate Member to serve in such capacity.

**Mercy**. The term “Mercy” shall mean Mercy Health, a Missouri nonprofit corporation.

**State**. The term “State” shall mean the State of Arkansas.

**System**. The term “System” shall mean Mercy Health, which consists of this Corporation, Corporate Member, and all additional corporations and other organizations that are operated, supervised, or controlled directly or indirectly by Mercy.

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# ARTICLE II

**OFFICES**

The principal office of the Corporation shall be located at 216 McAuley Ct., Hot Springs, Arkansas. [\*\*\*The registered office required by the laws of the State shall be located at the principal office.\*\*\*] The Corporation may also have offices at such other places as the Corporation shall from time-to-time determine or as the business of the Corporation may require.

# ARTICLE III

**POWERS AND PURPOSE**

* 1. Powers. Except as specifically limited by its Articles of Incorporation or these Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on non-profit corporations under the laws of the State.
  2. Purpose. The Corporation provides support to health and human service programs. In collaboration with others, it responds to and advocates for the unmet needs of people who are poor, sick and uneducated, especially women and children.

# ARTICLE IV

**MEMBER OF THE CORPORATION**

* 1. Designation. The sole member of the Corporation shall be Corporate Member.
  2. Functions. Corporate Member shall exercise the reserved powers and fulfill the responsibilities of Corporate Member as specified in the Articles of Incorporation of the Corporation and these Bylaws.
  3. Powers and Responsibilities of Corporate Member. The following corporate powers and responsibilities shall be reserved solely to Corporate Member:
     1. To approve and establish the mission and philosophy according to which the Corporation and all organizations controlled by the Corporation shall operate;
     2. To adopt or amend the Articles of Incorporation and Bylaws of the Corporation in accordance with Articles IX and X of these Bylaws and to amend the organizational documents of any organization controlled by the Corporation;
     3. To appoint or remove, with or without cause, any member of the Board of Directors of the Corporation;
     4. To appoint or remove, with or without cause, the Executive Director of the Corporation or any organization controlled by the Corporation;
     5. To approve and amend the overall strategic, long range, business plans, goals, and objectives of the Corporation or any organization controlled by the Corporation;
     6. To approve and amend the consolidated operating and capital budgets for the Corporation or any organization controlled by the Corporation and changes in budgets in excess of an amount established from time-to-time by Corporate Member;
     7. To authorize and approve the lease or sale of any of the assets of the Corporation or any organization controlled by the Corporation in excess of any amount established from time-to-time by Corporate Member;
     8. To encumber any or all of the assets of the Corporation or any organization controlled by the Corporation;
     9. To authorize and approve the incurrence of debt by the Corporation or any organization controlled by the Corporation (other than debt incurred for the acquisition of goods in the ordinary course of business) and to grant any security interests, place any encumbrances, enter into any covenants, and execute any documents and take any actions necessary or appropriate in connection with the incurrence of such debt; and
     10. To merge, dissolve, or abandon the Corporation or any organization controlled by the Corporation, subject to approval by the Board as required pursuant to the laws of the State.

* + 1. To approve and appoint any legal entity as an additional corporate member of the Corporation.
  1. Manner of Acting. Corporate Member shall act hereunder by executing and delivering to the President of the Corporation a written instrument, signed by an officer or an authorized agent of Corporate Member, setting forth the action taken by Corporate Member.

* 1. Resignation of Corporate Member. A Corporate Member may resign their position as a Corporate Member of the Corporation by executing and delivering to the President of the Corporation a written instrument, signed by an officer or an authorized agent of the resigning Corporate Member expressing the Corporate Member’s desire to resign their corporate membership in the Corporation. The resignation shall be effective upon the time prescribed in the Corporate Member’s written instrument delivered to the President of the Corporation or if a time is not prescribed, the resignation shall be deemed effective upon delivery of the written instrument to the President of the Corporation.

# ARTICLE V

**BOARD**

* 1. Authority and Duties of the Board.
     1. General Authority. Subject to the powers and responsibilities reserved to Corporate Member pursuant to these Bylaws, the business and affairs of the Corporation shall be managed by the Board. The Board shall make appropriate delegations of authority to the officers of the Corporation.
     2. Specific Authority and Duties of the Board. Within the general author­ity of the Board described in Section 5.1.1 of these Bylaws, the Board shall have the following authority and duties:
        1. Foster the effective implementation of the values and beliefs of the Sisters of Mercy in the accomplishment of the Corporation’s mission;
        2. Develop policies regarding relationships with external groups, agencies and organizations;
        3. Establish an effective organizational structure for the Board;
        4. Delegate appropriate responsibility and authori­ty for the operation of the Corpora­tion and its assets to the President;
        5. Provide an annual accounting of the Board’s stewardship of the Corporation and its assets to Corporate Member;
        6. Supervise the Board Committees and take action on the recommendations thereof;
        7. Foster the long term financial stability of the Corporation and the corporations controlled by the Corporation by undertaking the following actions:
           1. Review and recommend to Corporate Member approval of the Corporation’s annual operating and capital budgets, including its business plans;
           2. Adopt appropriate fundraising programs, grant requests and research programs;
           3. Receive gifts, grants and devises; and
           4. Oversee the appropriate maintenance of the books, records, and accounts of the Corporation’s business and research affairs and the annual preparation of an accurate statement of the operation and the assets and liabilities of the Corporation for the pre­ceding fiscal year, which shall be delivered to Corporate Member.
        8. Review and recommend to Corporate Member approval of the Corpora­tion's strate­gic direction and annual strategic plan.
        9. Review the effectiveness of programs supported by the Corporation in responding to and advocating for the unmet needs of people who are poor, sick and uneducated, especially women and children, in the communities served by the Corporation.
  2. Composition and Qualifications.
     1. Ex-Officio Board Members. The President of the Corporation shall serve as an ex-officio non-voting director.

* + 1. Number. The total number of members constituting the Board shall be no fewer than three (3) and no more than fifteen (15). All Board Members shall be appointed by the Corporate Member. At least two of the Board Members shall be Religious Sisters of Mercy.
    2. Qualifications. In making appointments to the Board, consideration will be based on the following criteria:

(a) Initial Nomination:

(1) Aptitude for, interest in and personal agreement with Mercy charism, heritage and value;

(2) Willingness to support the organization’s responsibilities as a sponsored ministry of the Catholic Church;

(3) Active or retired business or community leader and/or involved in community enhancement and/or philanthropy to charitable organizations; and

(4) Operational governance capabilities as demonstrated by past participation in other community or state-wide boards.

(b) Second Term Nomination:

1. Prepares for, attends and actively participates in Board governance activities;
2. Prepares for, attends and actively participates in Board formation activities;
3. Demonstrates understanding of and honors the mission and core values of Mercy in governance activities;
4. Assesses issues and makes decisions in light of Mercy mission and values; and
5. Personally models the values of service, respect for human dignity, integrity and excellence (not ego driven).

(c) Third Term Nomination:

1. A leader on the Board during the first two terms, demonstrated by chairing a board committee in a positive fashion or very active participation in board activities or represented the organization in community outreach or philanthropy;
2. Demonstrated personal commitment to Mercy ministry;
3. Demonstrated an operational governance expertise and value added (e.g. clinical quality, stewardship, access, etc.);
4. Demonstrated near perfect attendance record for board meetings and committee meetings of the board, with exceptions related to understandable absences; and
5. Demonstrated leadership in helping the Board and management sustain and grow the ministry in the community in a fashion consistent with sponsorship traditions and expectations.

No person who has a continuing conflict of interest between his/her own responsibilities and interest and those of the Corporation shall be appointed to the Board.

No member of the Board shall participate in any decision of the Board in which the member has any conflict of interest.

* 1. Appointment. At Corporate Member’s annual meeting, the Corporate Member’s Board shall approve and appoint the members of the Board from the slate of individuals recommended by the Board for terms commencing on the first day of the Corporation’s fiscal year of the year of such appointment, and except as provided herein, continuing for a term of three (3) years thereafter and until their respective successors are appointed, unless the member resigns or is removed. No member of the Board may serve more than three (3) consecutive three-year terms; however, a person who is not eligible to serve as a member of the Board by reason of serving three (3) three (3)-year terms is eligible for nomination and appointment following a one (1)-year absence from the Board.
  2. Annual and Regular Meetings. An annual meeting of the Board shall be held in the month of September or October of each year for the purposes of electing a Chairper­son and for the transaction of such other business as may properly come before the meeting. The Board shall hold at least one regular meeting within each quarter of the calendar year. The Board, by resolution adopted by a majority of its Members, may prescribe the time and place for the holding of the annual and regular meetings of the Board and may provide that the adoption of such resolution shall constitute notice of such meetings. If the Board does not prescribe the time and place for the holding of the annual or regular meetings, such meetings shall be held at the time and place specified by the President of the Corporation in the notice of each such regular meeting.
  3. Special Meetings. Special meetings of the Board may be called by, or at the direction of the Chairperson, the President, Corporate Member, or shall be called by the President or Secretary upon written request of a majority of the members of the Board, to be held at such time and place as shall be designated in the notice of the meeting, which notice shall be delivered to Corporate Member.
  4. Notice, Waiver. Except as provided in Section 5.5 of these Bylaws, notice of the time and place of the annual and any regular or special meeting of the Board shall be delivered in writing, as provided in Section 8.10 of these Bylaws, to each member of the Board and Corporate Member at least two (2) days prior to such meeting. Any member of the Board or Corporate Member may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends such meeting for the express purpose of objecting to the transaction of any business at the meeting because the meeting is not lawfully called or convened. The purpose or purposes of any annual or regular meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless required by statute. If the meeting is a special meeting, the purpose or purposes of the meeting shall be specified in the notice or waiver of notice of such meeting.
  5. Quo­rum­. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the members of the Board are present at such meeting, a majority of the members of the Board present may adjourn the meeting from time-to-time without further notice.
  6. Manner of Acting.
     1. Formal Action by Board. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall constitute the act of the Board, unless otherwise required by these Bylaws, the Articles of Incorporation, or statute.
     2. Informal Action by the Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all members of the Board.
     3. Telephonic Meeting. Members of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, unless otherwise prohibited by statute. Participation in a meeting pursuant to this section shall consti­tute presence in person at such meeting.
  7. Chairperson. The Chairperson shall preside over all meetings of the Board. The Chairperson shall exercise such other powers and perform such duties as are set forth from time-to-time by the Board, except as otherwise provided by these Bylaws, the Articles of Incorporation, and the laws of the State. The Chairper­son shall serve as such until a successor is elected and qualified, until resigna­tion or removal, or for such other periods as may be determined by the Board.
  8. Resignations and Removal. Any member of the Board may resign from the Board at any time by giving written notice to the President, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The President shall provide Corporate Member with immedi­ate notification of the resignation of any member of the Board. Any member of Board may be removed from such position at any time with or without cause by Corporate Member.
  9. Vacancies. Any vacancy occurring in the membership of the Board shall be filled by action of Corporate Member from recommendations by the Board of the Corporation.
  10. Compensation. Members of the Board or any Board Committee, as such, shall not receive any compensation for their services as members of the Board, but may be reimbursed for reasonable expenses of attendance at meetings of the Board or Board Committees. This section shall not be construed to preclude any member of the Board or any Board Committee from serving the Corporation in any other capacity and receiving compensation therefore.
  11. Procedure. The Board may adopt its own rules of procedure to govern its activities, which shall not be inconsistent with these Bylaws or the Articles of Incorporation.
  12. Attendance. The responsibilities assumed by members of the Board are such as to require regular attendance at meetings of the Board. Three consecutive unexcused absences shall be considered a resignation by the Board member.
  13. Confidentiality. Each director has a legal and fiduciary duty to preserve and protect the confidentiality and secrecy of all communications, deliberations, and discussions to which he or she becomes privy by virtue of his or her service in office and which are deemed to be confidential by the Board.

# ARTICLE VI

**BOARD COMMITTEES**

* 1. Board Committees.
     1. Composition and Appointment. The Board, by resolution adopted by a majority of its members, may create one or more Board Committees. If a Board Committee is created, the Chairperson shall designate the members who are appointed to serve as the members of the committee, one of whom shall be desig­nated as chair­person of the Committee.
     2. Authority and Functions. The resolution creating a Board Committee shall designate the functions the committee shall discharge, recognizing that in all cases, any such Board Committee shall be advisory to the Board and shall have no authority to act on behalf of the Board.
     3. Combined Board Committees. If the Board, by resolution adopted by a majority of its Members, determines that any one or more existing Board Committees should not exist, it shall, by resolution adopted by a majority of its Members, assign the functions of such Board Committees to a new or existing Board Committee or to the Board acting as a committee-of-the-whole.
     4. Tenure. Each appointed or elected member of a Board Committee shall hold office until the next annual meeting of the Board following appointment and until his/her successor as a member of such Board Committee is appointed, unless he or she shall sooner cease to be a member of the Board or shall resign or be removed by the Board with or without cause from such Board Committee.
     5. Meetings and Notice. Meetings of a Board Committee may be called by, or at the direction of, the President, the chairperson of the Board Committee, or a majority of the members of the Board Committee then in office. Notice of a meeting of a Board Committee may be given at any time and in any manner reasonably designed to inform the members of such Board Committee of the time and place of such meeting.
     6. Quorum. A majority of the members of a Board Committee then in office shall constitute a quorum for the transaction of business at any meeting of such Board Committee.
     7. Manner of Acting.
        1. Formal Action by a Board Committee. The act of a majority of the members of a Board Committee present at a meeting at which a quorum is present shall constitute the act of such Board Committee, unless otherwise herein or by statute provided.
        2. Informal Action by a Board Committee. No action of a Board Committee shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of a Board Committee may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all members of such Board Committee entitled to vote.
           1. Telephonic Meeting. Members of any Board Committee may participate in a meeting of such Board Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other unless otherwise prohibited by statute or the resolution creating such Board Committee. Participation in a Board Committee meeting pursuant to this section shall constitute presence in person at such Board Committee meeting.
     8. Resignations and Removal. Any appointed or elected member of a Board Committee may resign from such Board Committee at any time by giving written notice to the President and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An appointed or elected member of a Board Committee may be removed from such position at any time by the Board with or without cause.
     9. Vacancies. Any vacancy occurring in the membership of a Board Committee and any membership thereon to be filled by reason of an increase in the number of members of such Board Committee shall be filled by action of the Chairperson.
     10. Procedure. The chairperson for each Board Committee may appoint a vice-chairper­son and secretary for such Board Committee. A Board Committee may adopt its own rules of procedure to govern its activities, which shall not be inconsistent with these Bylaws.

# ARTICLE VII

**OFFICERS**

* 1. Officers. The officers of the Corporation shall be a President, Secretary and Treasurer. The Corporation may, at the discretion of the President, have additional officers. One person may hold two or more offices, if permitted by statute. Some of the duties of certain offices are prescribed in the following sections. When the incumbent of an office other than the President is unable or unwilling to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the “ab­sence” of the officer), the duties of the office shall, unless otherwise provided by the Board, be performed by the President, or whom he or she shall so designate. Upon the absence of the President, Corporate Member shall designate the officer of the Corporation or other person who will perform the duties of the President.
  2. Appointment and Tenure.
     1. President. The Executive Director of the Corporation shall be the President of the Corporation and shall hold office until the earlier of his/her resignation or removal by Corporate Member.
     2. Treasurer. The Treasurer of Corporate Member shall be the Treasurer of the Corporation. The Treasurer shall hold office until his/her resignation or removal as Treasurer of the Corporation.
     3. Secretary and Other Officers. The Board of the Corporation shall appoint the Secretary and any other officers other than the President and Treasurer. Officers other than the President and Treasurer shall hold office until the earlier of their resignation or removal or the appointment of their successors.
  3. Resignations and Removal. Any officer may resign at any time by giving written notice to the President or Corporate Member, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed by Corporate Member at any time with or without cause.
  4. Duties of the Officers of the Corporation.
     1. President. The President, under the direction of the Board, shall administer the policies adopted by the Board.
     2. Secretary. The Secretary shall attend and record the minutes of all meetings of the Board and provide for the retention of said minutes in the official minute book of the Corporation. The Secretary shall retain in the official records of the Corporation all written instruments delivered by Corporate Member to the President setting forth the actions of Corporate Member. The Secretary shall give or cause to be given notice of all special meetings of the Board and shall perform such other duties under the supervision of the President, as may be prescribed by the President, and shall be the custodian of the corporate records and seal. Subject to the approval of the Board, the Secretary may delegate any duties to one or more assistants or others as may be deemed appropriate.
     3. Treasurer. The Treasurer shall keep an account of the financial transactions and condition of the Corporation and shall be responsible for the funds and securities of the Corporation and shall provide a full and accurate account­ing of all receipts and disbursements and books belonging to the Corporation and shall deposit all monies and valuable assets in the name and credit of the Corporation into such depositaries as may be designated by the Board, with the approval of Corporate Member. The Treasurer shall render to the Board whenever it shall require it, as well as at all regular meetings, an accounting of the financial transactions and condi­tion of the Corporation. Subject to the approval of the Board, the Treasurer may delegate any duties to one or more assistants or others as may be deemed appropriate.

**ARTICLE VIII**

**MISCELLANEOUS**

* 1. Contracts. To the extent of its authority, the Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
  2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of, as appropriate, the Board or Corporate Member. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.
  3. Deposits. All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in accounts maintained with such financial institutions, trust companies, or other depositaries as the Board may from time-to-time determine.
  4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.
  5. Books and Records. The Corporation shall keep correct and complete books and records of account and the minutes of the proceedings of the Board and the Board Committees; records shall be open to inspection by members of the Board and Corporate Member at any reasonable time and the right to make such inspection shall include the right to make extracts.
  6. Annual Financial Report. The Treasurer shall cause an annual financial report to be submitted to the Board no later than ninety (90) days after the close of each fiscal year of the Corporation containing such information as shall be specified by the Board or Corporate Member.
  7. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end of the last day of June in each year. The fiscal year may be otherwise determined only by action of Corporate Member.
  8. Seal. The Board may provide a corporate seal for use by the Corporation.
  9. Notice.
     1. Effective Date. Any notice required or permitted to be given pursuant to the provisions of the applicable laws of the State, the Articles of Incorporation, or these Bylaws, shall be effective as of the date personally delivered; if sent via facsimile transmission, on the date of transmission if confirmation is received; or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at his or her last known address as shown in the records of the Corporation.
     2. Waiver of Notice. Whenever any notice is required to be given pursuant to the provisions of the applicable laws of the State, the Articles of Incorporation, or these By­laws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
  10. Loans to Officers and Board Members Prohibited. No loans shall be made by the Corporation to members of the Board or officers of the Corporation.
  11. Indemnification of Corporate Member, Board Members, Officers, and Others. The Corporation shall indemnify Corporate Member, any officer, or member of the Board or former member of the Corporation, officer, or member of the Board for expenses and costs (including reasonable attorneys’ fees) actually and necessarily incurred in connection with any claim asserted against any such person or corporation, by action in court, or otherwise by reason of said person’s or corporation’s being or having been a member of the Corporation, officer, or member of the Board, except in relation to matters as to which said person or corporation shall have been adjudged guilty of gross negligence or misconduct with respect to the matter in which indemnity is sought; provided, however, the indemnification provided for in this section shall be subject to any applicable statutory restrictions. The Corporation, by resolution of the Board adopted by a majority of its members, may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services as members of committees, officers, or other officials of the Corporation.
  12. Revocation of Authorizations. No authorization, assignment, referral, or delegation of authority by the Board to any committee, officer, or agent shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation.
  13. Duality of Interest Transactions. Members of the Board and officers of this Corporation have a duty of undivided loyalty to this Corporation in all matters affecting this Corporation’s interests. Except with respect to contracts and transactions between this Corporation and other entities in the System, any contract or other transaction which may be entered into between this Corporation and one or more members of the Board or officers, or between this Corporation and any other corporation, firm, association, or other entity in which one or more of the members of the Board or officers are directors, trustees, or officers, or have a significant financial or influential interest, may be declared void or voidable by the Board unless all of the following conditions are met:
      1. The relevant and material facts as to such Board member’s or officer’s interest in such contract or transaction and as to any common director­ship, officership, or financial or influential interest were disclosed in good faith in advance by such Board member or officer to the Board, and such facts are reflected in the minutes of the Board meeting;
      2. The relevant and material facts, if any, known to such interested Board member or officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation’s interest were disclosed in good faith in advance by such Board member or officer to the Board, and such facts are reflected in the minutes of the Board meeting;
      3. Such interested Board member or officer has, as determined by the judgment of the Board, (i) made the disclosures and fully responded to questions concerning the matters referred to in a and b above; (ii) fully met the burden of proof at the time such contract or transaction is authorized that the contract or transaction is fair and reasonable to this Corporation; and (iii) not otherwise significantly influenced the action of the Board with respect to the contract or transaction, and all such determinations by the Board are reflected in the minutes of the Board meeting; and
      4. The Board authorized such contract or transaction by a vote of at least a majority of the Board members present at a meeting at which a quorum was present, and such interested Board member or officer was either not present at such time as the vote was taken or not counted in determining the presence of a quorum or in determining the majority vote.
  14. Policies. The Board may adopt, amend, or repeal policies (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, employees, and committees.
  15. Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member, be entitled to vote on the same basis as if not acting as presiding officer.
  16. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.
  17. Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpreta­tion of these Bylaws.

# 

# ARTICLE IX

**AMENDMENTS TO BYLAWS**

The Bylaws of the Corporation may be altered, amended, or repealed and new and replacement bylaws may be adopted only with the approval of Corporate Member.

# ARTICLE X

**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation may be altered, amended, or repealed and new and replacement articles of incorporation may be adopted only with the approval of Corporate Member.

**SECRETARY’S CERTIFICATE**

The undersigned, Secretary of the Corporation, DOES HEREBY CERTIFY that the foregoing Amended and Restated Bylaws of the Corporation have been adopted as of the day of , 2014, and are the current Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, duly appointed and acting Secretary of the Corporation, has signed this Certificate as of the \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, 2014.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

**HISTORY OF BYLAWS**

These Bylaws of the Corporation were adopted as of the 4th day of January, 2012.

Amendments made subsequent to that date are listed below:

**AMENDMENTS**

**AMENDMENT NO.**

1

2

**EFFECTIVE DATE**

4/10/12

3/\_\_/14

**SECTIONS AMENDED**

5.2.1

Fully amended and restated

X:\WPDOCS\REGINA\2012\MFC Board and Bylaw Amendment\MFC Bylaws w amendment.041012.docx

**Amendment 1:**

* + 1. Ex-Officio Board Members. The President of the Corporation shall serve as an ex-officio **non-voting** ~~voting~~ director.

**AMENDED AND RESTATED BYLAWS**

**OF**

**MISSION CLINICAL SERVICES**

**an Arkansas nonprofit corporation**

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