

**Friends of Children's Hospital, Inc.
Revised and Restated Bylaws.**

WHEREAS, Friends of Children's Hospital, Inc. ("Friends" or the "Corporation") was created by filing of its articles of incorporation on September 4, 1990 and the Corporation's Bylaws were also drafted at that time; and.

WHEREAS, the Board of Directors of Friends has determined that the Bylaws require certain revision.

NOW, THEREFORE, the Board of Directors hereby revise the Bylaws effective September 11, 2018 as more fully set forth herein.

PURPOSE

The general purpose of the corporation as set forth in Article VII of the Articles of Incorporation is to maintain an association of persons interested in the Blair E. Batson Hospital for Children at the University of Mississippi Medical Center (hereinafter called "BBHC"); and all of its pediatric programs; to focus public attention on BBHC; to render volunteer service to BBHC, its patients and parents; to encourage gifts, endowments and bequests to BBHC through fundraising activities; to foster, create and promote statewide participation; and support other community organizations working for the betterment of BBHC or any part thereof.

ARTICLE I. OFFICES; NAME OF CORPORATION

The name of the Corporation shall be Friends of Children's Hospital, Inc.

The principal office of the corporation in the State of Mississippi shall be located in the State of Mississippi, at a location designated by the Board of Directors. The corporation may have such other offices, either within or without the State of Mississippi, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Mississippi Non-Profit Corporation Act to be maintained in the State of Mississippi, may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. **Membership.** Membership in this Corporation shall be open to all individuals in sympathy with its purposes.

Section 2. **Classes of Membership.** The classes of membership shall be determined by the Board of Directors but shall include and not be limited to individual, family, ex-officio and corporate/association classes. The Board of Directors shall determine the dues of the various classes of membership. Membership terms shall run for a period as designated by the Board of Directors, except for existing Lifetime and Premier Memberships.

Section 3. **Membership Voting Rights.** Each dues paid member shall be entitled to one vote, regardless of membership class. Members shall have the privilege to vote on the election or removal of the Board of Directors, except as otherwise provided in Article III, Section 4.

Section 4. **Termination of Membership.** Except for Lifetime and Premier Membership, membership shall terminate upon failure to pay dues as determined by the applicable membership class.

Section 5. **Annual Meeting.** An annual meeting shall be held at such time on such day as shall be determined by the Board of Directors ("Annual Meeting"). At the Annual Meeting, the Chairman shall report on the activities and financial condition of the corporation.

Section 6. **Special Meetings.** Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman or by the Board of Directors, and shall be called by the Chairman if the holders of at least fifty percent (50%) of the voting Membership sign, date, and deliver to any corporate officer one or more written demands for a meeting describing the purpose or purposes for which it is to be held.

Section 7. **Place of Meeting.** The place of the Annual Meeting or any Special meeting shall be held in the State of Mississippi at a location designated by the Board of Directors.

Section 8. **Notice of Meeting.** Written notice stating the location, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than ten (10) days, but no more than sixty (60) days before the date of the meeting, to each member. Written notice may be sent electronically, by facsimile or through United States Postal Service.

Section 9. **Quorum.** A minimum of ten (10) members who are present in person or represented by proxy, shall constitute a quorum for the transaction of business despite the subsequent withdrawal or refusal to vote of any such "attending" member. The number of Members shall include Directors who are also members in order to constitute a Quorum.

Section 10. **List of Members Entitled to Vote.** At each meeting of the membership, a list of the members entitled to vote, arranged alphabetically shall be compiled by Friends paid staff and certified by the Secretary and Treasurer, and shall be produced on the request of any member.

Section 11. **Proxies.** At all meetings of the membership, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation/Friends office before or at the time of any meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy; provided, however, no proxy is valid for more than three (3) years from the date of its execution. The person holding/voting the aforesaid proxy shall be a member of the Corporation. Proxies shall be furnished by the Secretary of the Corporation/Friends office upon request of any adult members.

Section 12. **Voting.** Except as otherwise provided in these Bylaws, all questions before the members shall be decided by a majority of the votes cast by those present in person or by proxy.

Section 13. **Annual Meeting Conduct.** The Annual Meeting may be conducted electronically by any means that allows members to read or hear the proceedings substantially concurrently with their occurrence, to pose questions and make comments and to vote on matters submitted to the members. Notwithstanding Section 7, the Annual Meeting need not be held at a geographic location if it is conducted by exclusively electronic means as provided herein. Notice of the Annual Meeting shall include instructions on how members can participate in the Annual Meeting via electronic means, if applicable. Any member participating in the Annual Meeting via electronic means shall be treated as a member who is present in person for purposes of ascertaining the existence of a quorum and for any other purpose and may be described as such in the meeting minutes or in any other document. Any vote cast at the Annual Meeting by a member participating via electronic means shall be treated the same as a vote cast by a member present in person for all purposes and may be described as such in the meeting minutes or in any other document.

ARTICLE III. BOARD OF DIRECTORS

Section 1. **General Powers.** The day to day business and affairs of the corporation shall be managed under the authority and direction of its board of directors.

Section 2. **Number, Tenure and Qualifications.** The Board of Directors of Friends shall consist of not less than 15 and not more than 30 members plus the Chairman of the Corporation. Directors may be any person who participates in advancing the purpose of the Corporation, whether or not they are members. Directors are expected to attend at least seventy-five percent of Regular Meetings as set forth in Article III Section 5 herein. Failure to consistently attend Regular Meetings may result in a Director's removal from the Board.

Section 3. **Ex-officio Directors.** The Board of Directors of Friends may have an indeterminate number of ex-officio directors as nominated by the Chairman and approved by the Board. These ex-officio directors have no vote and no obligations; these ex-officio directors may render opinions and advice to aid in decision-making of the Board of Directors. Ex-officio Directors may be any person who participates in advancing the purpose of the corporation. Ex-officio Directors must receive invitation to attend Board meetings from the Friends Chairman and/or Secretary. Ex-officio directors serve at the will of the Board of Directors for a term not to exceed one (1) year, although ex-officio directors may serve consecutive one (1) year terms if so nominated and approved. In addition, the Chairman may call closed meetings following any regular Board of Directors meeting.

Section 4. **Election; Appointment; Term.** The Board of Directors shall be elected annually and serve one (1) year terms; except, however, the Chairman and Treasurer shall each serve two (2) year terms as set forth in Article IV of these Bylaws. The election of the Board of Directors shall take place at the annual meeting or at a special meeting of the members called for that purpose. The Board of Directors shall be slated each year by the Nominating Committee. Directors may serve consecutive one (1) year terms if elected to do so.

However, in the event that, pursuant to the provisions of that certain 2014 Affiliation Agreement between Friends and University of Mississippi Medical Center ("UMMC"), at some point in the future the Board of Trustees of the Institutions of Higher Learning of Mississippi (the "IHL")

determines and notifies the Vice Chancellor of UMMC that it is in the best interest of UMMC that the then current members of the Friends' Board of Directors be replaced and the Vice Chancellor provides written notice to the members of the Friends' Board of Directors of same, within 90 days of said notice the members of the Friends Board of Directors shall each submit their resignations as Directors to be effective upon selection of a new Board of Directors as provided below. The five-person Commission selected pursuant to Section 7.6 of the 2014 Affiliation Agreement shall then appoint, by majority vote, members to the Friends' Board of Directors to replace the then current Directors who will have submitted resignations. A Special Meeting of the membership shall be called immediately thereafter to ratify the new directors appointed by said Commission. The newly elected Board of Directors of Friends shall then elect new officers.

Section 5. Regular Meetings. The Board shall meet on a regular basis, as determined by the Chairman, but not less than nine (9) times per calendar year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or of a majority of the Board of Directors.

Section 7. Place of Meeting and Methods of Conducting Meetings. The Board of Directors may designate any place as the place of the meeting for any regular or special meeting called by the Board of Directors.

Any regular or special meeting of the Board of Directors may be conducted through the use of any means of communications by which either of the following occurs:

- (a) All participating directors may simultaneously hear each other during the meeting; or
- (b) All communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

If a meeting is to be conducted through the use of any of the means described in subsections (a) and (b) of this section, all participating directors shall be informed of the time and the method of meeting, that such meeting is taking place and that official business may be transacted at such meeting.

A director participating in a meeting by any means described in this section is considered to be present in person at the meeting. Minutes of the meeting shall be prepared and distributed to each director.

A representative of the Executive Committee may poll all of the directors by e-mail or other electronic means as to any matter communicated in writing as desired to be adopted for consideration of the Board and, if a majority of directors then in office agree on such action (directors shall "reply to all") to be taken as a result of such poll, it shall be the action of the Board. If a majority of the members of the Board do not agree on any such action to be taken, such shall not be the action of the Board and the Chairman or Secretary shall communicate the results of such poll by e-mail to all of the directors for their information.

Section 8. **Notice.** Written notice of the date, time and place of all meetings of the Board of Directors, regular or special, shall be given by the Secretary/Friends staff to each director. At least 72 hours before any said meeting, such notice shall either be delivered personally, mailed, sent via facsimile or sent via electronic mail to each director at his or her business address or at such other address as such director shall have designated in writing and filed with the Secretary / Friends staff. If mailed, such notice shall be deemed to be delivered on the second business day following its deposit in the United States mail so addressed, with postage thereon prepaid.

Section 9. **Quorum.** A majority (50% + 1) of the sitting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that, if less than a majority of the Directors are present at said meeting (not including any directors represented by proxy), a majority of the directors present may adjourn the meeting to another time without notice.

Section 10. **Manner of Acting.** The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-Laws, or the Articles of Incorporation.

Section 11. **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, be signed by a majority of all of the voting directors and included in the minutes or filed with the corporate records.

Section 12. **Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Board, subject to the second paragraph of Article III, Section 4 above, and such individual shall serve in such position until the next Annual Meeting, at which time the position shall be filled as set forth in Article II, Section 3.

Section 13. **Resignation.** A director may resign at any time by delivering written notice to the Board of Directors or to the Chairman or Secretary of the Corporation/Friends staff.

Section 14. **Compensation.** Directors shall not receive any compensation for their services as a director. Nothing in this Section 14 shall prohibit a director from being compensated for director-owned business services which are provided to Friends so long as the Conflicts of Interest provisions of Article III, Section 16 herein are followed when hiring such services.

Section 15. **Removal.** The membership may remove one or more directors elected by them without cause if the number of votes cast to remove the director would be sufficient to elect the director; provided, however, such director may be removed by the membership only at a meeting called for the purpose of removing the director(s) and the meeting notice must state that the purpose of the meeting is removal of director(s).

Section 16. **Conflicts of Interest.** Directors should be alert and sensitive to any interest they may have that might be considered to conflict with the best interest of the corporation. When a director, directly or indirectly, has a financial or personal interest in a contract or transaction to which the corporation is to be a party, or is contemplating entering into a transaction that involves the use of corporate assets or competition against the corporation, the director shall seek approval

by directors disinterested in such transactions or conduct and shall disclose that interest and describe to the Board all material facts concerning the matter known to the director. The Board members should then consider the matter with complete candor, accuracy, and inclusiveness before the action is taken. An interested director shall abstain from voting on the matter and, in most situations, leave the meeting while the disinterested directors discuss and vote.

If the Corporation enters into transactions with other corporations that share a common director, the common director, having disclosed all pertinent information known to him or her, shall avoid personal participation in approving the transaction and leave review and action to disinterested directors, also in accordance with the Corporation's Conflicts of Interest Policy.

Section 17. **Confidentiality.** A director shall deal in confidence with all matters involving the corporation until such time as there has been general public disclosure. A director normally shall refer the matter to the Chairman, Secretary or other individual designated by the Board.

Section 18. **Rules and Regulations.** The Board of Directors may adopt and amend as necessary operating rules and regulations which do not conflict with these Bylaws or the Articles of Incorporation.

ARTICLE IV. OFFICERS

Section 1. **Number.** The officers of the corporation shall be a Chairman; Chairman-elect, in applicable years; Past Chairman, in applicable years; Treasurer and two or more additional officers or assistant officers as may be necessary and shall be elected by the board of directors. The Chairman of the Corporation, Chairman-elect, Treasurer, the Past Chairman, and any other officers and assistant officers that are elected by the board shall make up the Executive Committee, as set forth in Article V, Section 3 of these Bylaws.

A paid staff member of Friends will serve as Secretary for the Corporation, as an incident of his or her job, but has no privileges/vote as a director.

Section 2. **Election and Term of Office.** The Board of Directors, at the regular meeting held on the same day as the Annual Meeting of the Membership, shall elect, by majority vote, the officers of the corporation, who shall each serve one-year terms except the Chairman-elect, Past Chairman and Treasurer. The Chairman's term shall be two (2) years; however, the Chairman shall also serve one (1) year as Chairman-Elect, and one (1) year as Past-Chairman, for a total of four (4) years. The Treasurer's term shall be two (2) years. The Chairman-elect shall be elected at the beginning of the second year of the Chairman's two-year term of office and shall serve as Chairman-Elect for one (1) year, Chairman for two (2) years, and Past-Chairman for one (1) year. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not itself create contract rights. Officers shall not receive any compensation for their services.

Section 3 **Removal.** The Board of Directors may remove, upon a vote requiring a supermajority of the Board of Directors, any officer elected by the Board of Directors whenever,

in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. In the event of a vote on removal of an officer, a quorum is defined as 75% of the sitting members of the Board of Directors (a “Supermajority Quorum”). Supermajority is defined as a majority of the Supermajority Quorum.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the officer's term. In the event of a vacancy in the office of Chairman, if there is currently serving a Chairman-Elect, such person shall fill the vacant position for the remainder of the term of the vacant Chairmanship and shall then serve the term the Chairman-Elect, where applicable, was elected to serve.

Section 5. **Chairman.** The Chairman shall be the guiding force of the mission of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Chairman shall appoint chairmen of committees and project directors with the advice of the Executive Committee; shall preside at the Executive Committee meetings, meetings of the Board and general membership meetings; shall serve as liaison of the Corporation, between Friends and BBHC; shall serve as a voting member of the Board and shall serve as an ex officio member on all committees except the nominating committee. The Chairman shall serve as a member of the Executive Committee. The Chairman shall serve a term of two (2) years following a one (1) year term as Chairman-Elect, plus an additional one (1) year term as Past-Chairman.

Section 6. **Chairman-Elect.** The Chairman-Elect shall be a voting member of the Executive Committee and shall serve as Chairman-Elect for a term of one (1) year. The Chairman-Elect shall assist the Chairman in the general supervision of Friends and as Chairman-Elect shall learn the mechanics, organization and operation of this Corporation. The Chairman-Elect shall serve as a member of the Executive Committee. The Chairman-Elect may be the same person as the Chairman.

Section 7. **Past Chairman.** The Past Chairman shall serve a term of one (1) year following a two (2) year term as Chairman and shall assist the Chairman in the general supervision of Friends as requested by the Chairman. The Past Chairman shall serve as an ex officio member of the Executive Committee.

Section 8. **Secretary.** A paid staff member of Friends shall serve as Secretary for the Corporation and shall (a) keep the minutes of the proceedings of the members and of the board of directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records; (d) be responsible for preparing minutes of the directors' meetings; (e) keep a register of the post office address and/or electronic address of each member which shall be furnished to the Secretary by such member.

Section 9. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies or other depositories as shall be selected in

accordance with the provisions of Article VII of these Bylaws; (c) to oversee the bookkeeper and the bookkeeping functions of the corporation and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors, including but not limited to supervision of a bookkeeper or other staff member with bookkeeping responsibilities employed by Friends. The Treasurer shall serve as a member of the Executive Committee and the Board of Directors and shall serve as Treasurer for a two (2) year renewable term.

Section 10. **Other Officers/Assistant Officers.** From time to time, the Board of Directors may determine that there is a need for other officers or assistant officers to be elected to assist with matters that arise from time to time. The title of such other officer/assistant officer shall be named at such other officer/assistant officer's election.

ARTICLE V. COMMITTEES

Section 1. **Purpose of Committees.** The general purpose of the Committees is to direct the operation of specific activities of the Corporation as defined by the bylaws or at the direction of the Executive Committee and the Board of Directors. The specific purposes and duties of the committees shall be determined by the Chairman.

Section 2. **Number.** The Standing Committees of the Corporation shall be:

- A. Executive
- B. Membership
- C. Nominating
- D. Bylaws
- E. Audit

Special Committees may be appointed by the Chairman to oversee fundraising activities/projects or any other project undertaken by Friends.

Section 3. **Executive Committee.** The Executive Committee shall be comprised of the Chairman of the Corporation, the Chairman-Elect (if applicable), the Past Chairman (if applicable), the Treasurer, and any other officers and assistant officers that are elected by the Board. The Executive Committee's responsibilities will include review of projects for submission to the Board of Directors and guidance for day-to-day activities of the Friends paid staff.

Section 4. **Membership Committee.** The Chairman-Elect shall be chairman of the Membership Committee in years where there is a Chairman-Elect. Otherwise, the Chairman shall be Chairman of the Membership Committee. Committee members shall be comprised of the Chairman-Elect, if in office, paid staff of FOCH, and at least two additional members, appointed by the Chairman of the Committee from the Board of Directors or from the membership of the Corporation. This Committee will provide ways to increase, enhance and engage the membership of Friends in the mission of Friends.

Section 5. **Nominating.** The Nominating Committee shall be comprised of the Chairman of the Corporation, the Chairman-Elect, if in office, The Past Chairman, if in office, and at least two additional members, appointed by the Chairman, from the Board of Directors. The members from the Board of Directors may be voting or ex officio directors. The Chairman may also appoint up to two additional members from the general membership. The Committee will consider candidates for the Board of Directors and for officers of the Board and shall deliver nominations for said positions to the Board of Directors at the last regular meeting (usually in June) occurring prior to the Annual Meeting of the Membership. The Nominating Committee may deliver nominations to fill vacancies at any regular or special meeting of the Board.

Section 6. **Bylaws.** The Bylaws Committee shall be comprised of the Chairman of the Corporation, the Chairman-Elect, if in office, the Past Chairman, if in office, and at least two additional members, appointed by the Chairman, from the Board of Directors. The members from the Board of Directors may be voting or ex officio directors. The Chairman may also appoint up to two additional Members from the Corporation.

Section 7. **Audit.** The Audit Committee shall be comprised of an Audit Committee Chairperson, who shall be a member of the Executive Committee, and at least two additional members, appointed by the Chairman from the Board of Directors or from the Membership of the Corporation. The Treasurer may serve on the Audit Committee but only in an ex-officio capacity. The Audit Committee shall have the responsibility to oversee the Corporation's financial reporting process, monitor choice of accounting policies and principles, monitor internal control processes, oversee hiring and performance of any external auditors, and any other related responsibilities or responsibilities specifically granted to the Audit Committee by the Chairman.

Section 8. **Committee Chairperson Qualifications.** All Committee chairpersons shall be members of the Corporation and a member of the Board of Directors, except that the chairperson of the Audit Committee shall also be a member of the Executive Committee.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the full extent allowed by law consistent with this Section, indemnify any director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, against expenses including professional fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any such indemnification shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth above. Such determination shall be made by a majority vote of the members of the Board of Directors who were not or are not parties

to such action, suit or proceeding. The Corporation shall purchase insurance to fund these obligations for indemnification.

ARTICLE VII. FINANCE

Section 1. **Contracts.** All contracts must be signed by the Chairman; provided however that the Chairman may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, in writing (including email), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation after the execution of such contract or instrument has been authorized by action of the Board and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **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 corporation, exceeding Five Thousand Dollars (\$5,000.00) or not within the operating budget approved by the Board shall be signed by at least two (2) officers of the Corporation and shall include verification, by signature or initials, of the invoice or statement related to each check. Items less than Five Thousand Dollars (\$5,000.00) and within the operating budget approved by the Board may be signed by one (1) officer of the Corporation. The Treasurer of the Corporation shall not at any time be an authorized signer.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. **Funds.** Friends shall raise funds through means approved by the Board of Directors.

ARTICLE VIII. DISSOLUTION

Section 1. **Articles of Dissolution.** The Board of Directors, by a vote of no less than two-thirds (2/3) of the Directors, may adopt certain articles of dissolution recommending the dissolution of the Corporation. Said articles of dissolution shall become effective upon a majority vote of a quorum of the members of the Corporation.

Section 2. **Distribution of Assets Upon Dissolution.** In the event of dissolution, the residual assets of this Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code which organizations have similar and compatible missions to assist sick or disabled children in Mississippi and/or their families or Federal, State, or local government agencies for exclusively for public purposes compatible with the mission of the Corporation.

The residual assets of this Corporation shall not be distributed in any form or amount or under any circumstances to the incorporators, directors, officers, employees, or agents, or any other individual or entity not qualifying as a tax-exempt organization under Section 501 (c) of the Internal Revenue Code, as amended.

ARTICLE IX. MISCELLANEOUS

Section 1. **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June each year.

Section 2. **Waiver of Notice.** Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Mississippi Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, shall be deemed equivalent to the giving of such notice.

Section 3. **Amendments.** The Board of Directors or a quorum of the members of the Corporation may propose amendments to the Articles of incorporation of the Corporation or to the Bylaws or the adoption of new Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. Pursuant to Miss. Code Ann. Section 79-11-315, such amendment shall be on the vote of a majority of the directors in office on the date of such vote who actually are present for and participate in the Board's discussion of such amendment and on the vote by 2/3rds of the member votes cast at a membership meeting at which at least a quorum is present or a majority of the membership, whichever is less.

Section 4. **Parliamentary Procedure.** Robert's Rules of Order, when not in conflict with the Bylaws, shall govern the proceedings of the Corporation.

ADOPTED BY THE BOARD OF DIRECTORS on the 3rd day of March 2010 and by the Members at the 2010 annual meeting.

Amendment approved and adopted by the Board of Directors of Friends of Children's Hospital, Inc., the 28th day of January 2013.

Amendment approved and adopted by the Members of Friends of Children's Hospital, Inc. the 28th day of February 2013.

Amendment approved and adopted by the Board of Directors and Members of Friends of Children's Hospital, Inc. the 18th day of February 2014.

Amendment approved and adopted by the Board of Directors of Friends of Children's Hospital, Inc. the 15th day of September 2016.

Amendment approved and adopted by the Board of Directors of Friends of Children's Hospital, Inc. the 11th day of September 2018.