

**Amended and Restated Bylaws
Friends of Children's Hospital, Inc.
February 7, 2023**

WHEREAS, Friends of Children's Hospital, Inc. (the "**Corporation**") was created by the filing of its articles of incorporation on September 4, 1990;

WHEREAS, the Corporation's Bylaws were originally drafted in 1990 and have been amended from time to time;

WHEREAS, the Corporation's Bylaws were amended and restated on September 11, 2018;

WHEREAS, the Corporation's Bylaws were amended and restated last on September 9, 2021; and

WHEREAS, the Board of Directors of the Corporation has determined that the Bylaws require additional revisions.

NOW, THEREFORE, the members and the Board of Directors hereby agree to amend and restate the Bylaws in their entirety as follows:

PURPOSE

The general purpose of the Corporation is to maintain an association of persons interested in Children's of Mississippi at the University of Mississippi Medical Center (hereinafter called "**CHILDREN'S**") and all of its pediatric programs; to focus public attention on CHILDREN'S; to render volunteer service to CHILDREN'S, its patients and parents; to encourage gifts, endowments and bequests to CHILDREN'S through fundraising activities; to foster, create and promote statewide participation; and to support other community organizations working for the betterment of CHILDREN'S or any part thereof. In carrying out such purposes, the Corporation shall engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE I. OFFICES; NAME OF CORPORATION

Section 1. **Name.** The name of the Corporation shall be Friends of Children's Hospital, Inc.

Section 2. **Office.** The principal office of the Corporation 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 subject to approval by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. **Membership.** The Corporation shall have no members under Mississippi law.

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 the Corporation shall consist of not less than twelve (12) and not more than twenty-two (22) voting members of the Board of Directors. Directors may be any person who participates in advancing the purpose of the Corporation, provided that in no event shall any employee of The University of Mississippi Medical Center (“**UMMC**”) or other persons directly or indirectly employed by the Institutions of Higher Learning of Mississippi (“**IHL**”) serve as a voting member of the Board of Directors of the Corporation.

Section 3. **Ex-officio Directors.** The Board of Directors of the Corporation may have an indeterminate number of ex-officio Directors, which may be required by the Affiliation Agreement with UMMC, required by these Bylaws, or nominated by the Chairman and approved by the Board of Directors. These ex-officio Directors have no vote; 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 invitations to attend Board of Directors meetings from the 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.

Section 4. **Election; Appointment; Term.** In 2021 staggered terms of the Board of Directors were implemented with approximately one-third (1/3) of the voting Board of Directors being appointed for a one (1) year term, approximately one-third (1/3) of the voting Board of Directors being appointed for a two (2) year term, and approximately one-third (1/3) of the voting Board of Directors being appointed for a three (3) year term. The voting Board of Directors positions which are terminating each year shall be filled annually by Board of Directors election and all voting Directors elected after 2021 shall serve three (3) year terms. Notwithstanding the foregoing, in the event a Director is serving as Chairman, Chairman-Elect, Treasurer or Treasurer-Elect at the end of his or her term as Director, his or her term on the Board of Directors shall be extended until such Director is no longer serving as Chairman, Chairman-Elect, Treasurer or Treasurer-Elect. The election of the voting Board of Directors shall take place at the Annual Meeting of the Corporation or at a special meeting of the Board of Directors called for that purpose. The Board of Directors shall be slated each year by the Nominating Committee. With the exception of a Chairman, Chairman-Elect, Treasurer-Elect or Treasurer who is completing his or her term of office, Directors may not serve more than six (6) consecutive years on the Board of Directors. However, after serving six (6) consecutive years (or more if allowed herein), the Nominating Committee may slate such Director on the Board of Directors after such Director abstains from being a member of the Board of Directors for at least one (1) year.

Section 5. **Regular Meetings and Annual Meeting.** The Board of Directors shall meet on a regular basis, as determined by the Chairman, but not less than six (6) times per calendar year. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors without other notice than such resolution. The Board of Directors shall designate one regular meeting as the "Annual Meeting." The Annual Meeting shall be held at such time and place as the Board of Directors may establish. At the Annual Meeting, the Board of Directors shall elect the new and any renewing Directors, elect officers and transact such other business as may properly be brought before the meeting. In addition, the Chairman may call closed meetings following any regular Board of Directors meeting. Directors shall endeavor to attend at least seventy-five percent (75%) of all meetings of the Board of Directors and the Committees of which they are a member. Failure to attend two-thirds (2/3) of all Board of Directors meetings in a Board Year without the previous consent of the Chairperson, shall result in a Director's removal from the Board of Directors. "Board Year" shall be the time period between the election of the Board of Directors in two consecutive years.

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 voting Board of Directors.

Section 7. **Dissent.** Any Director present at a regular, special or Annual Meeting of the Board of Directors shall be presumed to have assented to any action at such meeting unless the Director's dissent is entered in the minutes of the meeting.

Section 8. **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 of Directors and, if all 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 of Directors. If all the members of the Board of Directors do not agree on any such action

to be taken, such shall not be the action of the Board of Directors and the Chairman or Secretary shall communicate the results of such poll by e-mail to all of the Directors for their information. Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

Section 9. **Notice.** Unless a regular meeting is set via resolution adopted by the Board of Directors, written notice of the date, time and place of all meetings of the Board of Directors, regular or special, shall be given by the Corporation 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 the address such Director designated in writing and filed with the Secretary. If mailed, such notice shall be deemed to be delivered on the third business day following its deposit in the United States mail so addressed, with postage thereon prepaid.

Section 10. **Quorum.** A majority (50% + 1) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that, if less than a majority of the voting Directors are present at said meeting, a majority of the voting Directors present may adjourn the meeting to another time without notice.

Section 11. **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 Bylaws, or the Articles of Incorporation.

Section 12. **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, is signed by all of the voting Directors and included in the minutes or filed with the corporate records.

Section 13. **Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors, subject to Article III, Section 4 above. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the Directors remaining may fill the vacancy by the affirmative vote of a majority of all of the Directors remaining in office.

Section 14. **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.

Section 15. **Compensation.** Directors shall not receive any compensation for their services as a director. Nothing in this Section 15 shall prohibit a Director from being compensated for director-owned business services which are provided to the Corporation so long as the Conflicts of Interest provisions of Article III, Section 16 herein are followed when hiring such services.

Section 16. **Removal.** The Board of Directors may remove, upon a vote requiring a supermajority of the Board of Directors, one or more Directors elected by them with or without cause. In the event of a vote of removal of a Director, a quorum is defined as 75% of the voting members of the Board of Directors (a "Supermajority Quorum"). Supermajority is defined as a majority of the Supermajority Quorum.

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 of Directors 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 media to the Chairman, Secretary or other individual designated by the Board of Directors.

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; Secretary; Treasurer; Treasurer-Elect; Executive Director and such other officers as the Board of Directors may from time to time elect, upon the recommendation of the Chairman. The Chairman of the Corporation, Chairman-Elect, Treasurer, Treasurer-Elect, Executive Director, and any other officers recommended by the Chairman and elected by the Board of Directors shall, other than the Executive Director, be voting members of the Board of Directors and shall, along with the chairperson of the Audit Committee, make up the Executive Committee, as set forth in Article V, Section 3 of these Bylaws.

Notwithstanding the foregoing, the Board of Directors shall designate the Executive Director to serve as Secretary for the Corporation, as an incident of his or her job. The Secretary/Executive Director shall be an ex officio member of the Board of Directors and an ex officio member of the Executive Committee.

Section 2. **Election and Term of Office.** The Board of Directors, at the Annual Meeting, shall elect, by majority vote, the officers of the Corporation, who shall each serve one-year terms except the Chairman, Chairman-Elect, and Treasurer. The Chairman's term shall be two (2) years; however, the Chairman shall also serve two (2) years as Chairman-Elect, for a total of four (4) years. The Treasurer's term shall be two (2) years; however, the Treasurer shall also serve one (1) year as Treasurer-Elect, for a total of three (3) years. The Chairman-Elect shall be elected at the beginning of the first year of the Chairman's two-year term of office and shall serve as Chairman-Elect for two (2) years and Chairman for two (2) years. The Treasurer-Elect shall be elected at the beginning of the second year of the Treasurer's two-year term of office and

shall serve as Treasurer-Elect for one (1) year and Treasurer for two (2) years. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until the earlier of (i) election and qualification of his or her successor, (ii) until his or her death, or (iii) until he or she resigns or is removed in accordance with these Bylaws. Election of an officer shall not itself create contract rights. With the exception of the Executive Director, 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 voting 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, shall 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 a Chairman-Elect is currently serving, such person shall fill the vacant Chairman position for the remainder of the current Board Year and shall then serve the two-year Chairman term the Chairman-Elect was elected to serve. In the event of a vacancy in the office of Treasurer, if a Treasurer-Elect is currently serving, such person shall fill the vacant Treasurer position for the remainder of the term of the vacant Treasurer position and shall then serve the two-year Treasurer term the Treasurer-Elect 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 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 and meetings of the Board; shall serve as liaison of the Corporation, between the Corporation and CHILDREN’S; 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 not be a member of the Nominating Committee. The Chairman shall also serve as a voting member of the Executive Committee. The Chairman shall serve a term of two (2) years following a two (2) year term as Chairman-Elect.

Section 6. Chairman-Elect. The Chairman-Elect shall assist the Chairman in the general supervision of the Corporation and as Chairman-Elect shall learn the mechanics, organization and operation of this Corporation. The Chairman-Elect shall be a voting member of the Executive Committee and the Board of Directors and shall serve as Chairman-Elect for a term of two (2) years followed by a two (2) year term as Chairman. The Chairman-Elect may not be the same person as the Chairman.

Section 7. Secretary. The Executive Director shall serve as Secretary for the Corporation. The Secretary shall be an ex officio member of the Board of Directors and the Executive Committee and shall (a) keep the minutes of the proceedings 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 Board of Directors'

meetings; and (e) keep a register of the post office address and/or electronic address of each Director, which shall be furnished to the Secretary by such Director.

Section 8. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) oversee the bookkeeper and the bookkeeping functions of the Corporation and (c) 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. The Treasurer shall serve as a voting member of the Executive Committee and the Board of Directors and shall serve as Treasurer for a two (2) year term.

Section 9. **Treasurer-Elect.** The Treasurer-Elect shall assist the Treasurer with his or her duties and shall learn the mechanics, organization and operation of the office of Treasurer. The Treasurer-Elect shall not be the same person as the Treasurer. The Treasurer-Elect shall be a voting member of the Board of Directors and Executive Committee and shall serve as Treasurer-Elect for a term of one (1) year beginning the second-year of the Treasurer's two-year term.

Section 10. **Executive Director.** The Board of Directors may from time to time appoint and/or employ an Executive Director to serve at the pleasure of the Directors or pursuant to an employment agreement. The Executive Director shall be subject to the supervision of the Chairman and the Board of Directors and shall be responsible to them for the proper conduct of all departments/task forces and the work of persons employed by the Corporation. The Executive Director shall maintain general supervision over all of the work of the Corporation and its employees; hire employees as authorized by the Board of Directors and assign duties; prepare annual budgets for approval by the Board of Directors and maintain records of proceedings; sign documents and correspondence as authorized by the Board of Directors; serve ex-officio on the Board of Directors and the Executive Committee, without vote; and sit on all standing and special committees and/or task forces as a non-voting member.

Section 11. **Other Officers/Assistant Officers.** From time to time, the Board of Directors may determine that there is a need for other officers to be elected to assist with matters that arise from time to time. The title of such other officer shall be named at such other 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.

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

- A. Executive
- B. Nominating
- C. Governance
- D. Audit

The Board of Directors may, by resolution passed by a majority of the voting Board of Directors, create additional committees from time to time. Each such committee shall have the purposes,

duties and powers granted to it by the Board of Directors and may have a specified or unspecified number of members, not fewer than two (2). Once created, members of all such committees shall be appointed in accordance with these Bylaws and shall serve at the pleasure of the Chairman of the Corporation. Unless formed for a limited period of time, each such committee shall continue in effect until terminated by the Board of Directors.

Section 3. Executive Committee. The Executive Committee shall be comprised of the Chairman of the Corporation, the Chairman-Elect, the Treasurer, the Treasurer-Elect, the Audit Committee Chairperson and any other officers that are recommended by the Chairman and elected by the Board of Directors. The Executive Director/Secretary shall serve as an ex-officio member of the Executive Committee who will participate in the Executive Committee but will not have a vote. The Executive Committee shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation while the Board of Directors is not in session; provided, however, that the Executive Committee shall not have the authority of the Board of Directors to: (i) fill vacancies on the Board of Directors; (ii) adopt, amend or repeal the Bylaws or Articles of Incorporation of the Corporation; (iii) adopt a plan of merger or consolidation with any other organization, corporation or entity; (iv) authorize the sale, lease, donation or exchange of all or substantially all of the assets of the Corporation; (v) authorize the sale, lease, donation or exchange of the Corporation's assets through any transaction with a value greater than Five Thousand Dollars (\$5,000.00), unless such transaction is contemplated in the operating budget of the Corporation, or (vi) adopt a plan of dissolution of the Corporation. The Executive Committee shall meet from time to time during the interval between the Board meetings at the call of the Chairman of the Board of Directors. The Secretary, or in his or her absence, a Secretary pro tempore chosen by the Executive Committee, shall keep a true record of all proceedings, which record shall always be open to the inspection of any member of the Board of Directors, and at each meeting of the Board of Directors, such record of the meetings of the Executive Committee for the period since the last meeting of the Board shall be reported to the Board of Directors. 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 Corporation's paid staff.

Section 4. Nominating Committee. The Nominating Committee shall be comprised of the Chairman-Elect, 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 Committee will consider candidates for the Board of Directors and for officers of the Corporation and shall slate Directors with varying affiliations and backgrounds with a focus on diversity and inclusion in such process. The Nominating Committee shall deliver nominations for said positions to the Board of Directors at the last regular meeting occurring prior to the Annual Meeting. The Nominating Committee may deliver nominations to fill vacancies at any regular or special meeting of the Board of Directors. The Nominating Committee shall perform its nominating duties in accordance with its written policies and procedures, which shall be approved by the Board of Directors.

Section 5. Governance Committee. The Governance Committee shall be comprised of the Chairman, the Chairman-Elect, 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 Governance Committee shall be responsible for the maintenance of the

Corporation's Bylaws and policies and procedures and shall work with the Board of Directors to ensure compliance with the Corporation's Articles of Incorporation, Bylaws and policies and procedures (the "Governing Documents"). The Governance Committee shall provide the Board of Directors guidance relating to compliance with the Governing Documents and shall recommend amendments to the Governing Documents as needed.

Section 6. **Audit Committee.** 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. 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 7. **Committee Chairperson Qualifications.** All Committee chairpersons shall be a member of the Board of Directors, and 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 indemnify Directors and officers of the Corporation in connection with any action, claim or suit relating to or arising out of his/her acts or omissions as a Director or officer of the Corporation to the maximum extent allowed by, and consistent with, the Mississippi Nonprofit Corporation Act. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law. 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 Bylaws, 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 of Directors 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 of Directors 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

of Directors 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.** The Corporation 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 majority vote of the voting members of the Board of Directors, may adopt certain articles of dissolution to dissolve the Corporation.

Section 2. **Distribution of Assets Upon Dissolution.** In the event of dissolution, the residual assets of this Corporation shall be distributed to UMMC for one or more public purposes exclusively for the use and benefit of UMMC or another entity identified by the UMMC Vice Chancellor for Health Affairs and Dean of the School of Medicine and approved by the IHL or identified by the IHL for one or more exempt purposes within the meaning of Sections 501(c)(3) or corresponding sections of any prior or future Internal Revenue Code.

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 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. Waiver of notice may also be accomplished by the Director attending the meeting and not protesting the lack of notice.

Section 3. **Amendments.** The Board of Directors 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. Sections 79-11-301 and 79-11-313, such amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

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

I, Caitlin Foreman, do hereby certify that I am the duly elected and qualified Secretary of Friends of Children's Hospital, Inc., a nonprofit corporation organized under the laws of the State of Mississippi, and that the foregoing is a true and correct copy of the Bylaws adopted at a meeting of the Board of Directors thereof convened and held in accordance with law and the Articles of Incorporation of said Corporation on the 7th day of February, 2023.

IN WITNESS WHEREOF, I have affixed my name as Secretary this 7th day of February, 2023.



Secretary