AMENDED BYLAWS OF THE HOT SPRINGS CHARITABLE CHRISTIAN MEDICAL CLINIC, INC.

ARTICLE I.

NAME

The name of this organization shall be The Hot Springs Charitable Christian Medical Clinic, Inc., hereinafter referred to as The Charitable Christian Medical Clinic or CCMC.

ARTICLE II.

LIMITATION OF METHODS

CCMC shall be a non-profit, non-partisan, non-sectarian 501(c)(3) Arkansas corporation.

ARTICLE III.

PURPOSE

The nature and business of the corporation and the object or purposes proposed to be transacted, promoted or carried on by it are as follows:

(a) The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

(b) The corporation shall strive to accomplish the following Mission Statement: The Charitable Christian Medical Clinic is a non-profit Christian Ministry which strives to improve the quality of life of the medically uninsured people in the Hot Springs Community. It does so by providing affordable general medical care, preventive medicine and health education, and by making available spiritual counseling to those who seek it.

The Charitable Christian Medical Clinic works to meet the needs of the medically uninsured[1] without regard to race, religion, or creed of those who seek its services. Services of the Charitable Christian Medical Clinic are made possible through tax deductible gifts of resources from the Hot Springs Community, as well as the services of health professionals and the Charitable Christian Medical Clinic staff.

The Charitable Christian Medical Clinic strives to promote physical and spiritual well being, and encourages responsible lifestyles through medical and spiritual education as an act of Christian kindness.

(c) To conduct any other enterprise not contrary to law.

(d) To exercise all of the powers enumerated in §4-33-302 et. seq. of the Arkansas Nonprofit Corporation Act.

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1 Medically uninsured refers to people who, by conditions of employment or economic status cannot otherwise obtain medical care. This excludes Medicare, Medicaid, etc.

ARTICLE IV.

SCOPE OF SERVICE

The scope of services provided by The CCMC shall be limited as follows:

1. CCMC shall not perform or assist in any way, nor refer patients for abortions or assisted suicides.

2. CCMC, under normal circumstances, shall not duplicate services already available to its patients, i.e., services available through Medicare, Medicaid, The county health services, et cetera.

3. CCMC is not intended to perform routine pre-natal care beyond the first visit.

4. CCMC will not act as a hospital and will not provide in-patient hospital services. Admission to hospitals will be recommended and assisted when warranted.

5. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements for any political campaign on behalf of any candidate for public office.)

6. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V.

BOARD OF DIRECTORS

1. Number: The number of directors shall be fixed from time to time by a majority of the Board of Directors, but shall never be less than seven nor more than twenty-five (25) who shall be elected as herein provided.

2. Initial Board of Directors: The initial Board of Directors and their terms of office shall be identified at the time of application for incorporation. Terms shall be identified as one (1), two (2), or three (3) years to facilitate staggered rotation and continuity of the Board. The initial Board shall contain one or more

directors from the administrative or medical staff of St. Joseph's Regional Health Center and one or more directors from the administrative or medical staff of National Park Medical Center. One director from each hospital administration or medical staff shall be identified as a designated director from that hospital. As the terms of those designated directors and their subsequent replacements expire, the Board will seek nominations for their replacements from the Chief Executive Officer of their respective hospital. If the Board fails to confirm by majority vote the chief executive officer's nominees, the Board may proceed with its own nomination without regard to staff position. Likewise, if a nomination is not forthcoming, the Board of Directors may proceed with their own nomination.

3. Election of Directors: The Board of Directors shall be elected at the annual meeting by a majority of the existing Board of Directors, subject to the provisions of these Bylaws.

4. Term: At the annual meeting, the existing Board shall elect directors by majority vote who shall hold office for a term of three (3) years, *with the exception of the Charitable Christian Medical Clinic Founder, who retains lifetime Board membership. Terms* shall begin_______(Month)______(Day) of the year of election to the Board. To assure continuity, no more

than one-third (1/3) of the directors shall be elected annually.

5. Reelection: Directors may be reelected for one (1) additional three (3) year term. After serving two (2) consecutive three (3) year terms, a director shall not serve on the Board for at least one-year before being elected to the Board again. (This provision may be set aside in the case of individual directors who agree to continue in service and with the approval of a 2/3 majority of the other directors.) If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by a removal from office, a majority of the remaining directors, shall by a majority vote, choose a successor who shall hold office until the next regular meeting of the members of the Board of Directors, at which time the members shall elect a director for the unexpired term or terms. If a director serves two or more years of an unexpired term, he may not serve more than one consecutive three year term without a two-thirds (2/3) majority approval vote of the Board.

6. Vacancies: Any director elected to fill a vacancy, as set forth in Article V (5), will serve in full capacity for

the unexpired term of a predecessor and until a successor is elected.

7. Meetings: There shall be an annual meeting of the Board of Directors in January at a time and place to be set by the Executive committee. In addition, the Board shall hold at least quarterly meetings at such time and place as mutually agreed upon by the Board.

8. Notice of Meetings: The annual and all regular Board meeting may be held with seven (7) days notice by any usual means of communication. Special meetings shall be held upon notice sent by any usual means of communication not less than three (3) days before the meeting.

9. Quorum and Vote: The presence of a majority of the directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by the Articles of Incorporation, these Bylaws or the laws of Arkansas.

ARTICLE VI.

DUTIES AND POWERS

1. General Powers: The property, business and affairs of the corporation shall be managed by the Board of

Directors of not less than seven (7) persons to serve for a term of three (3) years and until their successors are elected and qualified.

(A) Checks, drafts, etc. The Board of Directors shall identify by resolution, banks, or other depositories to be used for corporate funds and securities, and identify persons authorized to issue all checks, drafts, or other orders for payment of money issued in the name of the corporation.

(B) Contracts. The Board shall authorize in writing any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument on behalf of the Corporation outside the ordinary course of business or in excess of budgeted amounts approved by the Board.

2. Officers: The principal officers of the corporation shall be a Chair, one or more Vice Chairs, a Clinic Administrator, a Secretary, and a Treasurer. No officers except the Chair need be directors.

3. Section and Term of Officers: Principal officers of the corporation shall be elected annually by majority vote of the Board of Directors at the annual meeting, *with the exception of the clinic founder, who will hold the lifetime officer position of 2nd Vice-chairman (unless otherwise serving as Chairman or Vice-Chairman.*

CCMC welcomes representation from all segments of our community. Officers shall not be limited by gender, race, national or ethnic origin. Each such officer shall hold office for a term of one (1) year until a successor shall be elected and qualified, or until death, resignation or removal in the manner herein provided.

4. Subordinate Officers: In addition to the principal officers named in Section 2, Article VI, the corporation may have one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers, agents and employees as the Board of Directors may deem necessary. These subordinate officers shall perform such duties as the Board or the Chair may from time to time determine.

5. Chair: The Chair shall:

a) have general supervision and management of the affairs of the corporation subject to the control of the Board of Directors.

b) enter into contracts or other instruments in the name and on behalf of the corporation except in cases in which such authority shall be otherwise expressly delegated.

c) generally perform duties pertaining to this office as herein defined and all such other duties as may be assigned from time to time by the Board.

d) appoint committees to carry out appropriate delegated duties as may be deemed necessary from time to time.

e) be an ex-officio member of all Board committees.

6. Vice Chair: The Vice Chair shall:

a) have authority to perform such duties in the management of the corporation as are normally incident to this office as the Board may from time to time provide.

b) shall perform the duties and exercise the powers of the Chair, in the absence or disability of the Chair, as designated by the Board.

7. Clinic Administrator: The Clinic Administrator shall:

a) Plan, organize, direct and control the operational activities of The Clinic to efficiently use its resources in performance of The CCMC mission.

b) Attend all sessions of the Board.

c) Have the right to refuse service to anyone disrupting the orderly conduct of The Clinic or interfering with the efficient use of clinic staff.

d) Function at the direction of the Chair or the Board acting within the scope of these Bylaws.

8. Secretary: The Secretary shall:

a) attend all sessions of the Board.

b) keep minutes of all proceedings in a book for that purpose.

c) notify the members of all regular and special meetings of the Board.

d) perform such other duties as may be prescribed by the Board or the Chair.

e) function at the direction of the Board or the Chair.

f) upon election of his successor, the secretary shall turn over to him all books and other property belonging to the corporation that he may have in his possession.

9. Treasurer: The Treasurer shall:

a) have custody of the corporate funds and securities.

b) keep full and accurate accounts of receipts and disbursements in books belonging to the corporation.

c) deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated from time to time by the Board of Directors.

d) disburse the funds of the corporation as directed by the Board, taking proper receipts for such disbursements.

e) render to the Board and the Chair, at regular meetings of the Board, or whenever requested, an accurate account of the financial condition of the corporation. If required by the Board, the Treasurer shall give the corporation a bond, in such sum and with surety or sureties, as shall be satisfactory to the Board for the faithful performance of the duties of this office and for the restoration to the corporation in case of death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other property of whatever kind in possession or control belonging to the corporation.

ARTICLE VII.

<u>COMMITTEES OF THE BOARD</u>

The Board of Directors and/or the Chair shall establish and create from time to time such committees as shall be necessary to carry out the affairs and further the purposes of the corporation. Heads of these committees shall be designated as Vice Chair of their respective committee. Such committees may include, but not be limited to, the following: Executive; Facility; Finance; Operations; Personnel; Publicity, as outlined herein.

1. <u>Executive:</u> The Executive Committee shall consist of the Chair, heads of other committees and such other committee members as designated by the Board. During

intervals between regular meetings of the Board, the Executive Committee shall have authority to act in managing the business and affairs of the corporation, including election of officers due to death, resignation or removal in accordance with Article V, Section 5.

2. Facility: The Facility Committee shall consist of a Vice Chair and at least two (2) other facility committee members, as designated, to manage facilities including, but not limited to, acquisition by rental, lease or purchase, of a site for delivery of services in accord with the purposes of CCMC. Said committee would oversee management, maintenance and/or repair of corporate properties and/or equipment, and if rented or leased, serve as a liaison with ownership.

3. Finance: The Finance Committee shall consist of the Treasurer, any assistants and at least two (2) other finance committee directors, as designated, to monitor financial operations, and submit an annual budget. An annual audit shall be required if gross revenue exceeds $500,000.00. The Board of Directors, Chairman of the Board, finance officer or Clinic Administrator may call for an audit when deemed necessary.

4. Operations: The Operations Committee shall consist of a Vice Chair and at least two (2) other operations

committee members, as designated, to oversee daily operation of services, purchase and inventory of pharmaceuticals, and assessment of client needs for the corporation.

5. Personnel: The Personnel Committee shall consist of a Vice Chair and at least two (2) other personnel committee members, as designated, to coordinate activities of personnel, including, but not limited to, physicians, physician assistants, nurses, nurse practitioners, case workers and volunteers for the corporation.

6. Publicity: The Publicity Committee shall consist of the Secretary and at least two (2) other publicity committee members, as designated, to promote the purposes of the corporation through appropriate means.

ARTICLE VIII.

RESIGNATIONS AND REMOVALS

1. Resignations: Any officer or director may resign at any time by giving two (2) weeks written notice to either the Board Chair or Secretary.

2. Removals: No officer or director shall be removed without showing just cause. Cause for removal shall be presented in writing and signed by at least three (3) directors. A copy of causes shall be presented to the

officer or director in question. At the next regular meeting, causes will be considered. If just cause exists, the officer or director in question shall be removed by a majority vote of the Board of Directors.

ARTICLE IX.

FISCAL MANAGEMENT

The Treasurer, ref. Article VI, Section 9, and the Finance Committee, ref. Article VII, Section 3, shall prepare an annual budget for the operation of the CCMC for presentation to the Board of Directors at its annual meeting. The annual budget will be reviewed by the Board of Directors and approved or approved as amended by the Board at the annual meeting.

ARTICLE X.

INDEMNIFICATION

1. Mandatory Indemnification. In accordance with Ark. Code Ann. §§ 4-33-852 and 4-33-856, the Corporation shall indemnify any Director or officer and his or her estate or personal representative who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or officer is a party by virtue of his or her status as a Director or officer of the Corporation.

2. Permissible Indemnification. Pursuant to A.C.A. § 4-33-851, and except as provided in Section 3 below, the Corporation may indemnify a Director or officer made a party to a proceeding by

virtue of his or her status as a Director or officer, against liability incurred in the proceeding if the following conditions are met: (1) The Director or officer conducted himself or herself in good faith; (2) with respect to conduct in his or her official capacity, the Director or officer had reason to believe that his or her conduct was in the best interests of the Corporation; and (3) in cases of conduct not in his or her official capacity, the Director or officer had reason to believe that his or her conduct was at least not opposed to the best interests of the Corporation.

3. Prohibition of Indemnification in Certain Cases. The Corporation shall not indemnify a Director or officer in connection with any proceeding by or in the right of the Corporation in which the Director or officer was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to the Director or officer, whether or not involving action in his or her official capacity, in which the Director or officer is adjudged liable on the basis that personal benefit was improperly received by the Director or officer.

4. Procedure for Authorizing Indemnification. Before the Corporation may indemnify any Director pursuant to number 2 above, a determination must be made that indemnification of a Director is permissible because the Director has met the standards of conduct set forth in number 2 of this Article X. The Board of Directors shall make that determination by a majority vote of a quorum

consisting of Directors who are not at the time parties to the proceeding; provided, however, that if such a quorum cannot be obtained, then the determination shall be made either by a committee designated by the Board of Directors or by special legal counsel in accordance with A.C.A. § 4-33-855(b)(2) and (3). Furthermore, the Corporation may not indemnify a Director until twenty (20) days after the effective date of the written notice of the proposed indemnification to the Attorney General of the State of Arkansas. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding upon authorizing made in accordance with A.C.A. §4-33-855 and upon satisfaction of all the conditions prescribed in § 4-33-855 and upon satisfaction of all the conditions prescribed in § 4-33-853.

5. Insurance. The Corporation may purchase and maintain insurance on behalf of its Directors and officers to insure against liabilities asserted against or incurred by the Corporation's Directors and officers in that capacity or arising from their status as Directors and officers, whether or not the Corporation would have the power to indemnify them against the same liability under the preceding sections of this Article X.

6. Definitions;. The following definitions apply to the indemnification provisions of this Article X:

(a) Proceeding. "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, judicial, administrative, or investigative, and whether formal or informal.

(b) Liability. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise regarding an employee benefit plan), or reasonable expenses actually formed with respect to a proceeding.

(c) Expenses. Indemnification against expenses which it mandated or permitted under this Article X is limited to reasonable expenses, including attorney's fees, incurred in connection with a proceeding.

(d) Ark. Code Ann. All citations in these Bylaws to "Ark. Code Ann." or to "A.C.A." shall refer to the Arkansas Code of 1987 Annotated, as amended from time to time by the Arkansas Legislature.

ARTICLE XI.

PARLIAMENTARY AUTHORITY

Acceptable rules of order, shall be the parliamentary authority for all matters of procedures not specified by the Articles of Incorporation, these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE XII.

LIABILITY INSURANCE

Any intern, extern, resident, dental, osteopath, or medical doctor volunteering their services to CCMC shall be required to carry professional liability insurance in the minimum amount of one million dollars ($1,000,000.00) per occurrence, three million ($3,000,000.00) per year. Prior to providing any services, said physician shall annually provide certificate of such insurance to be kept on file at CCMC w/CCMC named as certificate holder.

ARTICLE XIII.

AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed and new bylaws adopted by a vote of two-thirds (2/3) majority of the Board of Directors present at a duly-constituted meeting. Proposed changes to the Bylaws must be submitted in writing to the Board with regular notice of the meeting.

ARTICLE XIV.

DISSOLUTION, DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such, purposes or to such organization or organizations, as said court shall determine, which are organized operated for such purposes.

We hereby certify that the foregoing Amended Bylaws of the CCMC were adopted by the Board of Directors on the 21st day of August, 1997.

JOHN WAYNE SMITH, CHAIRMAN