

**AMENDED AND RESTATED BYLAWS OF
MISSISSIPPI ASSOCIATION FOR HEALTHCARE QUALITY, INC.,
A NON-STOCK, NON-PROFIT CORPORATION**

ARTICLE I.
NAME AND OFFICES

Section 1. Name. The name of the corporation is “Mississippi Association for Healthcare Quality, Inc.”

Section 2. Principal Office. The corporation’s principal office in the State of Mississippi shall be located at P. O. Box 55431, Jackson, Mississippi 39296.

Registered Agent/Office. The registered agent of the corporation is Eugene Naylor and the registered office of the corporation is located at Suite 600, Heritage Building, 401 East Capitol Street, Jackson, Mississippi 39201

Section 3. and the registered office of the corporation is located at Seventh Floor, One Mississippi Plaza, Tupelo, Mississippi 38801.

Section 4. Additional Offices. The corporation may also have offices at such other places, either within or without the State of Mississippi, as the board of directors or the executive committee may from time to time deem appropriate.

ARTICLE II.
PURPOSE

The corporation is organized for the following purpose:

The purpose for which the corporation is organized is to operate as a not for profit business league as a forum for the exchange of information in the medical field and for the improvement of the field of public health, including promoting the delivery of quality health care in the most effective manner by facilitating cooperation, communication, and sharing of knowledge among quality management professionals; by providing an interface among quality management professionals and physicians, hospitals, third-party payors, agencies and persons interested in the assessment of health care quality; by providing continuing education programs of and for quality management professionals; and by assuring that the organization is not, nor will ever become a trade union or a collective bargaining agency; provided however, the corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of

any future United States Internal Revenue Law); nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; provided however, the foregoing notwithstanding, all or part of the net earnings of the corporation may be transferred to a member of the corporation which is itself a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), to be held and used by such tax-exempt member in furtherance of its tax-exempt activities and not otherwise. Notwithstanding any other provision in the articles of incorporation or these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III. MEMBERSHIP

Section 1. Individual Membership. Individual members are those members in good standing (current in membership dues) having responsibility in the assessment of quality health care. They shall be entitled to all membership privileges including the right to vote, to hold office, to be appointed to committees, and to serve as delegates.

Section 2. Honorary Membership. Honorary membership may be bestowed, by unanimous vote of the membership, on persons who have rendered distinguished service. Honorary membership excludes the right to vote.

Section 3. Characteristics of Membership. Membership is non-transferable. No persons shall be denied membership in this organization because of race, creed, color, religion, national origin, sex or handicaps. A member agrees to abide by these bylaws and the principles of the National Association for Healthcare Quality (“NAHQ”) ethics.

Section 4. Application. Any persons desiring membership in this association shall file a complete application for membership accompanied by payment of the appropriate dues.

Section 5. Dues. Annual membership dues shall be determined by a two-thirds (2/3) vote of the members of the board of directors and shall be due by January 1 of each year. Membership in the organization shall be considered to have lapsed if payment is not received within ninety (90) days.

ARTICLE IV.
MEETINGS OF MEMBERSHIP

Section 1. Annual Meeting. There shall be an annual meeting of the membership on such date and place as is fixed by the membership, or at such other time and place as shall be designated. At such annual meeting, the membership shall elect and install the persons who shall serve as officers of the corporation as well as directors of the corporation and the members of the nomination and election committee, and shall transact such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the membership may be called for any purpose by the president. Special meetings shall be called by the president or the secretary at the written request of a majority of the entire board of directors or by the holders of at least five percent (5%) of the membership's voting power. Any such request shall state the purpose of the proposed meeting.

Section 3. Notice of Annual and Special Meetings. Written notice of meetings of the membership shall be given to the membership not less than ten (10) nor more than sixty (60) days prior to the meeting unless a different notice is required by law. Such notice shall state the place, date and hour of the meeting and, in the case of special meetings, shall state the purpose or purposes for which the meeting is called.

Section 4. Presiding Officer. The president shall preside at meetings of the membership. If the president is not present, then the president-elect, or the immediate past president, in that order, shall preside. The secretary of the corporation shall act as secretary at meetings of the membership. If the secretary is not present, then a person chosen by the board of directors or the executive committee shall act as secretary.

Section 5. Elections. Elections by the membership shall be held by mail-out ballot prior to the annual meeting. These ballots shall be returned to and counted by the nomination and election committee prior to the annual meeting. Each individual dues-paid member shall have the power of one (1) vote. Special elections may be called by the board of directors.

ARTICLE V.
DIRECTORS

Section 1. General Powers. The board of directors shall be the governing body of the corporation. The business of the corporation shall be managed by the board of directors, which may exercise all powers of the corporation and perform all acts that are not by law, by the articles of incorporation or by these bylaws required to be exercised or performed by the membership. The board of directors' powers shall include, but not be limited to, establishing major administrative policies governing the affairs of the corporation; devising measures for the corporation's growth and government; selecting a place for the deposit of funds and providing for and authorizing their investment; approving the appointment of standing and special committees; and hiring a person or persons to carry out any of the duties listed herein, while retaining responsibility for the duties as delineated in these bylaws.

Section 2. Number and Term. The board of directors shall consist of the current officers, chairpersons of the standing committees, and the immediate past president. The officers and members of the nomination and election committee shall be elected and installed at the annual meeting of the membership and shall serve for a term of one (1) year, with the exception of the secretary and treasurer whose term of office will be two (2) years, or until their successors are elected. All elections shall be determined by a plurality of the votes cast.

Section 3. Resignation. Any director may resign by giving written notice to the president or to the secretary. Unless otherwise specified in such notice, the resignation shall take effect upon delivery to the designated officer. A resignation need not be accepted in order to become effective.

ARTICLE VI. MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the board of directors shall be held immediately following the annual meeting of the membership of the corporation. No notice of the annual meeting of directors shall be required.

Section 2. Regular Meetings. Regular quarterly meetings of the board of directors may be held at such time and place as may be established by the board of directors or the executive committee. Notice of such regular meetings shall be required. Board members are expected to attend 75% of regular quarterly board meetings.

Section 3. Special Meetings. Special meetings of the board of directors may be called by the president. Special meetings shall be called by the president or by the secretary on the written request of a majority of the entire board of directors, a majority of the entire executive committee or by a majority of the membership. The secretary shall give written notice to each director of special meetings at least three (3) days before the date of said meeting or telephone notice to each director at least twenty-four (24) hours before the meeting.

Section 4. Quorum and Adjournments. At all meetings of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by law, the articles of incorporation or these bylaws. If a quorum is not present at a meeting of the board of directors, the directors present may adjourn the meeting from time to time and from place to place, without notice, other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present.

Section 5. Presiding Officer. The president shall preside at all meetings of the board of directors. If the president is not present, then the president-elect, or the immediate past president, in that order, shall preside. The secretary of the corporation shall act as secretary of the meeting. If the secretary is not present, then a person chosen by the board of directors or the executive committee shall act as secretary.

Section 6. Action by Consent. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a written consent to such

action is signed by all members of the board of directors, and such written consent is filed with the minutes of its proceedings.

Section 7. Meetings by Telephone or Similar Communications Equipment. Any member or members of the board of directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment as long as all directors participating in the meetings can hear each other. Participation in such a meeting shall constitute presence in person by any such director at such meeting.

ARTICLE VII. OFFICERS

Section 1. Designation. The officers shall consist of the president, the president-elect, the immediate past president, the secretary, the treasurer, all of whom shall be elected by the membership. Eligibility for holding office shall be contingent upon one (1) year's active, current experience in the assessment of health care quality and one (1) year of membership in good standing in the corporation. The board of directors may create such other offices as are necessary or appropriate from time to time. All officers of the corporation shall exercise the powers and perform the duties that shall from time to time be determined by the board of directors or by the executive committee.

Section 2. Vacancies In the event of a vacancy in the office of the president, the immediate past president will automatically assume all the duties and responsibilities of the president. In the event of a vacancy in the office of president-elect, the position will be filled by special election. In the event of a vacancy in the office of secretary or treasurer, the president, within thirty (30) days, shall name a successor to complete the term of office subject to the approval of the board of directors.

Section 3. Term of Office. The officers of the corporation shall serve for a term of one (1) year, or until their successors are elected, with the exception of the secretary and treasurer, whose term of office will be two (2) years. The officers shall assume their duties at the close of the annual meeting.

Section 4. President. The president shall be the chief executive officer of the corporation and, subject to the direction of the board of directors and the executive committee, shall perform such executive, supervisory, and management functions and duties as may be assigned to him from time to time by the board of directors and the executive committee, and shall have general charge of the business, affairs and property of the corporation and general supervision over its other officers and agents. The president shall co-sign with the treasurer any contractual or other contingencies for the organization. In general, the president shall perform all duties incident to the office of president and shall see that all orders and resolutions of the board of directors and of the executive committee are carried into effect. The president shall preside at all meetings of the membership and of the board of directors, and deliver the annual address. The president shall appoint the chairpersons of all committees with the exception of the nomination and election committee. The president shall be an ex-officio, non-voting member of all committees. The president shall also serve as spokesperson for the corporation. The president shall prepare an agenda for board meetings, notify board members of meetings,

recommend committee members to the board and serve as liaison with NAHQ. The president is eligible for a term of one (1) year, unless challenged by any member through the nomination and election committee. If the nomination and election committee is unable to fill the office, the committee will prepare a ballot to be submitted, by mail, to the voting membership.

Section 5. President-Elect. The president-elect shall preside over meetings in the president's absence and discharge the duties of the president in the president's absence. The president-elect shall appoint the chairperson of the nomination and election committee from among members of that committee. The president-elect shall be in charge of the corporation's publicity and will serve as chairman of the publicity/newsletter committee. The president-elect may serve a one (1) year term unless challenged by any member through the nomination and election committee. If the nomination and election committee is unable to fill the office, the committee will prepare a ballot to be submitted, by mail, to the voting membership.

Section 6. Immediate Past President. The immediate past president, in the temporary absence or incapacity of both president and president-elect, shall perform the duties and assume the responsibilities of the presidency until the return of said persons or until a successor is elected at regular election. The immediate past president shall serve as parliamentarian and chair of the bylaws committee, and shall be responsible for policy and procedure development and revision (subject to approval by the board).

Section 7. Secretary. The secretary shall attend all meetings of the board of directors and the membership and record all votes and the proceedings of the meetings in a minute book kept for that purpose. The secretary shall perform like duties for the executive committee. The secretary shall give, or cause to be given, notice of all meetings of the membership and special meetings of the board of directors, and shall perform such other duties as may from time to time be prescribed by the board of directors, the executive committee or the president. The secretary shall be responsible for correspondence, reports, and communications within and outside of the organization. The secretary shall keep a record of attendance and distribute the minutes of the meeting to all members prior to the next meeting. The secretary shall give a correspondence report at each regularly scheduled meeting. The secretary shall be responsible for the custody of the corporation's books, records and files. The secretary shall have custody of the seal of the corporation, and shall have authority to affix it to any instrument requiring it, and when so affixed, the seal may be attested by his signature. The board of directors or the executive committee may give general authority to any other officer to affix the seal of the corporation and to attest the affixing thereof by his signature. The secretary may serve for one (1) term of two (2) years.

Section 8. Treasurer. The treasurer shall have custody of the corporate funds and other valuable effects, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may from time to time be designated by the board of directors or the executive committee. The treasurer shall distribute the funds of the corporation in accordance with the orders of the board of directors or the executive committee, taking proper vouchers for such disbursements, and shall render to the president, the board of directors and the executive committee an account of all the treasurer's transactions as treasurer and of the financial condition of the corporation, including the

preparation of financial statements, the annual report and if required, the tax return. The treasurer shall give a financial report at each regularly scheduled meeting and submit an annual financial statement itemizing the receipts and disbursements of the corporation. The treasurer shall prepare an annual budget. The treasurer shall receive all membership applications and verify paid members. The treasurer shall co-sign with the president any contractual or other contingencies for the organization. The treasurer may serve for one (1) term of two (2) years.

Section 9. NAHQ Coordinator/Liaison. The president will serve as the primary contact with NAHQ and as the coordinator of any actions directed by NAHQ (completing required annual forms, etc). The president, or president-elect in the case where the president is not able, will assure communication of the state's needs and expectations to NAHQ leadership, and communicate NAHQ activities to the MsAHQ Board and membership through regular reports. Current MsAHQ president, president elect , secretary and treasurer will be listed with NAHQ as the leadership members expected to attend routine NAHQ Leadership conference calls and participate in NAHQ Leadership electronic List Serve communications.

ARTICLE VIII. COMMITTEES

Section 1. Executive Committee. The board of directors at its first meeting following the annual meeting of the membership may, by resolution adopted by majority of the whole board, appoint from its membership an executive committee. The number of members of the executive committee shall be determined by the board of directors; if no such determination is made, the number of members shall be six (6). The executive committee shall serve until the next annual meeting of the membership. A quorum shall total four (4) members.

(a) **Powers of Executive Committee.** The executive committee shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation to the extent permitted by law. The executive committee shall not (1) authorize distributions, (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets, (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees, or (4) adopt, amend or repeal the articles of incorporation or bylaws. Any action taken by the executive committee shall be deemed to be action of the corporation, except as may be otherwise specifically provided by law, the certificate of incorporation or these bylaws.

(b) **Presiding Officer.** The president shall be the chairman of and preside at meetings of the executive committee. If the president is not present, then the president-elect, or the immediate past president, in that order, shall preside. The secretary of the corporation shall act as secretary at meetings of the executive committee. If the secretary is not present, then a person chosen by the executive committee shall act as secretary of the executive committee.

Section 2. Standing Committees. Participation as chairperson or member of a committee is voluntary.

(a) **Nomination and Election Committee.** The nomination and election committee shall consist of three (3) active members who have been in good standing for at least

two (2) years. The committee shall verify that nominees for office are members in good standing as defined in these bylaws. The members shall be elected by the membership by mailout ballot prior to the annual meeting. The president-elect will appoint the chairperson from the three (3) elected committee members. The committee shall be responsible for developing a slate of nominees who have consented to serve. The committee shall be responsible for preparing and the distributing the election ballot and profiles of nominees to the general membership at least sixty (60) days prior to the annual meeting. The committee shall also verify the validity of and the count of ballots for the annual election of officers and notify the newly elected officers. In the event of a vacancy, the president will appoint a new member.

(b) **Education Committee.** The education committee shall be proposed by the president and approved by the board of directors. The education committee shall consist of at least three (3) active members (including the chairperson). The chairperson shall be chosen by the president. When possible, the membership of the committee should reflect various disciplines involved in the assessment of quality health care. The committee shall prepare and arrange the programs and facilities for all educational meetings. The committee shall keep the membership informed of educational opportunities, publications, and legislative proceedings. The committee shall also obtain appropriate continuing education units. The committee shall register those attending the annual meeting.

(c) **Membership Committee.** The membership committee shall be proposed by the president and approved by the board of directors and shall consist of at least three (3) members (including the chairperson). The chairperson shall be chosen by the president. The committee shall be responsible for the mentor program, the scholarship fund, information for new members, membership promotion and the maintenance of a membership roster.

(d) **Bylaws Committee.** The bylaws committee shall be proposed by the president and approved by the board of directors. The bylaws committee shall consist of at least three (3) members (including the chairperson). The chairperson will be the immediate past president. The committee shall review the bylaws prior to the annual meeting to review and recommend all proposed amendments to the bylaws. All recommendations submitted by other committees shall be submitted to the chairperson and include the current bylaw, the proposed bylaw, and the rationale for the change. The committee shall distribute the current bylaws to the membership.

(e) **Publicity/Newsletter Committee.** The publicity/newsletter committee shall be proposed by the president and approved by the board of directors. The publicity/newsletter committee shall consist of at least three (3) members (including the chairperson). The chairperson shall be the president-elect. The committee shall be responsible, utilizing the electronic web site, for publishing the newsletter, distributing information on National Quality Week, and developing and maintaining a speakers' bureau.

(f) **Historian.** The historian shall be proposed by the president and approved by the board of directors. The historian shall be responsible for maintaining a documented history of the organization. The president shall assign ad hoc committee members to this function as needed.

Section 3. Other Committees. The board of directors, the executive committee, or the president shall, with the approval of the board of directors, appoint other committees as may be appropriate from time to time. All such committees shall report to the board of directors or the executive committee.

Section 4. Responsibilities of Committees. All committees shall be responsible for the duties listed in these bylaws and those duties listed in any policies and procedures as may be developed. Each committee shall be responsible for a report to the board and the publicity/newsletter committee on a timetable appropriate to its activities.

ARTICLE IX. MEETINGS OF COMMITTEES

Section 1. Procedure and Meetings. Except as otherwise provided in these bylaws, each committee shall establish its own rules of procedure and shall meet at such time and place as shall be established by the committee. Each committee shall keep minutes of its meetings.

Section 2. Quorum. A majority of the members of any committee shall constitute a quorum. The act of a majority of the members present at any meeting of any committee at which there is a quorum, shall be the act of such committee.

Section 3. Action by Consent. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a written consent to such action is signed by all members of the committee, and such written consent is filed with the minutes of its proceedings.

Section 4. Meetings by Telephone or Similar Communications Equipment. Any member or members of any committee may participate in a meeting of such committee by means of conference telephone or similar communications equipment as long as all persons participating in such meeting can hear each other. Participation in such a meeting shall constitute presence in person by any such committee member at such meeting.

ARTICLE X. INDEMNIFICATION

Any current or former officer, director, employee or agent of the corporation who is acting on behalf of the corporation, including any officer, director, employee or agent of the corporation who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation to the fullest extent permitted by law.

ARTICLE XI. TRANSACTIONS WITH INTERESTED PARTIES

Section 1. General. A conflict of interest transaction is a transaction with the corporation in which a director of a corporation has a direct or indirect interest. A conflict of interest transaction is not voidable by the corporation solely because of the director's interest in the transaction if the following is true:

(a) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved or ratified the transaction; or

(b) The material facts of the transaction and the director's interest were disclosed or known to the members entitled to vote and they authorized, approved or ratified the transaction; or

(c) The transaction was fair to the corporation.

For purposes of this article, a director of the corporation has an indirect interest in a transaction if (a) another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction, or (b) another entity of which he is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

Section 2. Approval of Direct or Indirect Conflict of Interest Transaction. For purposes of subsection 1(a) of this article, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of directors on the board of directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified under this article by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this article. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 1(a) of this article if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

For purposes of subsection 1(b) of this article, a conflict of interest transaction is authorized, approved or ratified if it receives a vote of the majority of members whose votes are entitled to be counted under this subsection. The vote of a member who is a director who has a direct or indirect interest in the transaction, and the vote of a member who is under the control of an entity described in subsection 1 of this article, may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under subsection 1(b) of this article. The vote of those members, however, shall be counted in determining whether the transaction is approved under other sections of the Mississippi Nonprofit Corporation Act. A majority of the members, whether or not present, whose votes are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this article.

ARTICLE XII. NOTICES

Section 1. **Manner of Delivery.** Whenever notice is required to be given to the membership, it shall be given in writing or emailed to the member at the member's address as it appears on the books of the corporation, unless otherwise specifically provided by law or these bylaws. Notice to a director may be given in writing or emailed to the director at the director's

address as it appears on the books of the corporation, unless otherwise specifically provided by law or these bylaws. Notices given to the membership or directors by mail shall be deemed to be given when they are deposited in the United States mail, postage prepaid or transmitted electronically by email with the documented date and time. Notice to a director may also be given by hand-delivering written notice to the director, by email, by telephoning notice to the director or by facsimile transmission to the director at the director's address as it appears on the records of the corporation. Notices given by hand-delivery, email or facsimile shall be deemed to be given when delivered or transmitted. Notice given by telephone shall be deemed given when telephone contact is made with the director or the director's secretary.

Section 2. Waiver. Whenever any notice is required to be given for any reason, a written waiver thereof signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed to be equivalent to such notice. A member who attends a meeting of the membership without protesting at the commencement of the meeting the lack of notice thereof or any director who attends a meeting of the board of directors, or any committee without protesting at the commencement of the meeting the lack of notice shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XIII. DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes or to a business league as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the chancery court 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 and operated exclusively for such purposes.

ARTICLE XIV. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XV. SEAL

The corporate seal shall have inscribed thereon the name of the corporation, that the corporation is a "not-for-profit" entity and the word "seal."

ARTICLE XVI.
GOVERNING LAW

Mississippi Association for Healthcare Quality, Inc. is a corporation established under the laws of the State of Mississippi. These bylaws are adopted pursuant to the Mississippi Nonprofit Corporation Act and shall be construed in accordance with the laws of the State of Mississippi.

ARTICLE XVII.
AMENDMENTS

The board of directors and the corporation's membership shall have authority to alter, amend or repeal these bylaws and to adopt new bylaws as permitted by law and these bylaws; provided however, the board of directors and the membership shall not amend any provision in a manner which would adversely affect the corporation's exemption under Section 501(c)(6) of the Internal Revenue Code.

These Amended and Restated Bylaws were adopted by the board of directors of Mississippi Association for Healthcare Quality, Inc. on the 5th day of September, 2008 and replace those Bylaws adopted on 28th day of October 1997.

Secretary

Revised September 2008 by MsAHQ Board and vote of Membership- Dorothy Scheuer, Immediate Past President, Chair of Bylaws Committee. Final approval of further revisions February 2009 by membership vote.