

BYLAWS
OF
CLAIBORNE HEALTHCARE FOUNDATION, INC.

Section 1. NAME

- 1.1 The name of this nonprofit corporation shall be Claiborne Healthcare Foundation, Inc.

Section 2. MISSION

- 2.1 Claiborne Healthcare Foundation, a 501 (c) (3) non-profit organization, exists to support specific capital projects identified by the Foundation Board that compliment the mission of Homer Memorial Hospital. The Foundation provides an avenue for community involvement, public education, and philanthropic giving for the purpose of enhancing the healthcare services of Homer Memorial Hospital and sustaining these services for future generations.
- 2.2 Claiborne Healthcare Foundation has been organized exclusive for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Section 3. REGISTERED AGENT

- 3.1 The registered agent for service of process is James H. Colvin, Esq., 522 East Main Street, Homer, Louisiana 71040.

Section 4. REGISTERED OFFICE

- 4.1 The registered office of this corporation is located at 620 East College Street, Homer, Louisiana 71040.
- 4.2 The Corporation may have such offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 5. MEMBERSHIP

- 5.1 The initial Board of Directors shall be Doug Efferson and Buddy Pixley. However, they shall serve in that capacity only so long as to appoint a full Board of Directors. Once accomplished, the Board of Directors, as well as

successive Boards thereafter, shall comprise the "members" of the corporation, as that term is used herein.

Section 6. BOARD OF DIRECTORS

- 6.1 General Powers - The business and affairs of the Corporation shall be managed by a Board of Directors elected or appointed by the members. The Board may exercise all such powers of the Corporation and do all such lawful acts and things which are not by law or by the Articles of Incorporation or these bylaws directed or required to be done by the members. The Board of Directors shall have the authority to make and alter the by-laws of this corporation.
- 6.2 Number - The affairs of the corporation shall be managed by the Board of Directors consisting of at least two (2) and not more than ten (10) natural persons.
- 6.3 Terms - The directors shall hold office for three (3) years, said term ending on December 30th of the third year. Consecutive terms may be served pending a majority vote of the Board at the conclusion of the member's term.
- 6.4 Composition - The Board of Directors shall include but not exclusively be limited to the following:
 - a. Residents with a Claiborne Parish address.
 - b. Representatives from recognized geographic areas or neighborhoods.
 - c. The Chairman of the Homer Memorial Hospital Board of Directors, or his designee, will serve as an ex-officio member of the Claiborne Healthcare Foundation Board of Directors with voting privileges.
 - d. The Homer Memorial Hospital Administrator, the Claiborne Healthcare Foundation Coordinator, and the Homer Memorial Hospital Employee Giving Chair will serve in an advisory capacity to the Board without voting privileges.
- 6.5 Appointment - New Board members shall be chosen from a list composed by the Board and elected by affirmative majority vote of the existing Board of Directors.
- 6.6 Removal - A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

- 6.7 Vacancy - The remaining directors, even though not constituting a quorum, may, by a majority vote, fill any vacancy on the Board (including any vacancy resulting from an increase in the authorized number of directors, or from failure of the members to elect the full number of authorized directors) for an unexpired term, provided that the members shall have the right, at any special meeting called for the purpose prior to such action by the Board, to fill the vacancy.

Section 7. COMPENSATION OF DIRECTORS AND OFFICERS

- 7.1 Directors and/or officers, as such, shall serve without compensation. However, nothing herein shall be constructed to prevent a director and/or officer from receiving compensation from the organization for duties performed other than as a director and/or officer.

Section 8. MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 Meetings - The Board of Directors shall meet at least four (4) times a year. The first meeting of each newly-elected Board shall be held immediately following the annual meeting and at the same place as the annual meeting and no notice of such first meeting shall be necessary to the newly elected directors in order to legally constitute the meeting.
- 8.2 Notice - Notice of a meeting of the Board of Directors shall be given by the Secretary or his/her designee to each Board member not less than two (2) days before the time called for such a meeting.
- 8.3 Special Meetings - The President of the board may call a special meeting on two days' notice given to each director, either personally or by telephone, mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors and if the President and Secretary fail or refuse, or are unable to call a meeting when requested by any two directors, then the two directors may call the meeting on tow days' written notice given to each director.
- 8.4 Quorum - A majority of the Board shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.
- 8.5 Voting - If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed in Section 8.4 hereof, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a

quorum as fixed in Section 8.4 hereof, or the refusal of any director present to vote. Each director shall have one vote and such voting shall not be done by proxy.

- 8.6 Attendance - Absence of a Board member from three (3) consecutive meetings of the Board of Directors, for which no sufficient reason is presented, shall be considered equivalent to resignation and he/she shall be so notified by the President of the Board.

Section 9. OFFICERS

- 9.1 The officers of the Corporation shall be chosen by the Directors and shall be a President, Secretary, and Treasurer. Only voting members of the Corporation may be officers. If there is only one voting member, all officers may be combined in his person. The officer or offices held by an officer shall become vacant if he ceases to be a voting member.
- 9.2 The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 9.3 All officers and agents of the corporation shall serve without compensation, except as otherwise provided in Section 7.1 thereof.
- 9.4 The officers shall hold office at the pleasure of the directors.
- 9.5 The President shall be the chief executive officer of the corporation and the Chairman of the Board of Directors; he/she shall preside at all meetings of the members, shall have general and active management of the business of the Corporation, and shall see that all orders and resolution of the Board of Directors are carried into effect.
- 9.6 The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board, and shall perform other duties as may be prescribed by the Board or President, under whose supervision he shall be. He/she shall keep in safe custody the seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer.
- 9.7 The Treasurer shall have the custody of the corporate funds and securities 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 be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 10. MEMBERSHIP MEETINGS

- 10.1 The annual membership meeting of this organization shall be held in November each and every year.
- 10.2 The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
- 10.3 The presence of not less than 50% percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization.
- 10.4 Special membership meetings of the organization may be called by the President when he deems it in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.
- 10.5 At the request of two members of the Board of Directors or 25% of the members of the organization, the President shall cause a special membership meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.
- 10.6 No other business but that specified in the notice may be transacted at such special membership meeting without the unanimous consent of all present at such meeting.

Section 11. NOTICES

- 11.1 Any written notice required or permitted by law, the Articles of Incorporation or the bylaws to be given to any shareholder or director shall be deemed to have been given to such shareholder or director when such notice is served upon such shareholder or director on one business day

after such notice is placed in the United States mail, postage prepaid, addressed to such shareholder or director at his last known address.

- 11.2 Whenever any notice is required to be given by law or the Articles of Incorporation, or the bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 12. VOTING

- 12.1 At all meetings, votes shall be by voice, or if the President so requires, by the raising of one hand.
- 12.2 At any regular or special meeting, if a majority so requires, any question may be voted upon by ballot. Prior to the commencement of a vote by balloting, the President shall appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. The ballots provided shall not have any markings that would indicate the person who cast the ballot. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Section 13. COMMITTEES

- 13.1 All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of three (3) years or less if sooner terminated by the action of the Board of Directors.
- 13.2 The Board may designate one or more committees, each committee to consist of one or more of the directors of the corporation (and one or more directors may be named as alternate members to replace any absent or disqualified regular members), which, to the extent provided by resolution of the Board or the bylaws, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to documents. Such committee or committees shall have such name or names as may be stated in the bylaws, or as may be determined, from time to time, by the Board. Any vacancy occurring in any such committee shall be filled by the Board, but the President may designate another director to serve on the committee pending action by the Board. Each such committee shall hold office during the term of the Board constituting it unless otherwise ordered by the Board.
- 13.3 Any action which may be taken at a meeting of the Board or any committee thereof, may be taken a consent in writing signed by all of the

directors or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board or committee.

- 13.4 Members of the Board may participate at and be present at any meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment if all persons participating in such meeting can hear and communicate with each other.

Section 14. CONTRACT CHECKS, DEPOSITS, AND FUNDS

- 14.1 The Board of Directors may authorize any officer(s) or agent(s) of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or specific, provided that the Board shall have no authority to authorize any contracts or instruments which would deprive the corporation of its tax-exempt status, contributions to which are tax deductible, under the Internal Revenue Laws of the United States
- 14.2 All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation in such manner as set forth in these by-laws or as determined by resolution of the Board of Directors.
- 14.3 The funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 14.4 The Board of Directors may solicit and accept on behalf of the corporation any contributions, gift bequest, legacy of money, or any type of property for the general purposes or for any special purpose of the corporation.
- 14.5 The Board of Directors may cause corporate funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

Section 15. BOOKS AND RECORDS

- 15.1 The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its active members and Board of Directors. The accounting year shall end on June 30.
- 15.2 The corporation shall keep at the Registered Office a record giving the names and addresses of the members.

- 15.3 All books and records of the corporation may be inspected by any active member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 16. INDEMNIFICATION

- 16.1 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; however, in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expenses of litigating the action of conclusion) actually and reasonably incurred in connection with the defense of settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged by a court of competent jurisdiction after exhausting all appeals therefrom to be liable for willful or intentional misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 16.2 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

- 16.3 The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable and the Board of Directors so directs, by independent legal counsel, or (3) by the shareholders.
- 16.4 The expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 10.3 above, without regard to whether participating members thereof are parties to such action, suit or proceeding upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized hereunder.
- 16.5 The indemnification and advancement of expenses provided hereunder shall not be deemed exclusive of any other rights to which one indemnified or obtaining advancement of expenses is entitled under any bylaw, agreement, authorization of shareholders or directors regardless of whether directors authorizing such indemnification are beneficiaries thereof or otherwise both as to his action in his official capacity and as to his action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives; however, no such other indemnification measure shall permit indemnification of any person for the result of such person's willful or intentional misconduct.
- 16.6 The Corporation may procure or maintain insurance or other similar arrangement on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the Business Corporation Law of Louisiana. Without limiting the power of the Corporation to secure or maintain any other kind of insurance or similar arrangement, the Corporation may create a trust fund or other form of self-insurance arrangement for the benefit of persons indemnified by the Corporation and may procure or maintain such insurance with any insurer deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities thereof are owned in

whole or part of the stock or other securities thereof are owned in whole or part by the Corporation. In the absence of actual fraud, the judgment of the Board of Directors as to the terms and conditions of such insurance or self-insurance arrangement and the identity of the insurer or other person participating in a self-insurance arrangement shall be conclusive and such arrangement for insurance shall not be subject to voidability and shall not subject the directors approving such arrangement to liability on any ground regardless of whether directors participating and approving such insurance arrangement shall be the beneficiaries.

Section 17. AMENDMENTS

17.1 These bylaws may be amended or repealed by the Board of Directors at any regular or special meeting or by the members at any annual or special meeting, provided notice of the proposed amendment or repeal be contained in the notice of such annual or special meeting of members. Any changes to the Mission (Section 2) of the bylaws must be approved by the Homer Memorial Hospital Board of Directors before being considered approved and in effect.

DATE ADOPTED: 1-9-2008 Joey White
SECRETARY