

**AMENDED BY-LAWS OF
MEMORIAL HOSPITAL ASSOCIATION, d.b.a.,
BEARTOOTH HOSPITAL & HEALTH CENTER**

ARTICLE I. OFFICES, PURPOSES & POWERS & CORPORATE SEAL

Section 1. Principal Office in State of Montana

The principal office of the Corporation in the State of Montana shall be located at Beartooth Hospital and Health Center, 600 West 21st Street, City of Red Lodge, County of Carbon, Montana 59068 and its registered agent at such address shall be the Administrator/Chief Executive Officer.

Section 2. Purposes and Powers

The Corporation, by the adoption of these Bylaws, does reaffirm and incorporate herein the purposes for which this Corporation is formed as set forth in the Articles of Incorporation on file in the office of the Secretary of State of Montana and in the office of the Clerk and Recorder of Carbon County, Montana, and the Corporation shall be one maintained strictly as a non-profit, charitable corporation.

Section 3. Corporate Seal

The Corporation shall have a corporate seal consisting of a circle having on its circumference the words "Memorial Hospital Association, Red Lodge, Montana, a non-profit corporation".

ARTICLE II. MEMBERSHIP

Section 1. Classes of Membership

There shall be two (2) classes of membership in this Corporation as follows: Class A membership (General) and Class B membership (Billings Clinic).

Section 2. Class A Membership Qualification

Class A (General) Membership in the Corporation shall consist of those persons who are at least eighteen (18) years of age, and who have indicated their interest in the maintenance of adequate medical facilities and high standards of medical care in the area, serviced by Beartooth Hospital and Health Center and have purchased a Class A membership to the Memorial Hospital Association.

- A) The first year single membership cost shall be \$25.00.
- B) Yearly single membership fees thereafter shall be \$25.00 to retain voting status, which must be paid consecutively to retain voting status.

C) The Corporation may, at its annual meeting, elect to honorary Class A membership, with equal rights and responsibilities as other Class A members, such persons who have rendered distinguished services to the purpose of the Corporation as expressed in its Articles of Incorporation.

D) Class A members shall be issued certificates of membership and shall be entitled to participate in the affairs of the Corporation, and to vote at all regular or special meetings of the members as may be called. Class A members shall hold seventy-five percent (75%) of the total membership (Class A and Class B) voting rights. However, Class B Directors who are Class A Members shall not have any voting rights as a Class A Member.

E) A Class A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

F) A Class A member may not be expelled or suspended or otherwise removed and membership may not be terminated or suspended except pursuant to a procedure that is fair and reasonable as specified in Section 35-2-520, MCA (1999 or as may later be amended).

Section 3. Class B Membership Qualification

Class B membership in the Corporation shall be limited solely to the Billings Clinic of 2800 10th Avenue North, Billings, Montana 59101.

A) Billings Clinic's yearly membership fee shall be \$25.00, which must be paid yearly to retain voting status.

B) As the sole Class B member, Billings Clinic shall be issued a certificate of membership and shall be entitled to participate in the affairs of the Corporation, and to vote at all regular or special meetings of the members as may be called. Billings Clinic shall hold twenty-five percent (25%) of the total membership (Class A and Class B) voting rights.

C) The Class B member may resign at any time. The resignation of the member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

D) The Class B member may not be expelled or suspended or otherwise removed and its membership in the Corporation may not be terminated or suspended.

Section 4. Powers

Because substantially all corporate powers are exercised by and under the authority of the Board of Directors, and all affairs of the Corporation are managed under the direction of the Board of Directors, the voting powers of the membership are limited to those acts or decisions provided by law as follows:

- 1) The election and removal of directors;

- 2) Any amendment to the Articles of Incorporation or these Bylaws that would terminate all members or any class of members or redeem or cancel all memberships or any class of memberships;
- 3) Any amendment to the Articles of Incorporation or these Bylaws which relates to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected (subject to Section 5.I. below);
- 4) The merger of the Corporation with another business entity;
- 5) The sale, lease, exchange or other disposition of all or substantially all of the Corporation's property, which may include goodwill, other than in the usual and regular course of its activities on the terms and conditions and for the consideration determined by the board; and
- 6) The dissolution of the Corporation.

All of the above-mentioned acts or decisions, except those identified in subsection 1 and 3 above, are subject to approval by the board before they can be implemented.

Section 5. Meetings of Members

A) **Annual Meeting.** The annual meeting of the Corporation shall be held in accordance with Section 35-2-526, MCA (1999 or as may be subsequently amended) on the fourth Tuesday of April of each year for the purpose of electing directors, reporting on affairs of the Corporation, and transacting such other business as may properly come before the meeting. Annual meetings shall be held at Red Lodge, Montana.

B) **Special Meetings.** Special meetings of the Corporation may be called in accordance with Section 35-2-527, MCA (1999 or as may be subsequently amended) by the President of the Board or by a majority of the Board, and shall be called by the President on the written request of either the Class B member or of not less than 10 Class A members of the Corporation, delivered or mailed by certified mail to the President of the Board of Directors. No business shall be conducted at a special meeting other than that stated in the meeting notice.

C) **Notice.** Notice of the time, place and agenda of any meeting of members shall be given in accordance with Section 35-2-530, MCA (1999 or as may be subsequently amended), disseminated to the members not less than ten (10) days before the meeting, or, if notice is mailed by certified mail, not less than 30 nor more than 60 days before the meeting date.

D) **Waiver of Notice.** In accordance with Section 35-2-531, MCA (1999 or as may later be amended) a member may waive a notice required by statute or these Bylaws, before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the Corporate records. A member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and, (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

E) Quorum. In accordance with Section 35-2-527, MCA (1999 or as may later be amended) a quorum for the transaction of business at a meeting of the Corporation shall consist of not less than twenty percent (20%) of the Class A members of the Corporation, registered in person or by proxy, and the Class B member. Class B attendance is required by person or proxy. The attendance of the Class B member is not required to establish a quorum if the Class B member has been given notice and fails to show by person or proxy. A Bylaw amendment to increase or decrease the quorum for any member action may only be approved by the Board of Directors. Unless one-third or more of the Class A members and the Class B member are present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

F) Participation. Each member of the Corporation shall be qualified to originate and take part in the discussion of any subject that may properly come before any meeting of the Corporation and to vote on such subject.

G) Voting. Each member shall be entitled to vote at any meeting of the members on any question or action properly before the membership, with the exception of the election of Directors, in accordance with the following:

- i) The number of Class A members voting by person or by proxy on any individual issue shall constitute 75% of the total membership (Class A and Class B) votes.
- ii) The votes allowed the Class B member on any individual issue shall equal one-third (1/3) of the total number of votes cast by the Class A members.

H) Election of Board of Directors. The two classes of membership of the Corporation shall be entitled to designate or elect Board members as follows:

- i) Class A Members. Class A members shall be entitled to elect nine (9) Board members. The Class A members shall vote for one nominee for each vacant Board position with each Class A member being entitled to vote for each Director to be elected by said class.
- ii) Class B Member. Class B member shall be entitled to appoint three (3) Board members, and shall so designate a Director whenever there is a vacant Class B Board position.

I) Manner of Acting. Pursuant to Section 35-2-538, MCA (1999 or as later may be amended) or as otherwise provided in these Bylaws or in the Articles of Incorporation, the affirmative vote of the votes represented and voting, if they are a majority of the required quorum, is the act of the members. A Bylaw requirement to increase or decrease the vote required for any member action must be approved by the Board of Directors. The following act requires an affirmative vote of at least eighty percent (80%) of the membership voting at a meeting duly held at which a quorum is present:

- i) Any amendment to the Articles of Incorporation or these Bylaws which relates to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected.

J) Proxies. In accordance with Section 35-2-539, MCA (1999 or as may later be amended), a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form, either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form. However, a proxy is not valid for more than 3 years from its date of execution. An appointment of a proxy is revocable by the member. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

K) Action by written consent. In accordance with Section 35-2-529, MCA (1999 or as may later be amended), action required or permitted by law or by these Bylaws to be approved by the members may be approved without a meeting of the members if the action is approved by members holding at least 80% of the voting power. The action must be evidenced by one or more written consents that describe the action taken, be signed by those members representing at least 80% of the voting power, and be delivered to the Corporation for inclusion in the minutes or filing with the Corporate records. Except as specified in Section 35-2-529, MCA (1999 or as may later be amended), the record date for determining members entitled to take action without a meeting is the date the first member signs the consent described in this paragraph. A consent signed under this paragraph has the effect of a meeting vote and may be described as a vote in any document filed with the secretary of state. Written notice of member approval pursuant to this paragraph must be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this paragraph is effective 10 days after written notice is given.

L) Action by written ballot. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter in the manner specified in Section 35-2-533, MCA (1999 or as may later be amended).

M) Members' list for meeting. Pursuant to Section 35-2-535, MCA (1999 or as may later be amended), after fixing a record date for a notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting, in the manner and process as specified in Section 35-2-535, MCA (1999 or as later may be amended).

ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers

Except as otherwise provided by law, the Articles of Incorporation or by these Bylaws, the Board of Directors shall have and exercise full power and authority to do all things deemed necessary and expedient in the governance, management and control of the business and affairs of the Corporation, including without limitation, establishing policies to guide the operation of the Facility, including the critical access hospital and skilled nursing center, home care agency and other services offered by Beartooth Hospital and Health Center, consistent with the laws of the State of Montana for the guidance of the officers and the affairs of the Corporation.

Section 2. Number and Qualification

A) The Board shall consist of twelve (12) Directors, nine (9) of whom shall be elected by the Class A members ("Class A Directors"), and three (3) of whom shall be appointed by the Class B member ("Class B Directors"). This number may be changed only by amendment to these Bylaws. The number of Class A Directors shall never consist of less than five (5) individuals and the number of Class B Directors shall never consist of less than three (3) individuals. All Directors must be Class A members in good standing holding membership certificates in the Corporation. However, Class B Directors shall not be allowed to vote as a Class A Member. Directors shall be selected for their experience, relevant areas of interest and expertise, and ability and willingness to participate effectively in fulfilling the Board's responsibilities. To avoid conflicts of interest, the Corporation's regular, contract, or leased employees shall not be eligible to serve as Directors. A Corporation regular, contract or leased employee who resigns or is terminated from employment is not eligible to serve as a Director for a two-year period from the date such resignation or termination is effective.

Section 3. Election and Tenure

Each Director shall hold office for a term of three (3) years and until his/her successor is duly elected or appointed and qualified, unless he/she sooner resigns or is removed pursuant to Section 4 or Section 7. The Director's terms shall be staggered so that 3 of the Class A Directors' terms expire each year at the Corporation's annual meeting and 1 of the Class B Director's terms expires each year at the Corporation's annual meeting. During their annual meeting each year: a) the Class A members of the Corporation shall elect persons to fill Class A vacancies on the Board created by expiring terms, whose term of office shall begin immediately after election; and b) the Class B member shall appoint persons to fill Class B vacancies on the Board created by expiring terms, whose term of office shall begin immediately after appointment.

Section 4. Resignation and Removal

A) Resignation. Any Director may resign at any time by giving written notice to the Board

of Directors, its presiding officer, the President, or the secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in it.

B) Removal. Directors may be removed without cause only by the members of that Class (A or B) that elected or appointed them. Removal of Directors is governed by Sections 35-2-421 and 422 MCA (1999 or as may later be amended).

Section 5. Vacancies

A) Class A Directors. Vacancies in elected Class A directorships due to death, removal or resignation, shall be filled by election by the remaining number of Class A Directors, even if the number so remaining is less than a quorum. Any Director so elected holds office for the unexpired portion of the term.

B) Class B Directors. Vacancies in appointed Class B directorships due to death, removal or resignation shall be filled by appointment by the Class B member. Any Director so appointed holds office for the unexpired portion of the term.

Section 6. Attendance at Meetings

If, without good cause, a Director is absent for six (6) consecutive meetings of the Board, it shall cause automatic removal from the Board and the committee(s) as applicable. Requests for excused absences shall be submitted for approval by the President or designee before the planned absence. An excused absence shall not be considered in determining whether absences are consecutive.

Section 7. Meetings of Directors

A) Regular Meetings. The Board of Directors shall hold a regular meeting at Beartooth Hospital and Health Center on the fourth Tuesday of each month or at such other time or place as the Board may decide and direct by resolution. The Board may permit any or all Directors to participate in a regular or special meeting by or to conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

B) Special Meeting of the Board. Special meetings of the Board may be called by the President or shall be called at the request of at least five (5) Class A Directors or three (3) Class B Directors. No business shall be conducted at a special meeting other than that stated in the notice of the meeting. Notice of the time, date and place of any special meeting of the Board shall be given to each Director either by First Class mail, orally in person, personally over the telephone, or by e-mail, not less than seventy-two (72) hours before the meeting.

C) Quorum. A Majority of Directors in office immediately before a meeting begins constitutes a quorum for the transaction of business at any meeting of the Board.

D) Voting. Each Director present is entitled to one (1) vote on any matter before the Board. Voting by proxy is not permitted as the Directors must be present to vote.

E) Manner of Acting. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The following acts or decisions require an affirmative vote of at least eighty percent (80%) of the Directors present at a meeting duly held at which a quorum is present:

- i) Any revision of the membership (including the establishment of any additional rights, privileges or duties corresponding to either class of members, or the elimination of any rights, privileges or duties corresponding to either class of members), governance or legal structure of the Corporation including its Articles of Incorporation and Bylaws;
- ii) Any revision to the name of the Corporation, its d/b/a (Beartooth Hospital and Health Center) or its brand identity;
- iii) The sale, lease, exchange or other disposition of all or substantially all of its property other than in the usual and regular course of its activities, including the merger or consolidation of the Corporation with another business entity;
- iv) The dissolution of the Corporation.

No action may be taken to adopt any act or decision set forth above unless the proposed action is presented for a first reading at a regular or special meeting, and then carried over and read again at a subsequent regular or special meeting at which time a vote may be taken.

F) Action without a meeting. Action required or permitted by law, the Articles or these Bylaws to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes filed with the Corporate records reflecting the action taken. Action taken under this paragraph is effective when the last Director signs the consent unless the consent specifies a different effective date. A consent signed under this paragraph has the effect of a meeting vote and may be described as a vote in any document.

G) Waiver of notice. A Director may at any time waive a notice required by law, the Articles or these Bylaws. Except as provided in the next sentence, the waiver must be in writing, be signed by the Director entitled to the notice, and be filed with the minutes or the Corporate records. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law, the Articles or these Bylaws, objects to lack of notice and does not vote for or assent to that action.

Section 8. Standards of Conduct

All Directors shall familiarize themselves and abide by the standards of conduct set forth in Section 35-2-416, MCA (1999 or as may later be amended).

Section 9. Conflicts of Interest

All Directors shall familiarize themselves with and abide by the conflict of interest provisions contained in Section 35-2-418, MCA (1999 or as may later be amended). Notwithstanding these provisions, there shall be no conflict of interest for a Class B Director, who is an employee, officer or director of the Billings Clinic, to vote on any transaction to which the Billings Clinic is a party.

Section 10. Board Committees

The Board of Directors may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee must have two or more Directors who serve at the pleasure of the Board. The creation of a committee and appointment of members to it must be approved by the greater of: (1) a majority of all the Directors in office when the action is taken, or (2) the number of Directors required by the Articles or these Bylaws to take action under Article III, Section 7, subpart (C) ("Quorum") of these Bylaws.

ARTICLE IV. OFFICERS

Section 1. Officers

The officers of the Corporation shall be a president, vice-president, a secretary/treasurer, and such other officers as the Board of Directors may authorize, elect or appoint. Any person may simultaneously hold more than one office in the Corporation. All officers shall be members of the Board of Directors. The Board shall also appoint a Chief Executive Officer to carry out the duties and responsibilities as outlined in Article V. The Chief Executive Officer shall have such title as designated by the Board.

Section 2. Election and Tenure

The Board of Directors shall elect the officers of the Corporation at a special Board meeting immediately following the annual meeting each year. Officers shall hold office for a period of one (1) year or until their successors have been duly elected and qualified.

Section 3. Resignation and Removal

A) Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later date specified in it.

B) Removal. Any elected or appointed officer or agent may be removed by the Board with or without cause by a two-thirds (2/3) vote of the total Board membership.

Section 4. Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 5. Duties of the Officers

A) President. The President is the principle corporate officer of the Corporation, serves as chairperson and presides at all meetings of the Board, the Executive Committee and the members of the Corporation. . Except as otherwise specified, he/she appoints the members and chairperson of each Board committee, subject to the approval of the Board. He/she may sign on behalf of the Corporation any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board by these Bylaws to some other officer or agent, or is required by law to be otherwise signed or executed. He/she shall also perform all duties incident to the office of President and shall perform such other duties as may be prescribed by the Board from time to time.

B) Vice President. The Vice President shall perform such duties as may be assigned to him/her by the Board or the President. In the absence of the President or when, for any reason, the President is unable or refuses to perform his/her duties, the Vice President shall perform those duties to the full power of, and subject to the restrictions of, the President.

C) Secretary/Treasurer. The Secretary/Treasurer shall act as Secretary of both the Board of Directors and the Corporation. The Secretary/Treasurer shall provide for the keeping of minutes of all meetings of the Board, Board Committees, and the members of the Corporation and shall assure that such minutes are filed with the records of the Corporation. He/she shall be responsible for authenticating the records of the Corporation. He/she shall give or cause to be given appropriate notices in accordance with these Bylaws or as required by law, and shall act as custodian of all corporate records or reports. The Secretary/Treasurer shall keep or cause to be kept a roster showing the names of the current members of the Corporation and their addresses. He/she shall perform all duties incident to the office and shall perform such other duties as may be assigned from time to time by the President of the Board.

D) The Secretary/Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation and in general perform all duties incident to the office and other such duties as may be assigned from time to time by the President or the Board.

Section 6. Standards of Conduct

All officers shall familiarize themselves with and abide by the standards of conduct as set forth in Section 35-2-441, MCA (1999 or as may later be amended).

ARTICLE V. CHIEF EXECUTIVE OFFICER

Section 1. Appointment.

The Board shall select and appoint an experienced Administrator to serve as the Chief Executive Officer and to be its direct executive representative in the management of the Facility. The Chief Executive Officer shall be given the necessary authority and be held responsible for the management of the facility and all its departments subject only to the policies enacted by the Board or any committees to which the Board has delegated power for such action. He/she shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated some other person or group to act.

Section 2. Authority and Duties.

The Chief Executive Officer shall, subject to the directions of the Board:

- 1) Be responsible for implementing policies established and plans authorized by the Board for operation of the Critical Access Hospital, Skilled Nursing Center, Home Care and all related services, and for advising on the formation of these policies and plans.
- 2) Provide liaison among the Board, the Medical Staff and the Departments of the Facility and assist in coordinating the activities of the Facility departments with those of the Medical Staff.
- 3) Send periodic reports to the Board and the Medical Staff on the overall activities of the facility as well as on the appropriate federal, state and local developments that affect the operation of the facility.
- 4) Provide the Board and Board committees with such staff and administrative support and personnel as they may reasonably require.
- 5) Provide the Facility's professional staffs with the administrative support and personnel reasonably required to carry out their review, evaluation and monitoring activities.
- 6) Organize the administrative functions of the Facility, delegate duties, and establish formal means of accountability on the part of subordinates.
- 7) Develop and submit to the Board a plan of organization of the Facility departments and other organizational components, showing lines of authority, responsibility and interrelationships.
- 8) Be responsible, except as otherwise provided by the Board, for selecting, employing, controlling, and discharging employees and for developing and maintaining personnel policies and practices.

- 9) Establish such Facility administrative departments as are necessary, provide for departmental and interdepartmental meetings, and attend or be represented at such meetings.
- 10) Work with the Finance Committee in annually reviewing and updating a capital budget.
- 11) Work with the Finance Committee in annually preparing an operating budget showing the expected receipts and expenditures and supervise the business affairs of the Corporation to assure that funds are expended to the best possible advantage.
- 12) Oversee the maintenance and insurance of all physical properties and assist the Board in planning for and constructing or acquiring new facilities and equipment.
- 13) Represent Beartooth Hospital and Health Center in its relationship with other agencies.
- 14) Attend personally or by designee all meetings of the Board, Board committees, and standing ad hoc committees of the Medical Staff.
- 15) Perform any other duties within the expressed or implicit terms of his/her duties hereunder that may be necessary for the best interest of Beartooth Hospital and Health Center.
- 16) Designate, in writing, other individuals by name or position who are, in order of succession, authorized to act for him/her during any period of his/her absence from Beartooth Hospital and Health Center.
- 17) Perform such other duties as the Board shall from time to time direct.

**ARTICLE VI. REVIEW AND AMENDMENT OF BYLAWS
AND ARTICLES OF INCORPORATION**

Section 1. Annual Review

The Bylaws and the Articles of Incorporation shall be reviewed annually by the Governing Board of Director's Executive Committee and if necessary, recommendations made to the full Governing Board for amendment.

Section 2. Procedure


These Bylaws or the Articles of Incorporation may be amended as follows:

- A. By the Board: If the amendment does not relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected, the Directors may amend by an affirmative vote of at least eighty percent (80%) of the Directors present at a meeting duly held at which a quorum is present.
- B. By the Members: If the amendment does relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected, the members may amend by an affirmative vote of at least eighty percent (80%) of the voting power, as defined in Article II, Section 4 (E, F, & G), at an annual or special meeting.
- C. If the Board or the members seek to have the amendment approved by the members at the membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with sections 35-2-230(4), and 35-2-530, Montana Code Annotated.

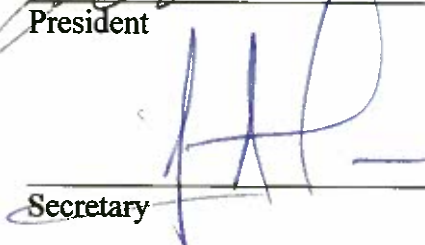
CERTIFICATE OF ADOPTION OF AMENDED BYLAWS

The undersigned hereby certify that the above and foregoing Amended Bylaws of said Corporation were adopted on Jan 6, 2009, and the same do now constitute a complete copy of the Amended Bylaws of the Corporation, inclusive of all previously adopted Bylaws and amendments.

IN WITNESS WHEREOF, the undersigned President and Secretary of Memorial Hospital Association, being duly authorized on behalf of said Corporation, have executed this document on the 7th day of Jan, 2009.



President



Secretary