

APPENDIX C: BYLAWS OF MIDDLE TENNESSEE SCHOOL OF ANESTHESIA, INC.

Revised: May 10, 2016

ARTICLE I

ORGANIZATION

Section 1. Name. This organization shall be known and designated as the Middle Tennessee School of Anesthesia, Inc. (hereinafter, "MTSA" or "the Corporation"), and these Bylaws (hereafter, "Bylaws" or "the Bylaws") shall govern the business and affairs of the Corporation, subject to the provisions of the Charter of the Corporation and any applicable provisions of the Tennessee Nonprofit Corporation Act and such other applicable state or federal laws as the same may be now in effect or as hereafter amended.

Section 2. Principal Office and Address. The principal office of the Corporation shall be located at, and its address shall be 315 Hospital Drive, Madison, Tennessee 37116.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purpose. The Corporation has been organized to provide graduate education in nurse anesthesia, to improve educational opportunities for nurse anesthetists, to promote excellence in nurse anesthesia education at the local, state and national levels, and to advocate on matters concerning nurse anesthesia practice and education.

Section 2. Powers. To effectuate the foregoing purposes, the Corporation is empowered to establish such programs of study as the Board of Trustees (hereafter, "Board" or "the Board") shall authorize, seek accreditation from agencies including, but not limited to, the Council on Accreditation of the American Association of Nurse Anesthetists and the Commission on Colleges of the Southern Association of Colleges and Schools. In addition thereto, the Corporation shall have the power to solicit and accept voluntary contributions from individuals and the community, and to seek grants and funding from local, state, and federal governments as permitted by law.

ARTICLE III

BOARD OF TRUSTEES, OFFICERS, AND MEMBERS

Section 1. The Corporation shall have no members.

Section 2. General Powers. All powers of the Corporation shall be exercised by the Board. The Board shall be the governing body of the Corporation and shall have authority to do all things necessary to carry out its purposes and

powers. The Board shall determine the policies and procedures necessary and applicable thereto and shall promulgate and publish said policies for use by the administration of the Corporation. The Board shall give final approval to any printed or graphic material to be used in connection with Corporation activities and may delegate authority to approve printed and graphic material to the Executive Committee and/or the President.

Section 3. Trustees. The maximum number of Trustees shall be fixed at eleven (11) which number shall include nine (9) Trustees and, in addition thereto, the Chairman and Vice Chairman of the Board. Beginning with the rotation to be established at the August 24, 2015 meeting of the Board, three (3) Trustees shall be appointed for a three (3) year term; three (3) Trustees shall be appointed for a (2) year term; and three (3) Trustees shall be appointed for a one (1) year term. One of the Trustees appointed for a one-year term shall be the president of the MTSA Alumni Association. The seat occupied by the Alumni Association president shall remain a one (1) year term position. No more than three (3) of the nine (9) Trustees shall be licensed, practicing anesthesiologists. In addition, beginning with the Board meeting to occur on August 24, 2015, there is created the Nila Sherrill Distinguished Service Chair as an adjunct Board position. As provided in Article III, Section 7 of these Bylaws, the Nominating Committee shall recommend, and Board shall have the authority select an individual who has provided distinguished service to the institution to occupy the chair. The occupant of the Nila Sherrill Chair shall be entitled to vote upon any matter of business considered by the Board; however, the chair shall not count toward the declaration of the quorum required for the transaction of business pursuant to Article IV, Section 5.

Section 4. Tenure. The Board of Trustees shall be self-perpetuating. The term of each Trustee shall be three (3) years and each Trustee shall be eligible for election for two (2) additional terms. Former Trustees shall be eligible for reelection to the Board after a one year absence from service as a Trustee. One third of the membership of the Board of Trustees shall be elected each year at the annual meeting of the Trustees. The president of the alumni association shall serve a one (1) year term.

Section 5. Compensation. Trustees shall receive no compensation for their service as Trustees.

Section 6. Officers. The officers of the Corporation shall be the Chairman (who shall be the "President" for purposes of the Tennessee Nonprofit Corporation Act), the Vice Chairman, the Secretary, and the Treasurer. The Chairman and Vice Chairman shall be members of the Board of Trustees, shall be elected by the Board, and shall have the authority to vote on all matters pending before the Board. Either the Chairman of the Board or the Vice Chairman shall be an anesthesiologist, or a certified registered nurse anesthetist (at either the masters or doctoral degree level). The Secretary and the Treasurer of the Corporation shall be nominated by the Chairman and ratified by the Board. For the purpose of establishing a rotation in office, effective August 24, 2015 the Chairman shall serve a two-year term of office and the Vice Chairman shall serve a three (3) year term of office. Upon the next election for each office, the term for each office shall be established at three years. The Chairman shall be eligible to serve two (2) consecutive terms in office and shall be eligible for reappointment as a Trustee after a one (1) year absence from the Board. At the conclusion of the term of office of the Chairman, the Vice Chairman shall be eligible for election as Chairman and shall be eligible to serve two (2) consecutive three (3) year terms of office. The Vice Chairman, who is subsequently elected Chairman, shall be eligible for election as a Trustee after a one (1) year absence from the Board.

Section 7. Executive Committee. The Board shall have an Executive Committee which shall possess all of the powers of the Board except as may be limited by the Tennessee Nonprofit Corporation Act. The members of the Executive Committee shall be the Chairman and the Vice Chairman of the Board and the President of MTSA. At each meeting of the Executive Committee, the presence of a majority of its members shall be necessary and sufficient to constitute a quorum and any such quorum shall be entitled to act by a majority of those present at its meetings. In addition to any other duties that may be proscribed by the Board, the Executive Committee shall serve as the Nominating Committee for the Board. Minutes of all Executive Committee sessions shall be recorded and presented at the next regular board meeting.

Section 8. Chairman. The Chairman shall preside at all meetings of the Board and of the Executive Committee, and shall also have such other powers, and perform such other duties as may from time to time be prescribed by the Board. Except as provided in Section 7 herein, the Chairman shall have the authority to appoint standing committees and the chairs thereof and chairs of such other ad hoc committees as are deemed necessary to assist with the various responsibilities of the Board or to give guidance regarding the mission of the Corporation. The Chairman shall consult with the chairmen of the ad hoc committees for the purpose of seeking volunteers for said committees.

Section 9. Vice Chairman. The Vice Chairman shall preside at meetings of the Board in the absence of the Chairman and shall perform such other duties as are assigned by the Chairman.

Section 10. Secretary. The Secretary shall record, produce and preserve the minutes of all meetings of the Board in permanent form. The Secretary shall attend to the giving of all notices as directed by the President or the Board, shall have charge of such books and papers as the Board may require. The Secretary shall prepare any reports that either the Board or the Chairman may request, and shall perform all acts incident to the office of Secretary, subject to the control of the Chairman and the Board.

Section 11. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer, subject to the provisions of these Bylaws, shall have general responsibility for all funds collected by the Corporation. The Treasurer shall be responsible for the collection and depositing of all funds of the Corporation, maintaining all records of the Corporation, and preparing and filing all reports required by law or regulation. The Treasurer shall have such other powers and perform such other duties as may from time to time be prescribed by the Board. The Executive Committee may appoint one or more Assistant Treasurers to assist the Treasurer.

Section 12. Resignations. The Chairman may resign at any time by giving written notice to the Board. Any other officer may resign at any time by giving written notice to the Chairman; provided, that the Treasurer's resignation shall be effective upon the appointment of a new Treasurer, which the Chairman, or the Board in the event the Chairman's position is vacant, must do within five (5) days of receipt of such resignation.

Section 13. Removal of Officers. Any officer may be removed by the Board at any time for just cause and through the use of a process that affords the officer who is recommended for removal to address the Trustees and respond to the reasons propounded for dismissal. A majority vote of the membership of the Board shall be required for the removal of an officer.

Section 14. Removal of Trustees. Any member of the Board may be removed by the Board at any time for just cause and through the use of a fair process. Reasons for removal shall include, but shall not be limited to: failure of any Board member to attend four consecutive regular meetings without good and valid reason, indication of a lack of interest in the activities of the Corporation, any act of an individual Trustee that results in a charge of a felony, or any act of a Trustee that has the direct effect of bringing disrepute upon the Board or the institution. A Trustee recommended for removal shall be afforded the opportunity to appear before the Board and respond to the reasons propounded for removal. A majority vote of the membership of the Board shall be required for removal of a Trustee.

Section 15. Conflict of Interest. The Board of Trustees of Middle Tennessee School of Anesthesia shall adopt and implement a conflict of interest policy.

ARTICLE IV

MEETINGS, NOTICES AND QUORUM REQUIREMENTS

Section 1. Meetings, Notices and Records. The Board shall provide for the holding of regular meetings and shall fix the times and places at which such meetings shall be held. Special meetings shall be held upon call by or at the direction of the Chairman. A minimum of four (4) regular meetings shall be held each fiscal year. Notice of each regular meeting and of each special meeting shall be delivered via first class United States mail, by facsimile transmission, or by electronic mail to those Trustees consenting to same. Each Trustee shall designate a preferred method of receiving meeting notices. Notices of meetings shall be sent not later than the day before the day upon which the meeting is to be held. All notices shall state the time and place of such meeting and the purpose therefore. The Board, at the annual meeting, shall elect the new Trustees and the Officers of the Corporation as terms expire.

Section 2. Waivers of Notice. Notice of any meeting may be waived in writing either prior to, or subsequent to such meeting. Notice shall be deemed waived by attendance at such meeting.

Section 3. Action on Consent. The Board may take action without a meeting upon the unanimous written decision of the Board to take such action, but the action itself shall require the written approval of only a majority of the Board, except as otherwise provided by these Bylaws.

Section 4. Records. The Board shall keep a record of its proceedings.

Section 5. Quorum. At each meeting of the Board, the presence of at least one-half of the total number of Trustees shall be necessary and sufficient to constitute a quorum. Trustees may participate in a meeting by means of a conference telephone call or similar arrangement, and such participation shall constitute presence at the meeting. The act of the majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Corporation, except as otherwise provided by these Bylaws. Subject to the foregoing and other provisions of these Bylaws, the Board may make rules for the conduct of its business.

ARTICLE V

RESTRICTIONS ON ACTIONS

Section 1. Use of Assets. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any Trustee of the Corporation or be distributed to its Trustees, officers, or any private person, except that the Corporation shall be empowered to pay compensation for services rendered to the employees of the Corporation.

Section 2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, or distribute no part of its net income or assets to any Trustees, Officers, or employees except for salary purposes as provided herein. The private property of the Trustees and the Officers shall not be liable for the debts of the Corporation.

Section 3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign or interfere with any political campaign on behalf of, or in opposition to any candidate for public office.

ARTICLE VI

CONFIDENTIALITY

The records of the Corporation are confidential and may be revealed only to those persons as may be permitted or required under applicable law.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to each Trustee of the Corporation, and his/her heirs, executors, and administrators, to the full extent allowed by the laws of the State of Tennessee, both now in effect and as hereafter adopted. The Corporation may, if the Board determines that to do so is in the best interests of the Corporation, indemnify any officer, employee or agent of the Corporation, and his/her heirs, executors, and administrators, against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, incurred in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals), to which he/she may be or is made a party by reason of being or having been an officer, trustee, employee and/or agent of the Corporation to the fullest extent permitted by applicable law. The Corporation may purchase insurance, at its expense, to provide such indemnification against any expense, liability or loss, whether or not the Corporation would have the power to indemnify any Trustee, officer, employee or agent against such expense, liability or loss under the Tennessee Nonprofit Corporation Act, as it may be amended from time to time. The Corporation shall purchase bonds covering the Treasurer and any other officer, employee, or agent of the Corporation who handles its funds. The indemnification and advancement of expenses provisions herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Charter, provision of these Bylaws, resolution adopted by the Board, agreement, or insurance (purchased by the Corporation or otherwise), both as to action in his/her official capacity and as to action in another capacity.

ARTICLE VIII

MANAGEMENT OF THE CORPORATION.

The day-to-day management of the Corporation shall be designated to the office of the President who shall be appointed by the Board. The Board shall enter into a written employment agreement with the President. The President shall be the Chief Executive Officer of the Corporation and shall possess the authority to manage the daily operations of the Corporation, employ staff necessary to effectuate the purpose of the Corporation as established in Article I

herein, recommend and manage the approved budget of the Corporation, and have general supervision over all matters related to the educational mission of the Corporation. The President shall be a voting member of the Executive Committee of the Corporation; however, the President shall not be a voting member of the Board.

ARTICLE IX

MISCELLANEOUS

Section 1. Expenditures. All checks, drafts, and orders for the payment of money shall be signed in the name of the Corporation by the Treasurer of the Corporation and such other persons whom the Board may designate.

Section 2. Execution of Instruments. When the execution of any pledge, contract, conveyance, loan agreement, or other instrument has been authorized by the Corporation, the Chairman of the Corporation or an agent designated by the Chairman may execute the instrument in the name of and on behalf of the Corporation. Such designation shall be evidenced by a writing signed by the Chairman and the agent so designated.

Section 3. Amendments. These Bylaws may be amended from time to time by a majority vote of the Board, but may not be amended in any way inconsistent with the Tennessee Nonprofit Corporation Act, or other applicable laws in effect at the time of the amendment.

Section 4. Duration and Dissolution. The Corporation shall have indefinite duration and shall exist until dissolved. The Corporation may be dissolved at any time by the Board consistent with Article X herein.

Section 5. Fiscal Year. The Fiscal year of the Corporation shall begin on July 1 of each calendar year and end on June 30 of the next succeeding calendar year.

Section 6. Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE X

DISSOLUTION

Upon dissolution of the Corporation, and, after paying or making provision for payment of all liabilities of the Corporation including teach-out and the costs and expenses related to such dissolution, the Board of Directors shall dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or shall distribute all remaining assets to the Tennessee Christian Medical Foundation, an organization qualified under Section 501(c) of the Internal Revenue Code. All funds deposited in the Tennessee Christian Medical Foundation shall be disbursed for anesthesia-related medical education purposes including funding for research on anesthesia-related topics. The funds shall be placed in a donor advised fund established at the Tennessee Christian Medical Foundation. Three (3) former trustees of the Corporation shall be selected at the time of dissolution of the Corporation to give advice and approval for the distribution of fund income and assets. In the event that a vacancy occurs among the donor advisers, the remaining donor advisers shall choose the replacement. None of the assets will be distributed directly to the personal benefit of any former officer or director of the Corporation. Notwithstanding the foregoing provision, funds may be distributed to practice groups of former trustees or officers for the purposes specified herein.

We certify that amendments to these by-laws were approved by a vote of the membership of the Board of Trustees at a meeting occurring on the 10th day of May, 2016 and are spread upon the minutes of the Board for that meeting.

Arthur Runyon-Hass, M.D.
Chairman of the Board of Trustees

Rebecca Talley, Secretary to the Board