

BYLAWS
OF
501c3

1
CORPORATION

1.1 NAME. The name of the corporation is _____.

1.2 PLACES OF BUSINESS. The corporation shall have its principal place of business in _____, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES. The purposes for which the corporation is organized are as follows:

A. To provide a regional health care forum to address common concerns, patient needs/barriers to health care services, and initiatives of national, state and local governments that improve access to and quality of health care services in the region;

B. To provide an opportunity for health care providers, including but not limited to hospitals, health centers, physician offices, tribal, governmental and public agencies, to communicate with members about patient needs;

C. To establish a community-focused comprehensive health care delivery system to respond to the changing health care environment and to meet future health care needs of the region;

D. To reduce unnecessary duplication of expenditure by providing opportunities for shared equipment, shared services and a collaborate approach to improving access to quality health care;

E. To coordinate and collaborate regarding emergency and disaster preparedness for the region, effective utilization of the region's current health care assets, and educational and training needs and resources for health care compliance, risk management, allied health fields.

F. To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests and to provide grants, loans, scholarships and donations to advance the quality and availability of health care services;

G. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and to give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out one or more such purposes;

H. To acquire, own, dispose of, and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation; and

I. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of _____.

1.4 NONPROFIT OPERATION. The corporation shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer or any private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

11 MEMBERSHIP

2.1 MEMBERSHIP. The members of the corporation shall be nonprofit and governmental health care providers serving the communities of _____, including nonprofit and municipal hospitals, State agencies and tribal health care centers listed on Addendum B. The Board of Directors listed on Addendum A may, from time to time, adopt reasonable rules for the admission, retention and expulsion of members. Such rules shall be consistent with the purposes of the corporation and the other provisions of these bylaws and with the articles of incorporation and shall be equally enforced as to all members. The Board of Directors may establish levels of associate memberships and benefits to be received therefore. In no event shall associate members have the right to vote.

2.2 VOTING. The Board of Directors of each member shall designate one individual to exercise its right to vote on corporate matters at any annual or special meeting. Such designation and any change in designated person shall be reported to the Secretary of the corporation.

2.3 PLACE OF MEETINGS. Annual and special meetings of the members shall be held at such places as shall be determined by the Board of Directors or the Chairperson and stated in the notice of meeting.

2.4 ANNUAL MEETING. The annual meeting of the members of the corporation for election of directors and for such other business as may come before the meeting shall be held on such date and hour in the month of May as shall have been determined by the Board of Directors or the Chairperson, and stated in the notice of the meeting. If for any reason the annual meeting is not held

in May of any year, any business which could have been conducted at an annual meeting may be conducted at any subsequent special or annual meeting or by consent resolution.

2.5 SPECIAL MEETINGS. Special meetings of the members of the corporation may be called by the Board of Directors, the Chairman or the President and shall be called by the President or the Secretary at the written request of any two (2) members of the corporation. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

2.6 NOTICE OF MEETINGS OF MEMBERS. Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the members of the corporation shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, either personally or by mailing such notice to each member at the address designated by the member for such purpose and to the attention of the individual designated by the member. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

2.7 WAIVER OF NOTICE OF MEETINGS. Notice of any annual or special meeting of the members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

2.8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote thereon. Said written consents shall be filed with the minutes of the proceeding of the members and shall have the same effect as a vote of the members for all purposes.

2.9 QUORUM. Not less than a majority of the members of the corporation then serving, present in person or by proxy, shall constitute a quorum for the transaction of business at an annual or special meeting of the members. A meeting may be adjourned without a quorum of members being present.

111

BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS. The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

3.2 NUMBER AND SELECTION OF DIRECTORS. The Board of Directors shall consist of the same number as there are voting members of the corporation. Directors shall be elected by the members at the annual meeting. Removal of directors shall be accomplished by special

meeting of the members and shall not be the province of the Board of Directors. Vacancies shall be filled in the manner specified in Section 3.3 below. Directors shall serve for two (2) year terms. Directors shall be eligible for re-election.

3.3 VACANCIES. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by re-election of the entire Board of Directors by the members at a special meeting called for that purpose.

3.4 ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at such place, date and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

3.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) directors.

3.7 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board shall be given to each director at least five (5) days before the date of the meeting, either personally or by mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.8 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

3.9 QUORUM AND VOTING REQUIREMENTS. A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of _____, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner

constitutes presence in person at the meeting.

3.10 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of _____. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon of directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.11 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 4.1 nor shall it prevent the Board of Directors from providing the reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.

3.12 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

IV OFFICERS

4.1 OFFICERS. The officers shall be a President, a Secretary and a Treasurer. There may also be one or more Vice Presidents and such assistant officers, as the Board of Directors deems appropriate.

4.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of two (2) years (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

4.3 REMOVAL Any officer may be removed with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

4.4 VACANCIES. In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

4.5 PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

4.6 VICE PRESIDENTS. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Directors or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall perform the duties of the President in the President's absence.

4.7 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

4.8 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

V COMMITTEES

5.1 COMMITTEES. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees.

5.2. EXECUTIVE COMMITTEE. The corporation shall maintain as a standing committee, an Executive Committee, consisting of the Officers of the Corporation

The Executive Committee members shall serve for a two-year term, and shall have the authority to act on behalf of the

corporation within the limits prescribed by law, except that the Executive Committee shall not have the authority to borrow on behalf of the corporation.

VI INDEMNIFICATION

6.1. **LIABILITY OF VOLUNTEER DIRECTORS.** A volunteer Director of the Corporation, as defined in Section 110(2) of the Nonprofit Corporations Act shall not be personally liable to the Corporation for monetary damages for a breach of the Director's fiduciary duty arising under applicable law; except nothing in this section shall eliminate or limit the liability of a Director for any of the following: 1) a breach of the Director's duty of loyalty to the Corporation; 2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; 3) a violation of Section 551 of the Act; 4) a transaction from which the Director received an improper personal benefit; or 5) an act or omission that is grossly negligence. The Corporation assumes all liability any person, other than the Corporation or the Corporate Members for all acts or omissions of a volunteer Director incurred in the good faith performance of the volunteer Director's duties as such. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the provisions of this Article.

6.2. **LIABILITY OF NONDIRECTOR VOLUNTEERS.** The Corporation assumes the liability for all acts or omissions of a non-director volunteer occurring after the date of the filing of these Articles of Incorporation if all of the following are met: 1) the non-director volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; 2) the non-director volunteer was acting in good faith; 3) the non-director volunteer's conduct was not gross negligence or willful or wanton misconduct; 4) the non-director volunteer's conduct was not an intentional tort; and 5) the non-director volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of Public Acts of 1956.

6.3. **INDEMNIFICATION.** The Corporation may indemnify any member, director, officer, employee, non-director volunteer or agent of the Corporation, who was or is serving at the request of the Corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the Corporation if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation.

VII MISCELLANEOUS

7.1 **NONDISCRIMINATION.** The corporation shall not discriminate against any

person in any manner on the grounds of race, color, sex, age, marital status, national origin, or physical handicap.

7.2 FISCAL YEAR. The fiscal year of the corporation shall be the calendar year.

7.3 AUDIT. The corporation shall engage a certified public accountant to perform an audit of the corporation at such time as may be required by law, or sooner if the Board of Directors determines the need for such services.

7.4 AMENDMENTS. These bylaws may be amended at any meeting of the Board of Directors provided a notice setting forth the amendment or a summary of the changes to be effected thereby is given to each director entitled to vote thereon in the manner and within the time provided in these bylaws for notice of the meeting. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

ADDENDUM A - VOTING MEMBERS

ADDENDUM B - NONVOTING MEMBERS

AMENDMENT TO BYLAWS

The Bylaws of _____, a _____ non-profit corporation, were amended on _____, by the unanimous written consent of the Board of Directors, pursuant to Section 7.4 of the Bylaws and pursuant to MCL §450.2231(1)(b), as described below. These amendments memorialize and implement action previously taken by the Board of Directors, and are effective as of the date _____ of that prior action.

1. Membership. The directors of the Corporation deem it advisable and in the best interest of the Corporation to permit certain health care providers that are not exempt from federal income tax as members of the Corporation. Accordingly, the Bylaws are amended by replacing Section 2.1 with the following:

2.1 MEMBERSHIP. The corporation may have multiple classes of members, as described in this Section 2.1.

(a) The primary class of members of the corporation shall consist of health care providers serving the communities of _____ who are admitted to membership by the Board of Directors and meet all qualifications of such membership established by the Board of Directors. This class of health care provider members will be eligible to vote on all matters submitted to a vote of the members. Any provision of these Bylaws requiring or permitting the vote or consent of, or action to be taken by, the members shall be construed to refer only to the voting, health care provider members.

(b) In addition, the Board of Directors may establish secondary classes of non-voting membership. Members of the non-voting classes shall not be entitled to vote on any matters, except as required by the Nonprofit Corporation Act.

(c) The Board of Directors, from time to time, adopt reasonable rules for the admission, retention and expulsion of members. Such rules shall be consistent with the purposes of the corporation and the other provisions of these bylaws and with the articles of incorporation and shall be equally enforced as to all members.

2. Quorum. The members deem it advisable and in the best interest of the Corporation to require that a quorum for member meetings be determined based upon the presence of voting members only. Accordingly, the Bylaws are amended by replacing Paragraph 2.9 with the following:

2.9 QUORUM Not less than a majority of the voting members of the corporation, present in person or by proxy, shall constitute a quorum for the

transaction of business at an annual or special meeting of the members. A meeting may be adjourned without a quorum of members being present.

IN WITNESS WHEREOF, _____, acting in as Secretary of _____, a non-profit corporation, certifies that the foregoing amendments were adopted by the Board of Directors as of _____, 2014.

_____, Secretary