

RESTATED CORPORATE BYLAWS (2022)
OF
MUNISING MEMORIAL HOSPITAL ASSOCIATION
EFFECTIVE May 19, 2022

**MUNISING MEMORIAL HOSPITAL ASSOCIATION
RESTATED CORPORATE BYLAWS (2022)**

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**MUNISING MEMORIAL HOSPITAL ASSOCIATION
RESTATED CORPORATE BYLAWS**

ARTICLE I

NAME, LOCATION AND DEFINITIONS

1.01 Name and Location.

1.01-1 Name. The name of this corporation is Munising Memorial Hospital Association.

1.01-2 Principal and Business Offices. The principal office of the Association and registered office shall be at the Hospital in Munising,, Michigan, and the Association may have such other offices, either within or without the State of Michigan, as it may require from time to time.

1.02 Definitions. The following words, terms or phrases, when used in these Bylaws, shall have the following meanings unless the context indicates a different meaning:

1.02-1 "Articles" shall mean the most current Articles of Incorporation of the Association.

1.02-2 "Association" shall mean Munising Memorial Hospital Association.

1.02-3 "Approved Written Communication" shall mean written communication by hand delivery or mail (including U.S. or recognized express mail service) or if the intended recipient is a, Trustee, Officer, employee or any other individual that has not objected, by Electronic Transmission using the best contact information given by recipient to or known to the Association. However, in urgent circumstances oral communications authorized jointly by any two officers given in person or by telephone call, followed by communication in writing as provided above, shall constitute Approved Written Communication.

1.02-4 "Board" shall mean the Board of Trustees of the Association who are in the law considered to be the board of directors of the Association.

1.02-5 "Chief Executive Officer" shall mean the chief executive and administrative officer of the Association, who may also be designated by the Board.

1.02-6 "Chief of Staff" shall mean the Chief of the Medical Staff elected and approved under the Medical Staff Bylaws.

1.02-7 "Electronic Transmission" or "Electronically Transmitted" means, as provided in the Articles, any form of communication that meets all of the following:

- (a) It does not directly involve the physical transmission of paper.
- (b) It creates a record that may be retained and retrieved by the recipient.
- (c) It may be directly reproduced in paper form by the recipient through an automated process.

Notices, votes or other communications given by Electronic Transmission are considered to be "in writing" for purposes of the Bylaws and the Articles.

1.02-8 "Hospital" shall mean the licensed hospital facility owned and operated by the Association known as "Munising Memorial Hospital" and the clinics the Association owns and operates in conjunction with

the licensed hospital.

1.02-9 “Medical Staff” shall mean health care Practitioners who are the Members of the organized Medical Staff of the Hospital.

1.02-10 “Medical Staff Bylaws” shall mean the Bylaws, Rules and Policies of the Medical Staff.

1.02-11 “Remote Participation” shall mean participating in and acting at any meeting by means of conference telephone, video conferencing or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. When Remote Participation by such means is authorized or required, it shall constitute presence in person at the meeting.

1.02-12 “Trustee” shall mean one of the members of the Board, who is for legal purposes a director.

ARTICLE II

PURPOSES AND TAX EXEMPTION COMPLIANCE

2.01 Purposes. The Association is a non-profit Michigan corporation which exists for the purpose of providing acute and ambulatory health care services to the sick and injured and serving as an element in the quality of life and economic viability of Alger County. As provided in the Articles, the Association is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) (the “Code”), or the corresponding provision of any subsequent federal tax law, and shall have the following specific purposes and powers:

2.01-1 To do all acts necessary for the proper maintenance and administration of, and to receive and administer funds for the benefit of, a charitable, nonprofit hospital and other health care facilities and programs, to effect all acts necessary to accomplish the purpose of such efficient administration.

2.01-2 To carry on educational activities relating to the rendering of care to the sick, injured, infirm, aged, and the general public which, in the opinion of the Association, may be justified by its facilities, personnel, funds and other factors.

2.01-3 To participate, as far as circumstances may permit, in the judgment of the Board of Trustees, in any activities designed and carried on to promote the general health, rehabilitation, and social needs of the community served by the Association.

2.01-4 To protect and preserve the long term existence, independence, quality and financial viability of the Association in its present market.

2.01-5 To promote organization-wide commitment to quality of service within the Association.

2.01-6 To raise funds from the public and from all other sources for the purposes of furthering the charitable purposes of the Association, and improving the general health and welfare of residents of the surrounding communities served by the Association, and to receive and maintain such funds and expend principal and income from such funds in support of or in furtherance of these charitable purposes.

2.01-7 To acquire, own, use, lease as lessor or lessee, convey and otherwise deal with real and personal property and any interest therein, and to apply gifts, grants, bequests and devises and the proceeds of such, in furtherance of its charitable purposes, all in support of or in furtherance of the charitable purposes of the

organizations described in this Article.

2.01-8 To receive, accept and utilize all gifts or grants which may be furnished to it in support of or in furtherance of the charitable purposes described in this Article.

2.01-9 To make gifts and grants to other organizations which are exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in support of or in furtherance of the charitable purposes of the organizations described in this Article.

2.01-10 To collaborate and contract with other organizations, for profit and nonprofit, with individuals, and with governmental agencies in support of or in furtherance of the charitable purposes of the organizations described in this Article, including patient care activities.

2.01-11 To conduct activities, either directly, through related organizations, or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Code, in furtherance of its purposes, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 501(c)(3) of the Code.

2.01-12 To provide medical care through employed physicians.¹

2.02 Tax Exempt Status. As provided in the Articles, the Association has been and is currently exempt from Federal income tax under Section 501(c)(3) of the Code. Based on its exemption for Federal income tax purposes, the Association has been and is currently exempt from Michigan income tax as a Michigan nonprofit corporation, under the Michigan statutes.

In this respect, it is intended that the Association shall have and continue to have the status of a corporation:

- (a) which is exempt from Federal income tax under Section 501(c)(3) of the Code;
- (b) which is other than a private foundation as defined in Section 509 of the Code; and
- (c) contributions to which are deductible under Section 170(c)(2) of the Code.

The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly.

2.03 No Private Inurement. As provided in the Articles, no part of the net earnings of the Association shall inure to the benefit of or be distributable to a private individual, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles and these Bylaws.

2.04 Limitation on Political Activity. As provided in the Articles, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent influence legislation; nor shall it in any manner or to any extent participate in, or intervene in, any political campaign on behalf of any candidate for public office; nor shall the Association engage in any activities that are unlawful under applicable federal, state or local laws.

2.05 Non-Discrimination. All patients receiving care at the Hospital will be treated without regard to race, religion, color, national origin, sex, age, handicap, marital status, sexual preference or source of payment. The quality and level of treatment is to be the same in all areas of the Hospital. The Hospital will

¹ Added By Certificate Of Correction to Restated Articles 8-16-2021 per LARA ad hoc requirement

not discriminate against any group, race, or individual in the administering of Hospital policies and procedures

ARTICLE III

CORPORATE MEMBERSHIP AND DISSOLUTION

3.01 Members. As provided in the Articles, Members. Association Members shall be those individuals, who have, by April 15, preceding the next annual meeting, contributed dues of the dollar amount specified in these Bylaws. As of dues payable by April 15, 2023, those dues shall be \$20 per adult person and \$25 per adult couple living in the same household. Dues received after April 15 shall be for the next Association Year and the subsequent annual meeting.

3.02 Reserved Powers of the Members. In addition to doing all things required by law and except as otherwise provided, the Members exclusively shall have the following specific rights and responsibilities:

3.02-1 Initiate and approve any change in the philosophy, character or mission of the Association.

3.02-2 Initiate and approve all amendments to the Articles of Incorporation.

3.02-3 Initiate and approve any plan of dissolution, merger or consolidation.

3.02-4 Approve the sale, lease, exchange, or other disposition of all, or substantially all, of the Association's property and assets.

3.02.5 Such other actions, including the election of the Board which by law must be submitted to the Members of a membership type nonprofit corporation.

3.03 Membership Meetings.

3.03-1: Annual Meeting. The annual meeting of the Members of the Association shall be for the election of Trustees and for the transaction of such other business as shall properly come before such meeting. The meeting shall be held in a location in Alger County designated by the Board of Trustees, adequate to accommodate the Members. The annual meeting shall ordinarily be held on the third Thursday in June each year, but for good reason in the judgment of the Board, the Board may set it at a later date no later than September 30 of the same year for that annual meeting.

3.03-2 Special Meetings: Special meetings of the Members may be called by the President or by a call for a meeting signed by not less than ten (10) Members of the Association.

3.03-3 Notice Requirement. Notice of the annual meeting and any special meetings of the Members shall be communicated using Approved Written Communication to each Member not less than ten (10) nor more than sixty (60) days prior to the date of the applicable meeting. Such notice shall state the place, date and hour for such meeting, and in case of special meetings, the notice shall also state the purpose or purposes of the meeting, to which such meeting shall be limited.

3.03-4 Remote Participation. Consistent with the Articles and these Bylaws, Member Remote Participation may be authorized or required for meetings of the Members pursuant to procedures determined by the Board.3.03-5 Quorum: A quorum for a meeting of the Members shall be ten percent (10%) of the Members of the Association.

3.04 Action by Written Consent. Any action required or permitted by the Articles of Incorporation, the Bylaws or any provision of law to be taken by the Members at any meeting or by resolution may be taken without a meeting, without prior notice and without a vote if consents in writing, setting forth the actions so taken, are signed and dated by the members or their proxies that have not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted.

3.05 Powers to the Board. As provided in the Articles, except for the powers reserved to the Members, the Board shall govern the Association. The Members delegate to the Board the concurrent power to remove Trustees from the Board of Trustees.

3.06 Dissolution. As provided in the Articles, upon dissolution of the Association, after all debts and other obligations have been satisfied, any remaining assets shall be distributed to an organization described under Section 501(c)(3) of the Code that benefits the residents of Alger County, Michigan, as determined by the Circuit Court for Alger County, Michigan or to the federal government, the State or a local government, for public purposes. Alternately, the remaining assets may be transferred to a for profit entity, but only if such for profit entity pays consideration, equal to the fair market value of the assets transferred, to a tax exempt charitable or governmental entity identified by the last Board of the Association or, if the last Board does not so act, the Circuit Court for Alger County, Michigan.

ARTICLE IV

BOARD OF TRUSTEES

4.01 Powers and Duties. The Board shall be the governing body of the Association corporately and the Hospital operationally. The responsibility and authority for the complete administration of the Hospital shall be delegated to the Chief Executive Officer, who shall report directly to the Board of Trustees. Subject only to the reserved powers of the Members as provided in Section 3.02, the business and affairs of the Association shall be managed by the Board of Trustees. The Board shall manage the activities of the Association in a manner consistent and in compliance with the purposes, objectives, philosophy, and limitations set forth in the Articles and these Bylaws, and as otherwise required by law.

4.02 Number and Qualifications of Trustees. The "Elected Trustees" shall consist of seven (7) Members of the Association who meet the following qualifications for all voting Trustees: are of good moral character, have a demonstrated commitment to the success of the community and/or the Hospital (e.g., participation in local government, school and community activities, knowledge of matters affecting community health, organization leadership and governance experience, and knowledge of financial matters and decision making processes), have not engaged in public activities or communications which have or were intended to have a damaging effect on the Hospital and its operations, do not have conflict of interest making them personally unsuitable or ineffective to serve in Association and Hospital governance, do not have a similar background/profession as another individual already serving a current term on the Board and are not employees of the Association. The Chief Executive Officer, the Chief of Staff and such other officials of the Hospital or Association designated by the Board as such, if any and if not already elected as a voting Trustee, shall serve as members of the Board of Trustees, in an ex-officio, non-voting capacity ("Ex-Officio Trustees"). The Chief of Staff serving in an Ex Officio Trustee capacity is eligible to be a voting Trustee if otherwise meeting the qualifications for an Elected Trustee, including meeting the requirement of not being an employee of the Association. If the Chief of Staff is not eligible to vote, a Member of Medical Staff, who meets the requirements and does not have financial relationship involving annual payment by the Association in excess of \$25,000, may serve as an Elected Trustee.

4.03 Term. Each Elected Trustee shall hold office for three (3) years and until his/her successor is elected and qualified; or until his/her death, resignation or removal. Terms shall be staggered in a manner specified by the Board so that the terms of approximately one-third of the voting Trustees shall expire each year. No individual shall be eligible to serve as an Elected Trustee for more than a total of fifteen (15) concurrent years. When this limit has been met, an individual may not again serve as an Elected Trustee until he/she has been off the Board in every capacity for at least a one (1) year period. Ex Officio Trustees shall serve one (1) year terms which are renewable as long as they hold the office or role for which they were designated to serve as Ex Officio Trustee and their terms terminate when they no longer have that office or role that served as the basis for being designated to serve as an Ex Officio Trustee.

4.04 Election of Trustees.

4.04-1 Trustees who are subject to election shall be elected by the Members at the Annual Meeting of the Members immediately prior to the annual meeting of the Board.

4.04-2 For all Trustees, the ordinary effective time of assuming office shall be the beginning of the next regular meeting following the individual's election. The Trustee being replaced, if any, shall serve until the successor assumes the office.

4.05 Resignation, Removal and Vacancies.

4.05-1 Resignation. A Trustee may resign at any time by giving written notice to the President, who shall advise the Board of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the President and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.05-2 Removal. Any Trustee may be removed from office or Board position by vote of the majority of all Trustees, with or without cause. Any Trustee who misses three (3) consecutive meetings, without absence being excused, shall have his/her seat automatically vacated unless the Board determines, after considering any special circumstances presented by the subject Trustee, in its discretion, that such action is inappropriate under the circumstances involved.

4.05-3 Vacancies. All vacancies on the Board of Trustees, including, without limitation, vacancies caused by removal or resignation, shall be filled by the Board. Each Trustee so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor by the Members upon the completion of the unexpired term.

4.06 Annual Meeting. The annual meeting of the Board, which is and is scheduled as a regular meeting shall be held promptly after the Annual Meeting of the Members for the purpose of reviewing the activities of the Association, announcing election by the Members, electing officers and for the transaction of such other business as may properly come before the meeting.

4.07 Regular Meetings. Regular meetings of the Board shall be held at least six times per year at such time, date and place designated by resolution of the Board. No notice of regular monthly meetings shall be necessary unless an agenda item is to amend these Bylaws pursuant to Article XI. The Board may change the date, time and location of any regular monthly meeting as fixed in the annual Board resolution, provided, however, notice of such other date, time and/or place shall be sent by Approved Written Communication to each Trustee at least five (5) business days before the rescheduled regular meeting. The attendance of a Trustee at any such meeting shall constitute a waiver of notice of such meeting.

4.08 Special Meetings. Special meetings may be called by the President or Chief Executive Officer shall be called at the written request of any three or more voting Trustees to be held at such time, date and place as shall be designated in the notice of the meeting provided by Approved Written Communication, except in extraordinary circumstances, with at least forty-eight (48) hours advance notice. The Chief Executive Officer, unless given by an officer designated by the President, shall give written notice of such meetings to all Trustees, whether eligible to vote or not. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

4.09 Waiver of Notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice may also be waived affirmatively by a Trustee using Approved Written Communication.

4.10 Quorum. Except as otherwise provided by law or by the Articles or these Bylaws, a majority of all of the Elected Trustees, shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than a quorum of the Trustees is present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

4.11 Manner of Acting. The act of a majority of the Trustees present at a Board meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law, the Articles or these Bylaws.

4.12 Voting. Each Trustee shall be entitled to cast one (1) vote on each matter submitted to a vote at any meeting of the Board of Trustees. Voting by proxy shall not be permitted. A vote may be cast by voice, roll call or written ballot by vote of the Board or by direction of the President.

4.13 Conduct of Meetings. The President or, in his/her absence, the Vice-President or, in the absence of both, any voting Trustee chosen by the Trustees present, shall call meetings of the Board to order and shall act as the chair of the meeting. The Secretary, or an assistant secretary, a Trustee, or any other person present designated by the presiding officer, shall act as secretary of the meeting.

4.14 Meeting Rules. Consistent with Section 9.09, the Board may adopt rules governing its conduct and procedures at meetings, not inconsistent with the Articles and these Bylaws. Such rules may be amended by the Board at any meeting, without notice.

4.15 Payment. Trustees as such shall not receive any stated salaries for their services although they shall be reimbursed for out-of-pocket expenses, if any, for attendance at each regular or special meeting of the Board.

4.16 Duties and Responsibilities. The specific duties and responsibilities of each Trustee shall be as defined in the Trustee Position Description.

4.17 Written Action by Board of Trustees. Any action required to be taken, or which may be taken, at a meeting of Trustees, may be taken without a meeting if a written consent setting forth the action taken is provided by all Trustees, whether communicated in writing on paper or by telefacsimile or email transmission, provided that an email must either be sent from a carrier account that bears the name of the Trustee, or the consent must be provided by an image attachment that bears the actual signature of the Trustee. Consent(s) shall be filed in paper form with the proceedings of the Board. Such action by consent shall have the same force and effect as a unanimous vote of the Trustees. Any certificate or other document filed under law relating to action so taken shall state that the action was taken by unanimous consent of the Board without a meeting and that the Bylaws authorize the Trustees to so act.

4.18 Remote Participation. Trustees may participate in and act at any meeting of the Board by means of Remote Participation in a meeting, which shall constitute presence in person at the meeting. Trustees participating by Remote Participation means are responsible for ensuring confidentiality of Board communications are maintained in the remote location where they are located so that confidentiality protection is no less than it would be or is for in person attendees of the Board meeting

4.19 Presumption of Assent. A Trustee of the Association who is present at a meeting of the Board or a committee thereof of which the Trustee is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless the Trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the presiding officer of the meeting or the Secretary of the Association within five (5) days after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

4.20 Validity of Meeting. Whenever all Trustees of the Association are present or the written consent of all Trustees of the Association has been obtained, any meeting of the Board and any action taken thereat shall be legal and valid for all purposes whether or not proper notice has been given and whether or not such meeting has been called pursuant to the provisions of the Articles and these Bylaws.

4.21 Written Policies. The Board shall develop written policies for dealing with matters which routinely come before the Board and which are of importance to the Association and the lawful operation of the Hospital, including a systematic and effective mechanism for communication among Trustees, administration and the Medical Staff and a procedure for including representatives of the Medical Staff in deliberations affecting the discharge of Medical Staff responsibilities. These shall include adoption of mechanism, by committee review or otherwise, to independently confirm that payments to compensated officers, executives and health professionals are in compliance with regulatory requirements (including consistency with fair market value) considering the qualifications for the position and services to be provided.

4.22 Confidentiality. Each Trustee has a strict legal and fiduciary duty to preserve and protect the confidentiality and secrecy of all communications, deliberations and discussions to which the Trustee comes privy by virtue of his/her service in the office. Each Trustee shall, as a condition of his/her Board membership, enter into a written Confidentiality Agreement with the Association upon assuming office and shall continuously abide by and adhere to its terms and conditions throughout his/her tenure in office. Any breach of such agreement will be grounds for immediate removal of such Trustee for cause. When the Board's activities as a committee of the whole or otherwise, or a Board member's participation on a committee, involves the professional peer review or review of the practices in the Association for the purpose of reducing morbidity and mortality and improving patient care, all minutes, data, knowledge and information, made or collected by or on behalf of the Board shall be confidential, and pursuant to the Public Health Code and other applicable state and federal laws, shall not be disclosed to any person or entity, except the Board or the Association committees assigned quality improvement and professional staff functions, for purposes of their action thereon or as otherwise necessary for the Association to address or fulfill its legal obligations.

ARTICLE V

OFFICERS, DUTIES AND RESPONSIBILITIES

5.01 Officers. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, Chief Executive Officer and such other officers as may be determined by the Board. President,

Vice President, Secretary and Treasurer shall be Elected Trustees. Assistant officers selected by the Board (e.g., Assistant Secretary) need not be Trustees.

5.02 Union of Offices. A person may not hold more than one (1) of any of the following offices at the same time: President, Vice President and Secretary. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

5.03 Election and Tenure. The corporate officers of the Association, other than the Chief Executive Officer, shall be elected by the Board at the annual meeting of the Board of Trustees. The ordinary term of office for each officer of the Association, other than the Chief Executive Officer, shall be two (2) years and each such officer shall hold office until the biennial election annual meeting of the Board or until a successor has been duly elected and qualified, or until his/her death, resignation or removal. The Chief Executive Officer shall serve until his/her death, resignation or removal or as otherwise provided in a written contract between Chief Executive Officer and the Association.

5.04 Resignation and Removal. Any corporate officer may resign at any time by submitting a written resignation to the President or the Secretary of the Association. Any officer, other than the President, who may be removed pursuant to Section 3.02, may be removed by the Board whenever in its judgment the best interest of the Association will be served thereby, but consistent with the contract rights, if any, of the person so removed. In addition, any officer selected by the President may be removed by the President, also consistent with contract rights, if any.

5.05 Vacancies. A vacancy in any office of the Association because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board for the unexpired portion of the term by the affirmative vote of a majority then in office, even if because of vacancies less than a quorum was available to fill the vacant Trustee position.

5.06 Duties. The officers of the Association shall perform the duties usually pertaining to their respective offices in corporations, such other duties as may be required by the Articles or these Bylaws, and such other duties as may be prescribed from time to time by the Board. In addition, officers shall have the following duties:

5.06-1 President. The President shall call and preside at all meetings of the Board. The President shall appoint the chairs and members of all committees with Board concurrence, except as otherwise provided in the Articles or these Bylaws. The President may determine the order of business at meetings of the Board of Trustees.

5.06-2 Vice President. The Vice President shall serve as President in the absence of the President, and when so acting, shall have all the power and authority of the President. The Vice President shall also assume other governance level leadership assignments designated from time to time by the Board.

5.06-3 Secretary. The Secretary shall: (a), oversee the preparation of an agenda for all meetings of the Board and Members;(b) keep or oversee the keeping of the minutes of the meetings of the Board in one (1) or more books provided for that purpose; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be or oversee the custodian of the corporate records; (e) keep or oversee the keeping of a register of the post office address of each Trustee of the Association; (f) have the power to sign with the President, Vice President, Chief Executive Officer or other officers in the name of the Association, all contracts, agreements, and other obligations authorized by the Board of Trustees; and (g) in general, perform or oversee the performance of all duties incident to the office of secretary of a corporation and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or by the Board of Trustees.

5.06-4 Treasurer. The Treasurer shall be responsible for maintaining general supervision over the finances of the Association. The Treasurer shall assure that there are monthly financial reports, annual audits, and the maintenance of an accounting system designed to give a true and accurate accounting of the financial status of the Association; and in general shall perform all duties incident to the office of Treasurer, and such other duties as may be prescribed by the Board from time to time. The Treasurer shall act as Chair of the Finance Committee.

5.06-5 Chief Executive Officer. The Chief Executive Officer shall serve as the chief administrative officer of the Association, and subject to the overall control of the Board, shall supervise and manage the business and affairs of the Association. The Chief Executive Officer shall be qualified by such education, training and experience as required by all applicable laws, regulations, and accrediting agencies, and shall be selected by Board and serve under a written contract. In this respect, consistent with that contract and the position description adopted by the Board as part of that contract, the Chief Executive Officer shall specifically: (a) provide the leadership and direction necessary to implement the policies established by the Board, acting as the chief deputy to the President on corporate matters and serve as the executive administrator of the Association's health facilities and services; (b) be accountable for the day-to-day overall operations of the various clinical and support services within the Association; (c) provide guidance and direction to Trustees and supervisors within the areas of his/her responsibility; and (d) exercise such other authority as from time to time may be delegated or assigned to him/her by the President and/or the Board , and as provided in these Bylaws or as may be provided in a separate written policy, position description and/or contract. The Board shall provide a mechanism for performance evaluation of the Chief Executive Officer at least annually, through criteria established by a special committee.

ARTICLE VI

COMMITTEES

6.01 Classification. Committees of the Board shall be standing and special. All committees shall be under the control of the Board, shall have charge of such duties as may be assigned by these Bylaws or the Board, and shall maintain a permanent record of their actions and proceedings. The Board may authorize any standing committee, or special committee, to exercise the powers permissible under law for an executive committee with regard to a specific subject or project, including the power to act for the Board as to the subject or project, otherwise requiring Board action, between Board meetings or as needed in an emergency situation.

6.02 Standing Committees. The standing committees of the Board shall be an Executive Committee and a Finance Committee, and such other committees as the Board may authorize.

6.03 Executive Committee. The Executive Committee shall consist of the President, who shall act as chair of said committee, the Vice President, the Secretary, the Treasurer and at least one other Trustee designated to serve on the Committee by the Board of Trustees at its annual meeting. The Executive Committee shall consist of no less than five (5) individual Trustees. The Executive Committee shall have power to transact all regular business of the Association during the interim between the meetings of the Board, provided any action taken shall not conflict with the policies or the expressed wishes of the Board.

6.04 Finance Committee. The Finance Committee shall consist of the Treasurer and a minimum of three (3) additional Board members. The Treasurer shall be the chair of the Finance Committee. The committee shall:

- (a) Be responsible for the preparation of annual budgets for the Association not later than last meeting of the Committee.
- (b) Be responsible for the preparation of all Capital Budgets for the Association for approval of the Board.
- (c) Be responsible for relations with the auditing firm, such firm to be recommended by the Finance Committee to the Board. Committee responsible for periodic review of auditing firms qualified to perform the Association audit.
- (d) Be responsible for selection of all banking institutions with which the Association shall be a depository or borrower.
- (e) Be responsible for monthly reporting of financial conditions compared to budget and past performance to the Board.
- (f) Perform all other duties as assigned by the Board.

6.05 Special Committees. The Board may appoint special committees, such as physical facilities, bylaws, etc., from time to time as occasion demands. These committees shall limit their activities to the purposes for which they are formed and they shall have no power to act unless such power is specifically conferred by action of the Board. Upon completion of the task for which appointed, any special committee shall stand discharged. The provisions of Sections 6.06 and 6.07 shall apply to all special committees.

6.06 General Conditions.

6.06-1 The President shall appoint, with the concurrence of the Board, the chair and members of each standing committee for which there is a vacancy, at the Board's annual meeting or not later than the first regular meeting of the Board following the annual meeting.

6.06-2 The term of office of members of all standing committees shall commence immediately following the meeting at which they are appointed, and shall continue until the close of the next annual meeting of the Board or until their successors are appointed and assume their respective duties.

6.06-3 The Chair of all standing committees shall be appointed by the President unless the committee shall be sooner dissolved, he/she is removed from such committee, he/she ceases to qualify as a member of such committee, or as otherwise provided for in these Bylaws.

6.06-4 Vacancies in the membership of any committee may be filled by appointment made by the President with approval of the Board.

6.06-5 Both the President and Chief Executive Officer or their designees shall serve as ex-officio, non-voting members of all standing and special committees unless appointed as voting members by the Board.

6.06-6 A member of a committee may resign at any time by submitting a written resignation to the chair of the committee, the President or the Chief Executive Officer. Any member of any committee may be removed by the Board whenever, in its judgment, the best interests of the Association would be served thereby. The President may remove any member of a committee he/she has appointed whenever, in the judgment of the President, the best interests of the Association will be served thereby.

6.06-7 Meetings of standing committees and special committees may be called by the President, the Chief Executive Officer or designee or the Chair of the committee. Except as otherwise provided in these Bylaws, each committee shall meet as often as necessary and appropriate to perform its duties. Notice of the date, time and place of a meeting shall be given by Approved Written Communication.

6.06-8 Except as otherwise provided in these Bylaws, in the resolution of the Board creating a committee or by the President, a majority of the full committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

6.06-9 A vacancy on a committee shall be filled for the unexpired portion of the term in the same manner in which the selection of the previous committee member was made. During any vacancy, the remaining committee members may continue to act with the power and authority of the full committee.

6.06-10 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board consistent with Section 9.09.

6.07 Confidentiality. The records and business of all committee proceedings shall be confidential and shall not be subject to disclosure except in accordance with Association policies. To the extent that any committee of the Board oversees or engages in professional review or review of the practices in the Association for the purpose of reducing morbidity and mortality and improving patient care, all minutes, data, knowledge and information, made or collected by or on behalf of the Committee shall be confidential, and pursuant to the Public Health Code and other applicable state and federal laws, shall not be disclosed to any person or entity, except the Board, the Association committees assigned quality improvement functions, and the Medical Staff committees for purpose of their action thereon.

ARTICLE VII

MEDICAL STAFF

7.01 Organization. There shall be a Medical Staff which shall be comprised of all Practitioners and other Qualified Medical Professionals (as those terms are defined in the Medical Staff Bylaws) who are privileged to attend patients in the Hospital. Each appointee to the Medical Staff must observe all ethical principles of his/her profession.

7.02 Responsibilities.

7.02-1 Quality Review. The Medical Staff is delegated the primary responsibility and authority to evaluate, under the direction and supervision of the Chief of Staff, the quality of medical care provided by the Hospital. In fulfilling this responsibility, the Medical Staff, through its committees and services, shall conduct necessary retrospective and continuing review of the quality of performance and clinical practice of the members of the Medical Staff and make evaluations relating thereto.

7.02-2 Compliance with and Communication Concerning Ethical and Professional Standards. The Medical Staff shall seek to achieve compliance with all ethical principles and standards of professional medical practice. There shall be an appropriately licensed physician responsible for the care and treatment of each patient at the Hospital at all times. Patients shall be admitted to the Hospital only by a physician with admitting privileges, and a physician shall be on duty or on call at all times. The Board shall provide appropriate procedures to enable it to be regularly and fully apprised of matters of concern to and the viewpoints of the Medical Staff.

7.02-3 Bylaws, Rules and Policies. The Medical Staff organization shall formulate and adopt bylaws, rules and policies for its internal governance, and amendments thereto from time to time, and the Chief of Staff shall present said bylaws, rules and policies to the Board of Trustees. These bylaws, rules and policies shall create an administrative organization to discharge the functions and responsibilities assigned to the Medical Staff by the Board of Trustees. These bylaws, rules and policies shall state the purposes, functions and organization of the Medical Staff, the composition of the Medical Staff, and shall set forth the procedures by which the Medical Staff exercises and accounts for its delegated authority and responsibilities. The Board shall have the authority and responsibility of adopting the Medical Staff Bylaws, and to reject rules and policies proposed by the Medical Staff or its Executive Committee. The Medical Staff Bylaws shall provide for a due process mechanism for the proper review, when requested, of situations in which membership on the staff or privileges of members of the Medical Staff are denied, reduced, altered or otherwise modified.

7.03 Membership and Clinical Privileges. The process for appointment to the Medical Staff, which shall be a prerequisite to the exercise of clinical privileges in the Hospital, shall be stated in the Medical Staff Bylaws, and shall involve the following:

7.03-1 Recommendation to Board. The Medical Staff, under the direction of the Chief of the Medical Staff, and in conjunction with the Chief Executive Officer or designee, is delegated primary responsibility to investigate and evaluate matters related to Medical Staff membership status, clinical privileges, and corrective action, and the Medical Staff shall adopt and forward to the Board specific written recommendations with appropriate supporting documentation that will allow the Board to take informed action.

7.03-2 Board Level Action. Final action on all matters relating to Medical Staff status, clinical privileges, and adverse action as defined in the Medical Staff Bylaws shall be taken by the Board after considering the recommendations of the Medical Staff, provided that the Board shall act in any event if the Medical Staff fails to submit any such recommendation within the time periods required by the Medical Staff Bylaws. Any such Board action without the recommendation of the Medical Staff shall be based on the same kind of documented investigation and evaluation of current ability, judgment, and character as is required for recommendation of the Medical Staff.

7.03-3 Selection Criteria. In acting on matters of Medical Staff membership status, the Board shall consider the recommendations of the Medical Staff and the Chief Executive Officer or designee, the needs of the Hospital and community and such other criteria as are set forth in the Medical Staff Bylaws. In granting and defining the scope of clinical privileges that is to be exercised by each professional providing health care services at the Hospital, the Board shall consider: the recommendation of the Medical Staff; the supporting information on which the recommendation is based; and such criteria as are set forth in the Medical Staff membership and clinical privileges (including professional ability, practice habits, judgment and rapport, community needs, Hospital needs and capacity to provide support, and ability to provide good patient care at the Hospital). Notwithstanding the above, for a physician (or other licensed independently practicing health professional) to be favorably considered for Medical Staff membership, it will be necessary to assure compatibility with purposes, objectives, philosophies, programs, and staff of the Hospital.

7.03-4 No Unlawful Discrimination. No aspect of membership status nor specific clinical privileges shall be limited or denied to an otherwise qualified person on the basis of sex, race, creed, handicap, color or national origin, except as permitted by law for safety of patients, staff and the practitioner.

7.03-5 Procedure. The procedure to be followed by the Medical Staff and Board in acting on matters of appointment, clinical privileges and corrective action, shall be such as are provided by and specified in the

bylaws of the Medical Staff. However, if the Board does not initially concur in a Medical Staff recommendation relative to clinical privileges, Medical Staff appointment status or corrective action, before final action is taken on the matter it shall be referred for further study and recommendation to a special joint conference committee as provided in Section 7.06 below. The recommendations and view of the Medical Staff shall be carefully considered by the reviewing committee during its deliberations and in its actions. The recommendations of the committee shall then be made to and considered by the Board before final action on such matters is taken.

7.03-6 Special Delegated Credentialing Requirements for Telemedicine. In making determinations regarding clinical privileges for telemedicine services, the Board may permit the Medical Staff to rely upon the credentialing and privileging decisions made by a distant site telemedicine entity with which the Association has a written agreement for the provision of telemedicine services and/or the credentialing and privileging therefore, which written agreement must provide that the telemedicine services provided by the distant site telemedicine entity are furnished in a manner that permits the Association to comply with the Medicare Conditions of Participation for such contracted services. If so required by the Conditions of Participation, any such written agreement shall additionally include the requirement that the Association shall provide to the distant-site telemedicine entity any evidence obtained as a result of any internal review performed by the Association, which information shall include, at a minimum, all adverse events that result from telemedicine services provided and all complaints received by the Association regarding such telemedicine services.

7.04 Action by the Board.

7.04-1 The Board reserves the right to take final action on all matters relating to quality of care in the Hospital. If the Medical Staff fails to adopt and submit recommendations or apply those bylaws, rules and policies within a reasonable time, the Bylaws shall not be interpreted as precluding the Board from taking action, which is necessary to assure quality of patient care. The Board will take any such action after carefully considering the recommendations and views of the Medical Staff, if any.

7.04-2 Medical Staff appointment and clinical privileges are not to be construed in any way as a property right or any other type of right, nor are the Medical Staff Bylaws authorized by these Bylaws to be construed as a contract, either explicit or implied, between the Hospital and the individual or collective appointees to the Medical Staff.

7.05 Procedural Review. The Medical Staff Bylaws, rules and/or policies shall specifically include mechanisms described in writing for review of any adverse recommendations made by the Medical Staff Executive Committee or any adverse action taken by the Board, with respect to staff appointment, reappointment, department affiliation, staff category, prerogatives, admitting or clinical privileges as well as the right to be heard at each step of the process, when requested, by the member of the Medical Staff affected thereby.

7.06 Conflict.

7.06-1 In the event of a conflict between the Medical Staff Bylaws and these Bylaws, these Bylaws shall control.

7.06-2 If the Board differs with the recommendation of the Medical Staff regarding initial appointment, reappointment or clinical privileges of any medical or osteopathic physician or allied health service professional, the Board shall promptly send written notice of its decision to the Medical Staff. In such written notice, the Board shall afford the Medical Staff the opportunity of submitting the decision for review by a special joint conference committee composed of three individuals appointed by the Medical Executive

Committee and three individuals appointed by the Board (ordinarily including the Chief Executive Officer or designee) to make a recommendation within a specified time, which shall be not less than fifteen (15) days but not more than thirty (30) days after the Medical Staff makes such request. The Board shall consider the recommendation of the special joint conference committee before it takes final action.

7.07 Advanced Practice Professionals and Allied Health Professionals. The Board hereby delegates to the Medical Staff the responsibility and authority to investigate and evaluate each application made by Advanced Practice Professionals and those Allied Health Professionals the Medical Staff determines require Medical Staff review for the privilege of performing specified services in the Hospital, for service affiliation, and for any modification in the services performed by such Advanced Practice Professionals and designated Allied Health Professionals. The Medical Staff or its designated committee shall make recommendation to the Board on such application, provided that the Board shall act, in any event, if the Staff fails to adopt and submit any such recommendations within a reasonable time. Such Board action without a Medical Staff recommendation shall be based on the same kind of documented investigation and evaluation of current ability, judgment, and character as is required for Medical Staff recommendations.

7.08 Contractual Limitations. For any practitioner whose engagement by the Hospital on a contractual basis requires membership on the Medical Staff, the termination of such contract of employment shall constitute a resignation of such practitioner's privileges if the contract or employment agreement provides that such clinical privileges are dependent upon the continuing effectiveness or renewal of such contract or employment agreement. Such resignation shall not be subject to the review process set forth in the review procedures of the Medical Staff's bylaws, rules and policies.

ARTICLE VIII

LIMITATION OF LIABILITY AND INDEMNITY

8.01 Protection for Trustees and other Volunteers. The Articles provide and describe special direct legal protections permissible under Michigan law for Trustees, officers, and other volunteers, which include committee chairs and committee members. In addition, the Association shall provide indemnity and insurance protection as follows for individuals and organizations who act in good faith on behalf of the Association

8.02 Indemnification.

8.02-1 Trustees and Officers. Subject to and limited by Section 8.02-2 below, the Association shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person, and such person's heirs and legal representatives, who is or was made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative), whether brought by or in the right of the Association or otherwise, by reason of the fact that such person is or was at any time a Trustee or officer of the Association or such person serves or served on any formally constituted advisory body or voluntary committee of the Association, the Board or any such person served at the request of the Association as a Trustee, shareholder, member, officer, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise. Such person shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred or to be incurred by the person in connection with such action, suit or proceedings if such 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 Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. 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 the person

reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, did not have reasonable cause to believe that the conduct was unlawful.

8.02-2 Indemnification of Employees and Agents of the Association. The Association may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Association to the fullest extent of the provisions of this section with respect to the indemnification and advancement of expenses and officers of the Association.

8.03 Expenses of Successful Defense. Unless otherwise provided by law and subject to all provisions of this Article VIII and the Association's Articles of Incorporation, to the extent that a Trustee, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Section 8.02 or in defense of a claim, issue, or matter in an action, suit, or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit, or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section.

8.04 Approval of Indemnification. Any indemnification under Section 8.02 of this Article, unless ordered by a court of competent jurisdiction, shall be made by the Association only if authorized in the specific case by any of the following methods: a majority vote of a quorum of the Board, but limited to those Trustees who are not parties to the action suit or proceeding; if the quorum of a majority of the Trustees is not obtainable, by a committee of at least two (2) Trustees who are not parties to the action; or by independent legal counsel in a written opinion. The determination should be based upon a determination, under all of the facts and circumstances, that the person requesting indemnification has met all applicable standards of conduct set forth in 8.02 for his/her position with the Association.

8.05 Partial Indemnity. If a person is entitled to indemnification under Section 8.02 for a portion of expenses, including attorney fees, judgment, penalties, fines, and amounts paid in settlement, but not for the total amount, the Association shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.06 Former Trustees and Officers. The indemnification provided in Section 8.02, continues as to a person who ceases to be a Trustee, officer, employee, or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

8.07 Liability Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, Medical Staff leader, employee or agent of Association, who serves or served on a committee of the Association or who is or was serving at the request of the Association as a Trustee, officer, employee or agent of another corporation, business corporation, organization, partnership, joint venture or any other enterprise. This insurance may indemnify any person so insured against any liability asserted against, or incurred by, the indemnified party in any capacity or arising out of the status described above, whether or not the Association would otherwise have the power to indemnify that individual against such liability under Section 8.02. Any liability payable under any policy of liability insurance, whether purchased by the Association or any other entity on behalf of the individual to be indemnified, shall be primary with respect to any indemnity provided under these Bylaws, and the indemnity provided under these Bylaws shall be payable only after the proceeds of such insurance have been paid.

8.08 Protection from Liability. The Association shall advance funds to pay expenses incurred or to be incurred by a Trustee or officer, and may, in the Board's discretion, advance funds to pay expenses incurred or to be incurred by an employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on

behalf of the Trustee, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Association under applicable law. The foregoing requirement shall not apply to legal defense for an employee or agent of the Association arranged and paid for by the Association under a self-insurance program where the Board or its designee has made a determination that a legal defense is required under the self-insurance program documents. The ultimate determination of the person's entitlement to indemnification shall be made in accordance with the applicable standard of conduct under applicable law and this Article.

8.09 Not Exclusive of Other Rights. The indemnification and advancement of expenses provided in Sections 8.01 through 8.08 are not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Association's Articles of Incorporation, Bylaws, or a contractual agreement, unless such indemnity is made subject to a self-insurance plan or the terms of insurance policies acquired by the Association. The total amount of expenses advanced or indemnified from all sources shall be limited to the amount of actual expenses incurred by the individual seeking advancement or indemnification. With regard to this type of indemnification, expenses incurred in defending any action, suit or proceeding may be paid by the Association in advance of the final disposition of that action, suit or proceeding upon approval by a majority vote of the Board. If it is ultimately determined that the individual being indemnified is not entitled to indemnification by the Association, as determined by the final disposition of the action, suit or proceeding, the Association shall take the appropriate measures to recover the expenses advanced.

8.10 Amendment of Liability Law. As provided in the Articles, if Michigan or federal statutory provisions application to the Association are amended to authorize the further elimination or limitation of the liability of the Trustee, officers or non- Trustee volunteers of nonprofit corporations, then the liability of the Trustee, officers or non- Trustee volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the Association, eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Association Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Association as a nonprofit organization. No amendment or repeal of the Article shall apply to or have any effect on the liability or alleged liability of any Trustee, officer or non- Trustee volunteer of this Association for or with respect to any acts or omissions of such Trustee, officer or non- Trustee volunteer occurring prior to the effective date of any such amendment or repeal.

8.11 Reliance on Opinions. As provided in the Articles, Trustee or officer, when acting in good faith, may rely upon the opinion of counsel for the Association, upon the report of an independent appraiser selected with reasonable care by the Board of Trustees, or upon financial statements of the Association represented to him/her to be correct by the Chief Executive Officer (or designee) or other officer of the Association having charge of his/her books of account or stated in a written report by an independent, public or certified public accountant or firm of such accountants fairly to reflect the financial conditions of the Association.

ARTICLE IX

MISCELLANEOUS

9.01 Seal. The Association shall have no seal.

9.02 Contracts. All contracts, notes, bonds, leases and other obligations of the Association shall be signed by such officer or officers or person or persons in such manner as the Board may direct. In this respect, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association, and such authorization may be

general or confined to specific instances. In the absence of other designation, all transfers of ownership of real estate, deeds, mortgages and instruments of assignment or pledge made by the Association shall be executed in the name of the Association by either the President or the Chief Executive Officer (or designated Administrative Vice President), and by either the Secretary or the Chief Financial Officer and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers. Any authority delegated to the Chief Executive Officer may be delegated by him/her to a managerial level staff member pursuant to a written policy or written designation.

9.03 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money and all notes shall be signed by such officer or officers or person or persons (whether or not officers of the Association) in such manner as the Board may direct.

9.04 Fiscal Year. The fiscal year of the Association shall begin on April 1 and end on March 31.

9.05 Deposits. All corporate funds shall be deposited to the credit of the Association in such banks or other depositories as the Finance Committee may select.

9.06 Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general, or for any special, corporate purpose, subject to due diligence with regard to any property known or suspected to be tainted or distressed. All endowments and other assets shall be invested and administered in such manner as the Board may direct, and in accordance with the terms and conditions thereof, if any.

9.07 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board within its authority, as required by these Bylaws. Such authorization may be general or confined to specific instances.

9.08 Voting of Securities Owned by This Association. Subject always to the specific directions of the Board, (a) any shares or other securities issued by any other corporation and owned or controlled by this Association may be voted at any meeting of security holders of such other corporation by the Chief Executive Officer if present or, in his/her absence by the Chief Financial Officer of this Association, and (b) whenever, in the judgment of the Chief Executive Officer or, in his/her absence, the Chief Financial Officer, it is desirable for this Association to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this Association, such proxy or consent shall be executed in the name of this Association by the Chief Executive Officer or Chief Financial Officer of this Association, without necessity of any authorization by the Board of Trustees, or countersignature of attestation by another officer. Any person or persons designated in the manner above stated has the proxy and authority to vote the shares or other securities issued by such other corporation and owned by this Association the same as such shares or other securities might be voted by this Association.

9.09 Meeting Procedures. Meetings of the members of the Board and committees thereof shall be conducted in accord with procedures established by the Board or committee in writing or through established practice acceptable to a majority of the Board or committee which fairly allow each Trustee or committee member to review and consider relevant information, reasonably express his/her views, vote, and have his/her vote or dissent recorded. Notwithstanding the foregoing, if any two (2) or more Trustees or committee members believe the procedures utilized do not meet the foregoing requirements or are unfair with respect to one (1) or more matters, they may, by written notice signed by each of them, require that proceedings on such matter(s) be conducted in accord with the current edition of Robert's Rules of Order, Revised.

ARTICLE X

CONFLICT AND DUALITY OF INTEREST

10.01 Disclosure. Any Trustee, officer or non- Trustee committee member (“Interested Person”) having an interest in a contract or other proposed action presented to the Board or committee of which they are a member for authorization, approval or ratification shall have the duty to make a prompt, full and frank disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant material facts known to such Interested Person about the contract or transaction which might reasonably be construed to be adverse to the Association’s interest. Such disclosure shall be deemed fulfilled if disclosure is made in writing pursuant to a Board approved policy and form.

10.02 Trustee Participation and Disqualifications. An Interested Person making a disclosure required under Section 10.01 at a meeting of the Board or committee may briefly state his/her position in the matter and answer questions of other Trustees or non- Trustee committee members. The Interested Person shall not, however, participate in deliberations, vote on the matter, use his/her personal influence in the matter, or be counted towards a quorum of the Board or committee. Any dispute as to whether an Interested Person has a duality or conflict of interest, shall be exclusively determined by the Board, acting by a majority of the Trustees present, exclusive of the Interested Person who is the subject of the vote. If a duality or conflict of interest is disclosed or is found to exist, the minutes of the meeting shall reflect the situation, the abstention from voting, and the quorum status. For the purposes of this Article, a person shall not be deemed to have a duality or conflict of interest as to any matter before the Board or committee, merely because the person is a Trustee, officer or employee of the Association or an affiliated entity of either, where the person has no personal financial interest, other than salary for service as an employee or officer, if applicable. Nevertheless, other than to provide compensation survey data and report on recruiting of executives in the industry, the Chief Executive Officer may not participate in any deliberations or vote on his/her compensation or, if he/she is an employee of another organization, the payment to his/her employer.

10.03 Board Policy. The Board may establish conflict and duality of interest policies which either amplify the foregoing or apply the foregoing in a manner which is more restrictive upon conflicts or dualities of interest. If more restrictive, any such policy shall supersede the foregoing Bylaws provisions on matters they expressly address.

ARTICLE XI

AFFILIATED ORGANIZATIONS

11.01 Authorizations and Control. There may be one (1) or more other volunteer service organizations, whose membership shall be comprised of volunteers and the purpose of which shall be to assist in serving the patients of and visitors to the Hospital. The Board shall have full authority to direct and change the manner of operations and functioning of any volunteer service organization, including the authority to terminate such organization.

11.01-1 Such volunteer service organizations shall cooperate with the Board and with the Chief Executive Officer in the best interests of the Hospital and its patients and shall propose and adopt, by vote, bylaws, and rules for its internal government which shall be effective only when approved by the Board.

11.01-2 Such volunteer service organizations may not advertise, publicize or conduct any function for fund raising, or for social or other purposes, utilizing the name of the Association or the Hospital without the advance written permission of the President or the Board.

11.01-3 Such volunteer service organizations may not undertake any activity on the premises of the Hospital without the approval of the Chief Executive Officer.

11.02 Accounting of Funds and Membership. Funds of such volunteer service organizations collected or otherwise accorded on behalf of the Association or the Hospital, or by any activities purporting to assist the Hospital or its patients, shall be accounted to the Board through reports by the volunteer service organization. At least annually, each volunteer service organization shall report to the Board its membership and financial status, including income, expenditures and debt.

11.03 Disbursement of Funds. Funds of such volunteer service organizations, other than operating funds or direct donations to the Association, shall not be disbursed without prior approval of the Board upon the recommendation of the relevant volunteer service organization.

11.04 Adoption of Policies. No rules or policies shall be adopted by any volunteer service organization, which shall be in conflict with the Bylaws of the Association or of the Medical Staff.

11.05 Restriction of Authority. No voluntary service organization may legally bind the Association to any contract, debt or other financial commitment without advance written consent of the Chief Executive Officer if within his/her authority, or if not, an advance resolution of the Board, as required by these Bylaws, specifically approving such contract, debt or other financial commitment.

ARTICLE XII

AMENDMENTS

12.01 Articles. The Articles of Incorporation may be altered, amended, or repealed, and new Articles may be adopted by the Members at any annual, regular or special meeting of the Members or by written consent of the Members, after considering the input of the Board.

12.02 Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by 2/3rds majority vote of the Members or the Board of Trustees at any properly called annual, regular or special meeting of the body.

12.03 Periodic Review. The Articles and these Bylaws shall be reviewed at least every other year by the Board, and the minutes shall reflect that such review was made.

OFFICER’S CERTIFICATE

The undersigned duly elected President of the Association, has signed this Certificate on behalf of the Association hereon certifying that these Bylaws were approved by the Board of Trustees, on May, 19, 2022.

MUNISING MEMORIAL HOSPITAL ASSOCIATION

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Marilyn Beverley

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Association President