

BY-LAWS OF
MICHIGAN HEALTH AND SAFETY COALITION

ARTICLE I

OFFICES

SECTION 1. Office. The initial registered office of the Michigan Health and Safety Coalition ("Corporation") in the State of Michigan shall be in the City of Lansing, County of Ingham. The Board of Directors may change the location of the registered office of the Corporation.

SECTION 2. Purpose. The purpose for which the Corporation is organized is as follows:

(A) Provide leadership and share knowledge on patient safety issues in Michigan.

Develop and/or support systemic approaches to identifying and learning from errors with a focus on continuous improvement.

Encourage the establishment of performance standards for patient safety, medical error reporting and continuous improvement and encourage the provision of positive incentives for improved performance.

Support a culture of safety by encouraging the implementation of safety systems in health care organizations.

(B) The Corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code ("Code").

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as provided in Section 501(h) of the Code) and the Corporation shall not participate in, or intervene on behalf of or in opposition to any candidate for public office.

The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of

the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(C) To acquire, own, dispose of and deal with personal property and interest therein and to apply gifts, grants, bequests and devise the proceeds thereof in furtherance of the purposes of the Corporation.

(D) To do such things and to perform such acts and to accomplish such purpose the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c) of the Code, will all of the power conferred on non-profit corporations under the laws of the State of Michigan.

SECTION 3. Non-Profit Operation. The Corporation shall be operated exclusively for non-profit purposes within the meaning of Section 501(c)(3) of the Code as a Michigan non-profit 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 Director, Trustee, Officer or private member or 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.

ARTICLE II

MEMBERS

SECTION 1. Eligibility for Membership. To be eligible for membership, member organizations must be key health care stakeholders in Michigan. To promote efficient size, the intent is to limit member organizations to groups representing large unique groups of key stakeholders, including purchasers, labor, consumers, health plans, and providers. Each member organization shall select one (1) representative to serve on its behalf for the Corporation.

SECTION 2. Membership Dues. The Board of Directors may establish annual dues for membership in the Corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors. The Board of Directors may establish a process for a hardship waiver for payment of membership dues.

SECTION 3. Termination of Membership. Membership may be terminated by the Board of Directors on the occurrence of any of the following events:

- (a) Failure to pay dues within ninety (90) days after written notice of past due payment.
- (b) Failure to satisfy the requirements of Section 1 of this Article.

SECTION 4. Annual Meeting. The annual meeting of the Members shall be held in January of each year. At each annual meeting, Directors shall be elected and any other business shall be transacted that may come before the meeting.

SECTION 5. Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the Chairperson. Such meetings shall also be called by the Chairperson or Secretary at the written request of not less than ten percent (10%) of the members.

SECTION 6. Place of Meetings. All membership meetings shall be held at the Corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

SECTION 7. Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally, by e-mail or by mail to each Member Representative of record entitled to vote at the meeting at its last address as it appears on the books of the Corporation.

SECTION 8. Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining Members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than sixty (60) days nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action.

SECTION 9. List of Members. The Secretary of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the Members and its representatives entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each Member, be produced at the time and place of the membership meeting, be subject to inspection by any Members during the whole time of the meeting, and be prima facie evidence of the Members entitled to examine the list or vote at the meeting.

SECTION 10. Quorum. Unless a greater or lesser quorum is required by statute, Members present in person or by proxy who, as of the record date, representing fifty percent (50%) or more of the Members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the Members present.

SECTION 11. Proxies. A Member Representative entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the Member by proxy. A proxy shall be signed by the Member Representative or the Member's authorized agent and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it except as otherwise provided by statute.

SECTION 12. Voting. Each Member Representative is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of Directors, is to be taken by a vote of the Members, it shall be authorized by a majority of the votes cast by the Members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

SECTION 13. Meeting by Telephone or Similar Equipment. A Member Representative may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. Board of Directors. The business and affairs of the Corporation shall be managed by the Executive Officers who shall report to the Board of Directors, which shall be 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.

SECTION 2. Number. The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) persons.

SECTION 3. Term. Directors shall be elected at the Annual Membership Meetings. Members of the Board of Directors shall serve for two (2) year terms and until their successors are duly elected. It is the intent to have the term expire for approximately one-half of the Board of Directors each year. There is no limit on the number of terms a Director may serve.

SECTION 4. Resignation. A Director may resign by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice.

SECTION 5. Removal. Any Director or the entire Board, may be removed with or without cause by a majority vote of the Members entitled to vote at an election of Directors.

SECTION 6. Board Vacancies. A vacancy occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled with a person selected by a majority vote of the remaining Board of Directors. This person shall fill the vacancy until that already established term expires.

SECTION 7. Annual Meeting. An annual meeting shall be held each year immediately after the Annual Membership 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.

SECTION 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Chairperson of the Board of Directors shall from time to time determine at a prior meeting or by resolution of the Board of Directors or by Waiver of Notice and Consent.

SECTION 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, or Secretary upon written request of any four (4) Directors.

SECTION 10. Notice of Meetings. Notice of the time and place of all meetings of the Board of Directors shall be given to each Director at least five (5) days before the date of the meeting, either personally, e-mail, or by mailing such notice to each Director. 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.

SECTION 11. Waiver of Notice. A Director's attendance at a Board of Director's meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 12. Electronic Participation. A Director or a member of a committee may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

SECTION 13. Quorum. A majority of Board members then in office, or of the members of a committee thereof, constitutes a quorum for transaction of business. The vote of the majority of members present at a meeting where a quorum is present constitutes authorized actions of the Board of Directors or of the committee, except as otherwise required by the laws of the State of Michigan or specified in these By-Laws or the Articles of Incorporation.

SECTION 14. Action by Written Consent. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, not less than three-quarters of all members of the Board or of the committee consent to the action in writing. Written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.

SECTION 15. Powers of the Board of Directors. The Board of Directors shall elect the officers of the Corporation, and have management of the property, 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 Sections 501(c)(3) of the Code not inconsistent with these By-Laws and with the Articles of Incorporation, or with the laws of the State of Michigan, including the power, duty, and responsibility to do all things which are lawful and necessary to the complete execution of the purposes for which the Corporation is formed. The general policies under which the Corporation shall operate in the fulfillment of its purposes shall be established and its business and affairs managed, controlled, and directed by the Board of Directors.

SECTION 16. Compensation of Directors. No member of the Board of Directors shall be entitled to any compensation for his or her services as a Director. However, the foregoing shall not prevent the Corporation from providing reasonable compensation to the Director for services which are beyond the scope of his or her duties as a Director, reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director, or from entering into a contract directly or indirectly with a Director for the provision of goods or services to the Corporation, if such contract is in the best interest of the Corporation and on fair and reasonable terms. In addition, the Corporation may provide reasonable compensation to Executive Officers and staff who will handle the day-to-day activities of the Corporation.

SECTION 17. Voting. All voting by the Board shall be by secret ballot unless otherwise determined by the Chairperson. No proxy voting shall be allowed.

SECTION 18. Robert's Rules of Orders. Unless it is specified by these By-Laws, all meetings, voting, and procedures are to be governed by Robert's Rules of Order.

ARTICLE IV

COMMITTEES

SECTION 1. General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one or more Directors and may include non-directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the By-Laws of the Corporation;
- (d) fill vacancies on the Board;
- (e) fix compensation of the Directors for serving on the Board or on a committee;
- (f) recommend to Members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;

- (g) recommend to the Members a dissolution of the Corporation or a revocation of a dissolution; or
- (h) terminate memberships.

ARTICLE V

OFFICERS

SECTION 1. Officers. The officers of the Corporation shall consist of a Chairperson-President, a Vice Chairperson, a Secretary and a Treasurer who should be the Executive Officers of the Corporation. There may also be other officers, as the Board of Directors deems appropriate. All officers shall be selected by and from the Board of Directors.

Two or more offices may be held by the same person, except that no person may serve as Chairperson-President and Vice Chairperson. No person may execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation to be executed, acknowledged, or verified by two or more officers.

SECTION 2. Compensation. Compensation of Officers, if any, shall be established from time to time by the Board of Directors.

SECTION 3. Chairperson-President. The Chairperson-President shall be elected to serve a two (2) year term. The Chairperson-President shall be privileged to attend and participate without a vote in the meetings of all committees of which the Chairperson-President is not otherwise a member. The Chairperson-President shall be the Chief Executive Officer of the Corporation. He/she shall, subject to the control of the Board of Directors, have general and active management of the Corporation's business and affairs with such general powers and duties of supervision and management as are usually vested in the office of the Chairperson-President of a corporation. The Chairperson-President shall have power to appoint or discharge employees or agents, and to prescribe their duties and to fix their compensation.

The Chairperson-President shall sign all corporate documents and agreement on behalf of the Corporation, except when he/she or the Board of Directors instruct what signing be done with or by some other officer, agent, or employee. He/she shall see that all actions taken by the Board of Directors are carried out and shall perform all other duties incident to the office; subject, however, to his/her right and the right of the Board of Directors to delegate any specific power to any other officer of the Corporation. The Chairperson-President may not negotiate for or enter into any agreement on behalf of the Corporation without the prior written consent of the Board of Directors.

The Chairperson-President shall preside at all meetings of the Board of Directors and shall have general powers of supervision and management of the affairs of the Corporation. The Chairperson-President shall appoint, with the approval of the Board of Directors, members of all committees, and shall be an ex officio of all committees.

SECTION 4. Vice Chairperson. The Board of Directors shall select a Vice Chairperson for a term of two (2) years. He/she shall have such powers and duties as may be assigned to him/her by the Board of Directors or the Chairperson. In case the Chairperson is unable or absent to perform his/her duties, the Vice Chairperson is to perform the duties of the Chairperson. The Vice Chairperson shall perform these duties until the Board directs otherwise. The Vice Chairperson shall perform all duties incident to the office.

SECTION 5. Secretary. The Secretary shall be selected by the Board of Directors at each annual meeting to serve a two (2) year term. The Secretary shall cause a record to be kept in permanent record form of all the meetings of the Board of Directors. The Secretary is responsible for providing notice to Members or Directors as required by law, the Articles of Incorporation, or by these By-Laws. He/she shall be the custodian of the corporate records, including a register of the names and addresses of each officer and Director. The Secretary shall perform all duties incidental to his/her office and other duties assigned to him/her by the Board of Directors. In the absence of the Secretary, or in the event of the Secretary's inability to perform any of the required functions, an Assistant Secretary shall be appointed to perform such duties.

SECTION 6. Treasurer. The Treasurer shall be selected by the Board of Directors at each annual meeting to serve a two (2) year term. The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made by the Board.

SECTION 7. General Officers. An Assistant Treasurer and/or Assistant Secretary may be selected by the Board of Directors at each annual meeting to serve a two (2) year term. He/she shall work with the Treasurer or Secretary and replace him during his absence.

SECTION 8. Removal and Resignation. Any officer appointed or elected by the Board of Directors may be removed by the Board with or without cause pursuant to these By-Laws. The authority of all other officers to act may be suspended by the Board or by the Chairperson-President for cause. An officer's removal shall not prejudice his contract rights, if any. However, appointment to an office does not itself create contract rights. An officer may resign by providing written notice to the Corporation. Notice of resignation is effective upon receipt or at a subsequent time designated in the notice.

SECTION 9. Vacancies. In the event of an officer's death, resignation, removal or other inability to serve, Chairperson shall select a successor who shall serve until the expiration of the normal term of such officer. In the event of a vacancy in the position of Chairperson, said position shall be filled by the Vice Chairperson, if any, until a vote of the Board of Directors can be had to elect a successor to serve until the expiration of the vacated office.

SECTION 10. 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, or until the officer's resignation or removal. No officer, including the Chairperson, shall serve more than two (2) consecutive two (2) year terms in the same office.

SECTION 11. Executive Office Staff. The Board of Directors may authorize the hiring of executive office staff to assist the Board of Directors and Officers to administer and attend to the day-to-day administrative issues.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. The authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by a written instrument. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation without specifying the executing officers, the Chairperson or Vice Chairperson and the Secretary may execute the instrument.

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, if:

(A) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(B) The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board or a committee of the Board.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of, withdrawal by an officer or Director of the Corporation other than on ordinary and usual terms of payment and security shall be made or permitted, unless each transaction is approved by a vote of two-thirds (2/3) of the members of the Board of Directors, excluding any Director involved in the transaction. A full and detailed statement of all transactions and any payments shall be submitted at each Annual Meeting of Directors, and the aggregate amount of such transactions, less any repayments, shall be stated in each Annual Report to Directors.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation and shall be signed in accordance with the policies established by the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in the banks, trusts, companies, or other depositories that are selected by the Board of Directors.

ARTICLE VII

SELECTION OF YEAR

SECTION 1. The fiscal year of the Corporation shall begin on the 1st day of January and end on the last day of December in each year.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Indemnification. Provided such indemnification does not violate the status of the Corporation as an organization described in Section 501(c)(3) of the Code and subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or Officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, Officer, Partner, Trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its Members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Derivative Actions. Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or Officer of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, Officer Partner, Trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit 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 or its Members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable

attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

SECTION 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a Director or Officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or Officer. Except as provided in Section 3 of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

SECTION 5. Determination that Indemnification is Proper. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, which is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the Members.

SECTION 6. Proportionate Indemnity. If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation 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.

SECTION 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 or 2 of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses. If it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

SECTION 8. Non-Exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not

exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

SECTION 9. Indemnification of Employees and Agents of the Corporation. The Corporation 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 Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.

SECTION 10. Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 11. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the State of Michigan.

SECTION 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights that such provisions permitted the Corporation to provide before any such change.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended or altered by a three-fourths (3/4) vote of the Board of Directors, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing at least five (5) days in advance of the meeting at which they are to be acted upon.