

**BYLAWS**  
**OF**  
**PORTAGE HEALTH FOUNDATION**

**ARTICLE I**  
**\*\*\*\*OFFICES\*\*\*\***

The principle office of the Corporation in the state of Michigan shall be located in the City of Hancock. The Corporation may have such other offices, either within or without the state of Michigan as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II**  
**\*\*\*\*BOARD OF DIRECTORS\*\*\*\***

*Section 1. General Powers.*

The business and affairs of the Corporation shall be directed by its Board of Directors.

*Section 2. Number, Tenure, and Qualifications.*

The number of Directors of the Corporation shall be a minimum of five and a maximum of nineteen. Each Director shall hold office for three years or, if later, until his successor shall have been elected. The Directors' terms shall be staggered, so that one-third of the Board membership shall be elected or re-elected each year. At least two (2) Foundation Directors shall be members of the Board of Directors of Portage Health.

*Section 3. Election Procedure.*

Election and re-election of all members of the Foundation Board of Directors shall be individually or collectively, by affirmative action of the Board of Directors of Portage Health. The Foundation Board shall nominate candidates for election or re-election as Directors by resolution and submit such nominations to the Portage Health Board of Directors for affirmative action.

*Section 4. Ex-Officio Members.*

The President and CEO of Portage Health shall serve as ex-officio Director with vote. This ex-officio Directorship is in addition to the number of Directors fixed in Section 2 of this Article II.

*Section 5. Regular Meetings.*

Regular meetings of the Board of Directors shall be held at such times and at such places as the Directors may provide, by resolution. Written notice of all regular meetings shall be mailed to each Director at his preferred address at least ten (10) days previous thereto.

*Section 6. Special Meetings.*

Special meetings of the Board of Directors may be called by or at the request of the Foundation's Chairman or any three (3) of its Directors. The person or persons who call a special meeting of the Board of Directors shall fix the time, place, and agenda for such meeting.

*Section 7. Notice.*

Notice of any special meeting shall be given at least three (3) business days previously thereto by written notice delivered personally or mailed to each Director at his preferred address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered to the recipient or his/her company's network. Any Director may waive notice of any meeting.

*Section 8. Annual Meeting.*

The Annual Meeting of the Corporation shall be the first scheduled meeting at the beginning of the fiscal year. The principal business to be conducted at the Annual Meeting shall be the nomination of Directors to fill pending vacancies in the Board's membership and the election of officers for the ensuing fiscal year.

*Section 9. Quorum.*

A majority of the number of Directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

*Section 10. Manner of Acting.*

The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

*Section 11. Action Without a Meeting.*

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by a majority of the Directors before such action.

*Section 12. Vacancies.*

Any vacancy occurring in the Board of Directors shall be acted upon by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors unless otherwise provided by law. Such affirmative vote shall constitute formal nomination, which nomination shall be submitted to the Board of Directors of Portage Health for election as specified in Section 3 of this Article II. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the election procedure fixed in Section 3 of this Article II.

*Section 13. Compensation.*

Directors shall not be paid for attendance at meetings of the Board of Directors nor shall payment be made to any Director for serving the Foundation in any other capacity.

*Section 14. Presumption of Assent.*

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he files his written adjournment thereof or shall send or deliver such dissent to the Secretary/Treasurer of the Corporation within three business days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

*Section 15. Votes by Proxy.*

Votes on action to be taken at a regular or special Board meeting transmitted orally, in writing, or by email by Directors absent from said meeting, shall not be valid.

*Section 16. Removal.*

Directors may be removed, with or without cause, by resolution of the Board of Directors of Portage Health at a meeting thereof.

### ARTICLE III

#### \*\*\*\*OFFICERS\*\*\*\*

*Section 1. Number.*

The officers of the Corporation shall be a Chairman, Vice Chairman, and Secretary/Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected from time to time by the Board of Directors.

## *Section 2. Election and Term of Office.*

The officers of the Corporation shall be elected annually at the first meeting of the fiscal year, that is, at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner herein provided.

## *Section 3. Removal.*

Any officer may be removed by a majority of the Board of Directors whenever in its judgment, the best interest of the Corporation will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

## *Section 4. Vacancies.*

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## *Section 5. Chairman.*

The Chairman shall, when present, preside at all meetings of the Board of Directors. He may sign, alone or with the Secretary or any other proper officer or agency of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgage bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

## *Section 6. Vice Chairman.*

In the absence of the Chairman or in the event of his death, inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

## *Section 7. Secretary/Treasurer.*

The Secretary shall: a) keep or assure the keeping of minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of or assure the keeping of the corporate records; and, d) determine and assure that all Corporation funds are being properly handled; e) see that monies due and payable to the Corporation from

any resource whatsoever are received and deposited in the name of the Corporation in such banks, trust companies, or other depositories as shall be agreed to by the Board of Directors; f) in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

*Section 8. Salaries.*

Officers shall receive no salaries.

**ARTICLE IV**  
**\*\*\*\*MANAGEMENT\*\*\*\***

*Section 1. Executive Director.*

The Executive Director, under the direction of the Board of Directors or the Chairman, shall have power, on behalf of the Board of Directors or the Chairman, to perform all acts, execute and deliver all documents and take all steps that the Board of Directors or Chairman may deem necessary or desirable in order to effect the actions and policies of the Portage Health Foundation.

*Section 2. Financial Officer.*

The Financial Officer for the Portage Health Foundation shall be the Chief Financial Officer of Portage Health.

**ARTICLE V**  
**\*\*\*\*COMMITTEES\*\*\*\***

*Section 1. Executive Committee.*

The Chairman, Vice Chairman, and Secretary/Treasurer shall constitute the Executive Committee of the Board of Directors of the Foundation. The Executive Director shall serve as an ex-officio member of the Executive Committee. A majority of all three members of the Executive Committee may from time to time act on behalf of the entire Board when such action is dictated by urgency and when insufficient time exists to call a special meeting of the Board. Such Executive Committee actions shall be subject to approval of the Board of Directors at its next regular or special meeting.

*Section 2. Other Committees.*

Other committees may be appointed from time to time by the Chairman as necessitated by the business and affairs of the Corporation. Such committees shall report to the entire Board at regular or special meetings.

## ARTICLE VI

### \*\*\*\*CONTRACTS, LOANS, CHECKS, AND DEPOSITS\*\*\*\*

#### *Section 1. Contracts.*

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### *Section 2. Loans.*

No loans shall be contracted on behalf of the Corporation and no evidence 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.

#### *Section 3. Checks, Drafts, Etc.*

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### *Section 4. Deposits.*

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## ARTICLE VII

### \*\*\*\*FISCAL YEAR\*\*\*\*

The Fiscal Year of the Corporation shall coincide with the twelve (12) month period beginning July 1 and continuing through June 30.

## ARTICLE VIII


### \*\*\*\*AMENDMENTS\*\*\*\*

These Bylaws may be amended or repealed and new Bylaws may be adopted as follows: The Board of Directors may propose the amendment to the Bylaws by resolution setting forth the proposed amendment and directing that it be submitted for approval by the Board of Directors of Portage Health.

## CORPORATE ACKNOWLEDGEMENT

I, Gerard Quello, the duly elected, acting, and authorized Secretary/Treasurer of Portage Health Foundation, do hereby certify that the accompanying Bylaws of the Corporation, revision date of April 18, 2012, were unanimously adopted at the legally convened meeting of the Incorporators and Directors of the Corporation held on the 18<sup>th</sup> day of April, 2012, beginning at 12:00 p.m.

Dated this 25 day of April, 2012.

  
Gerard Quello