

BYLAWS

of

METROPOLITAN FOUNDATION

A Michigan Nonprofit Corporation

ARTICLE I. OFFICES

1.1. Registered Office. The registered office of the corporation shall be located at the address specified in the Articles of Incorporation or at such other place as may be determined by the Board of Directors if notice is filed with the State of Michigan.

1.2. Other Offices. The business of the corporation may be transacted at locations other than the registered office, within or outside the State of Michigan, as the Board of Directors may determine, or as the business of the corporation may require.

ARTICLE II. MEMBER

2.1. Sole Member: Powers and Privileges. The sole member of the Foundation is Metropolitan Health Corporation, a Michigan nonprofit corporation. Its voting powers and other privileges shall be as stated in the Michigan Nonprofit Corporation Act.

2.2. Meetings and Action by Member. Metropolitan Health Corporation shall exercise its rights as sole member of the corporation by resolution duly approved by its Board of Directors at any annual, regular or special meeting (or authorized by unanimous consent resolution of the directors of Metropolitan Health Corporation). As long as Metropolitan Health Corporation is the sole member of this corporation, no meetings of the membership shall be required. Metropolitan Health Corporation shall adopt resolutions electing members of the Board of Directors of this corporation at the annual meeting of its Board of Directors. If, for any reason, the annual meeting of the Board of Directors of Metropolitan Health Corporation is not held during any year, any business with respect to this corporation which could have been conducted at that meeting may be conducted by resolution adopted at any later annual, regular, or special meeting of its Board of Directors (or adopted by unanimous written consent resolution of the directors of Metropolitan Health Corporation).

2.3. Required Approval of Corporate Action By Member. Metropolitan Health Corporation must approve the following corporate actions:

- (a) Election of persons to serve and removal of persons serving on the Board of Directors of the corporation as provided in Article III.
- (b) Amending the articles of incorporation and bylaws as provided in Article VIII.

- (c) The adoption of strategic plans.
- (d) The adoption of and all material amendments to the annual operating and capital budgets of the corporation.
- (e) The approval of all capital expenditures in excess of \$10,000 not reflected in a budget previously approved by the member.
- (f) The approval of all borrowings for capital or operating purposes, all guaranties and all mortgages of real estate.
- (g) The approval of all arrangements for the joint conduct of business activities with persons not controlled directly or indirectly by Metropolitan Health Corporation, whether such business activities are conducted through the use of a corporation, partnership, joint venture or any other form of organization.
- (h) The approval of all loans to individuals or entities other than Metropolitan Health Corporation and organizations controlled directly or indirectly by Metropolitan Health corporation.
- (i) The transfer of property to any individual or entity other than Metropolitan Health Corporation or an organization controlled directly or indirectly by Metropolitan Health Corporation for consideration which is significantly less than the fair market value of the property. (The preceding shall not be interpreted to require approval of the provision of health care services to persons unable to pay fully for care or of other activities undertaken for the benefit of the general public in the ordinary course of business of the corporation.)
- (j) The transfer of property having a value in excess of \$10,000 to any entity controlled directly or indirectly by Metropolitan Health Corporation for consideration which is significantly less than the fair market value of the property.
- (k) The selection of the chief executive officer of the corporation.
- (l) The selection of auditors and attorneys for the corporation.

ARTICLE III. DIRECTORS

3.1. Board of Directors. Subject to member approval required by Article II, the business and affairs of the corporation shall be managed by the Board of Directors. In addition to exercising all of the other powers conferred upon the Board of Directors by law, the Board may enter into a trust agreement on behalf of the corporation with a trust company, bank, or other institution with trust powers, or designate any such institution as agent for the corporation, for the purpose of holding, administering and managing all or any part of its properties, subject always to the direction of the Board of Directors. Any institution so designated may be compensated in accordance with its current fees for such services.

3.2. Number and Selection of Directors. The Board of Directors shall consist of at least twelve (12) persons, including not less than three (3) members of the Board of Directors of either the Metropolitan Health Corporation or Metropolitan Hospital. The initial number of directors, and their names and terms, shall be the number specified by the incorporator as constituting the first Board of Directors. Subsequently, the number of directors shall be determined from time to time by resolution of the Board of Directors, and directors shall be elected by Metropolitan Health Corporation, as provided in Article II. The Board of Directors shall be divided into three (3) classes. One-third of the directors shall be directors of the first class and shall hold office for a term expiring at the first annual meeting; one-third of the directors shall be directors of the second class and shall hold office for a term expiring at the second annual meeting; and one-third of the directors shall be directors of the third class and shall hold office for a term expiring at the third annual meeting. At each annual meeting, a number of directors equal to the number of the class whose term expires at the time of the meeting shall be elected to hold office until their respective terms expire and their successors are elected and qualified or until their earlier resignation or removal. Directors are eligible to serve three consecutive terms of five (5) years and will be eligible to stand for reelection thereafter following a one-year leave of absence from Board membership.

Notwithstanding the foregoing, term limitations may be waived with respect to a director who is serving as an officer of the Foundation at the end of the term as of which he or she would otherwise retire, and declare such director to be eligible for nomination for an additional term of not to exceed five (5) years.

3.3. Ex-Officio. The CEO of the Metropolitan Health Corporation or the President of Metropolitan Hospital (if they are different) (as mutually determined between them), the CFO of the Metropolitan Health Corporation or the CFO of the Metropolitan Hospital (if they are different) (as mutually determined between them), and the Executive Director of the Metropolitan Foundation will each hold permanent seats on the Board of Directors as non-voting, Ex-officio Directors.

3.4. Directors Emeritus/Honorary Directors.

- (a) Eligibility and Election. Directors who have served the Foundation with distinction for ten (10) years or more and who have permanently retired from the Board may be elected as Directors Emeritus. Persons eligible

shall first be recommended for election by the Executive Committee of the Board. Election as a Director Emeritus shall be wholly within the discretion of the Board and shall require the affirmative vote of a majority of the full Board of Directors. Directors Emeritus shall be elected for life, subject only to resignation or removal by vote of a majority of the full Board of Directors.

- (b) Attendance at Meetings of Board and Committees. Directors Emeritus shall be entitled to notice of and to attend all meetings of the Board in an advisory capacity.
- (c) Honorary Directors. Persons who have consistently supported the Hospital or the Foundation for an extended period of time or have otherwise provided distinguished service or have made major contributions to the Hospital or the Foundation shall be eligible to be considered for election to the position of Honorary Director. Persons eligible shall first be recommended for election by the Executive Committee of the Board. Election as an Honorary Director shall be wholly within the discretion of the Board and shall require the affirmative vote of a majority of the full Board of Directors. Honorary Directors shall be elected for life, subject only to resignation or removal by a vote of the majority of the full Board of Directors.
- (d) Rights and Responsibilities. Directors Emeritus and Honorary Directors shall not be entitled to vote, and, except as set forth in Section 3.15, Directors Emeritus and Honorary Directors shall not be entitled to serve on committees, or have any of the other rights, powers, privileges, duties, responsibilities, or liabilities of the directors. Reference in these bylaws to “directors” shall not mean nor include Directors Emeritus or Honorary Directors.

3.5 Resignation and Removal. A director may resign by written notice to the Secretary of the corporation, which resignation shall be effective upon receipt by the corporation or at a subsequent time as set forth in the notice. Any director(s) or the entire Board of Directors may be removed, at any time with or without cause, by action of the member.

3.6. Vacancies and Increase in Number. Vacancies on the Board of Directors occurring for any reason, including an increase in the number of directors, shall be filled by the member in accordance with Sections 2.2 and 3.2. A director appointed to fill a vacancy occurring for any reason, including an increase in the number of directors, shall hold office until the next appointment of directors or until his or her earlier resignation or removal.

3.7. Place of Meetings and Records. The directors shall hold their meetings, maintain the minutes of the proceedings of meetings of the members, the Board of Directors, and committees of the Board of Directors and keep the books and records of account for the corporation, in such place or places, within or outside the State of Michigan, as the Board of

Directors may determine.

3.8. Annual Meetings. Annual meetings of the Board of Directors shall be the last regular meeting of the calendar year at such time as may be fixed by the Chairperson of the corporation. If such meeting is not so held, whether because a quorum is not present or for any other reason, the annual meeting of the Board of Directors shall be called in the same manner as hereinafter provided for special meetings of the Board of Directors.

3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times each year. The last regular meeting of the calendar year shall be the annual meeting of the Board. Notice of regular meetings shall be mailed, hand delivered or electronically transmitted to each director not less than five (5) days prior to the date of the meeting. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

3.10. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson and shall be called on the written request of any one (1) director, upon at least two (2) days written notice mailed to each director, or twenty-four (24) hours notice, given personally, by telephone, by electronic transmission, by hand-delivered written notice or by telegram. The notice does not need to specify the business to be transacted or the purpose of the special meeting. Attendance of a director at a special meeting constitutes a waiver of notice of the meeting, except where a director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

3.11. Quorum and Vote. A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business, and the vote of a majority of the directors present at any meeting at which a quorum is present constitutes the action of the Board of Directors unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the directors present may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum is present.

3.12. Report to Members. The Board of Directors shall cause a financial report of the corporation for the preceding fiscal year to be available for distribution to each member within four (4) months after the end of each fiscal year. The report shall include the corporation's statement of income, its year-end balance sheet and such other statements or reports as the Board of Directors shall deem appropriate from time to time.

3.13. Corporate Seal. The Board of Directors may authorize a suitable corporate seal, which seal shall be kept in the custody of the Secretary and used by the Secretary.

3.14. Compensation of Directors. Directors shall be paid no compensation or fees for their services as directors. Nothing contained in this paragraph shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

3.15. Committee Establishment. Annually the Board Chairperson shall appoint the Chairpersons of each committee, subject to the approval of the Board of Directors. Vacancies on committees shall be filled by the committee Chairperson, subject to the approval of the Board of Directors.

The Board of Directors may designate one or more committees which shall have such powers and duties as may be determined by the Board, including but not limited to those set forth below. All such committees designated as standing committees shall meet at least annually, keep written minutes of their proceedings and report to the Executive Committee and the Board at the next regular meeting held after the committee meeting and at least once annually. Except as otherwise stated below, the Board may designate non-Board members to serve on standing committees provided that each such non-Board member possesses special knowledge and expertise which the Board determines will be of benefit to Metropolitan Foundation. A majority of the members of each standing committee must be directors. The Board may also establish ad hoc and special committees as subcommittees of the standing committees. Such ad hoc committees and special committees may be comprised of directors and of non-Board members. No committee shall have the power or authority to amend the Articles of Incorporation or Bylaws of the corporation, recommend to the members a dissolution of the corporation or a revocation of a dissolution, or fill vacancies in the Board of Directors.

Standing Committees

- (a) Executive Committee. The Board of Directors shall designate an Executive Committee consisting of the officers of the corporation (Chairperson, Vice Chairperson, Secretary, Treasurer), Immediate Past Chairperson and at least two (2) At-large members appointed by the Chairperson of the Board. The Executive Committee shall meet at least annually. At all meetings of the executive committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at any executive committee meeting at which there is a quorum present shall be the act of the executive committee. The executive committee, to the extent provided by resolution passed by a majority of the whole Board or in these Bylaws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.
- (b) Allocation Committee. This committee is responsible for distribution of grants from the Foundation, assisting the Executive Director in establishing criteria for grant distribution, reviewing grant requests, making recommendations to the Board regarding requests and serving in an advisory capacity regarding potential fund seeking individuals and/or organizations.

- (c) Board Leadership and Development Committee. This committee shall be comprised of at least three members of the Board, none of whom are current officers or directors whose terms are expiring. This committee is responsible for reviewing annually the list of Board members whose terms will expire in the following year, for determining whether those members are eligible for and interested in serving an additional term, and for recruiting directors and replacing directors when vacancies occur. In addition, this committee is responsible for Board development and education and the evaluation of the Board's effectiveness. This committee is also responsible for nominating officers of the Board of Directors in accordance with these bylaws.

3.16. Additional Committees. The Board of Directors may designate one or more additional committees which shall have such powers and duties as may be determined by the directors.

3.17 Meeting by Communication Equipment. Members of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of the Board or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

3.18. Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors, or such committee, consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee and the consent shall have the same effect as a vote of the Board of Directors or committee for the purposes.

ARTICLE IV. OFFICERS

4.1. Officers. The officers of the corporation shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. The officers shall be elected at the first meeting of the Board of Directors and each annual Board meeting thereafter.

4.2. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The directors, by specific resolution, empower the Chairperson or the executive committee, if such a committee has been designated by the Board, to appoint such subordinate officers or agents and to determine their powers and duties.

4.3. Removal. The Chairperson, Vice Chairperson, Secretary and Treasurer may be

removed at any time, with or without cause, but only by the affirmative vote of a majority of the directors. Any assistant secretary or assistant treasurer, or subordinate officer or agent appointed pursuant to Section 4.2, may be removed at any time, with or without cause, by action of the directors or by the committee or officer, if any, empowered to appoint such assistant secretary or assistant treasurer or subordinate officer or agent.

4.4. Compensation of Officers. No compensation shall be paid to the officers for services rendered to the corporation. Nothing contained in this paragraph shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

4.5. Chairperson. The Chairperson of the Board of Directors shall be elected by the directors from among the directors then serving. The Chairperson of the Board shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall perform such other duties as may be determined by resolution of the Board of Directors including, if the Board shall so determine, acting as the chief executive officer of the corporation in which case the Chairperson shall have general supervision, direction and control of the business of the corporation and shall have the general powers and duties of management usually vested in or incident to the office of the chief executive officer of a corporation.

4.6. Vice Chairperson. The Vice Chairperson shall have such power and shall perform such duties as may be assigned by the Board of Directors, and may be designated by such special titles as the Board of Directors shall approve. In the absence of the Chairperson, the Vice Chairperson shall preside at all meetings of members and at all meetings of the Board of Directors and it is contemplated the Vice Chairperson will ascend to Chairperson subject to approval of the Board at its Annual Meeting.

4.7. Treasurer. The Treasurer shall have custody of the corporation's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be selected by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the chief executive officer, taking proper vouchers for such disbursements. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

4.8. Secretary. The Secretary shall give or cause to be given notice of all meetings of members and directors and all other notices required by law or by these Bylaws. In the case of the Secretary's absence or refusal or neglect to do so, any such notice may be given by any person so directed by the chief executive officer or by the directors, as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of members and of the directors in one or more books provided for that purpose, and shall perform all duties incident to the office of Secretary and such other duties as may be designated by the Board of Directors.

4.9. Assistant Treasurers and Assistant Secretaries. Assistant treasurers and assistant secretaries, if any shall be appointed, shall have such powers and shall perform such duties as

shall be assigned to them by the Board of Directors or by the officer or committee who shall have appointed such assistant treasurer or assistant secretary.

4.10. Bonds. If the Board of Directors shall require, the Treasurer, any assistant treasurer or any other officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of his or her respective duties and offices.

4.11. Immediate Past Chairperson. The retiring Chairperson of the Board of Directors will remain on the Board as a non-officer, but with full voting rights for at least one year following his/her term as Chairperson regardless of his/her term expiration and number of sequential terms served.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND LEGAL ACTION

5.1. Contracts. Subject to Section 2.3, 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.

5.2. Loans. Subject to Section 2.3, 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 authorization may be general or confined to specific instances.

5.3. Checks. 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.

5.4. 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 VI. MISCELLANEOUS

6.1. Fiscal Year. The fiscal year of this corporation shall end on June 30 of each year or such other day as may be fixed by resolution of the Board of Directors from time to time.

6.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of any law, or the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

6.3. Voting of Securities. Securities of another corporation, foreign or domestic, standing in the name of the corporation, which are entitled to vote may be voted, in person or by

proxy, by the Chairperson of this corporation or by such other or additional persons as may be designated by the Board of Directors.

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act any person, and his or her estate and personal representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a director, officer or employee of the corporation or serves or served any other enterprise at the request of the corporation.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted only by action of the member by written consent at any regular or special meeting and without prior notice of intent to do so.

Effective as of
November 18, 2010.

Chairperson

Original Bylaws:	December 1991
Revision Date	April, 1994
Revision Date	January, 1995
Revision Date	September, 1999
Revision Date	November, 2000
Revision Date	January, 2004
Revision Date	February, 2007
Revision Date	November 18, 2010