

**BYLAWS
OF
KENT COUNTY EMERGENCY MEDICAL SERVICES, INC.**

These Bylaws set forth the details of the structure of Kent County Emergency Medical Services, Inc., a Michigan nonprofit corporation (the "Corporation") serving as the Kent County emergency medical control authority (the "Medical Control Authority"), and its Board of Directors, officers and committees. The Bylaws also provide the mechanisms for approval of budgets, officer and medical director selection, and the financing of the Emergency Medical Control Authority functions undertaken by the Corporation.

**ARTICLE I
Offices**

1.1 **PRINCIPAL OFFICE.** The principal office of the Corporation shall be in the County of Kent, State of Michigan, or such other place designated by resolution of the Board of Directors for the Corporation.

1.2 **OTHER OFFICES.** The Board of Directors may also elect to open other offices of the Corporation to conduct the business of the Corporation.

**ARTICLE II
Definitions**

2.1 For the purpose of these Bylaws, the following terms are defined:

- a. Advisory Council - The Advisory Council is mandated by law to advise the Medical Control Authority on the appointment of the medical director and the development of protocols. It is comprised at a minimum, of a representative of each type of life support agency and each type of emergency medical services personnel functioning within the Medical Control Authority's boundaries.
- b. Corporate Member - A hospital or hospital system within Kent County with facilities licensed as a hospital pursuant to Part 215 of the Code and/or as a free standing surgical outpatient facility pursuant to Part 208 of the Code that operates a service for treating emergency patients 24 hours a day, 7 days a week.
- c. Agency Member - A representative from an Advanced Life Support Transport Agency, Basic Life Support Agency, Medical First Response Agency, or other organization, facility, or an individual who is actively involved in the provision of the Emergency Medical Services system or adjunct activities and approved by the Corporation as a Member.
- d. Designated Representative - The individual appointed by a Corporate Member hospital or hospital system, Life Support Agency (LSA), or other recognized organization or individual selected to represent the Corporate Member, agency, organization, or group in an advisory capacity.

- e. Board – The Board of Directors of the Corporation as described more particularly in Article IV of these Bylaws.
- f. Dues, Fees, and Assessments - An amount determined by the Board to be paid by each Corporate Member, transport agency, and non-transport agency to assure the operations of the Corporation are properly funded. The dues, fees, and assessments shall be paid to the Corporation on a quarterly basis unless otherwise approved by Corporation's Administrator, whose title, responsibilities and authority shall be determined by the Board. The amount of such dues, fees, and assessments is subject to change as deemed appropriate by the Board in consultation with the Administrator.
- g. Good Standing – Status of a Corporate Member where that Member is compliant with all relevant and related aspects of all approved Corporate protocols, administrative and operational policies & procedures, medical direction, clinical standards, and fiscal responsibilities including currency in dues, fees, and/or assessment obligations, and those requirements as defined or described by the Department (defined below). Failure to maintain "Good Standing" shall result in corrective action up to and including removal of privileges function in Kent County, Michigan. This applies to all Corporate Members and Agency Members.
- h. Code – The Michigan Public Health Code, Act 368 of the Public Acts of 1978, as amended, codified as MCL 333.1101 et seq.
- i. Department – The Michigan Department of Health and Human Services.

ARTICLE III

Members

3.1 RIGHTS. All Corporate Members shall have the same rights, privileges, restrictions and conditions. Each Corporate Member shall be licensed as a hospital pursuant to Part 215 of the Code and/or as a free standing surgical outpatient facility pursuant to Part 208 of the Code that operates a service for treating emergency patients 24 hours a day, 7 days a week, and meets standards established by the Medical Control Authority. Each Corporate Member may participate and serve on the Medical Control Authority Board in the ongoing planning and development activities of the medical control authority designated by the Department.

3.2 MEMBERSHIP ROSTER. The Corporation shall maintain a membership roster listing the name and address of each Corporate Member and Agency Member. The roster shall also contain the date the membership of any Corporation Member or Agency Member ceases. The membership roster will be kept in the principal place of business of the Corporation and updated annually.

3.3 NONLIABILITY OF MEMBERS. Unless an act or omission is the result of gross negligence or willful misconduct, the acts or omissions of any of the persons named below, while participating for or on behalf of the Corporation in the development of protocols, implementation of protocols, or holding a participant in the emergency medical services system accountable for Department-approved protocols, does not impose liability in the performance of those functions:

- a. The medical director and individuals serving on the Board, Advisory Council, or committees of the Medical Control Authority or employees of the Medical Control Authority.
- b. A participating hospital or freestanding surgical outpatient facility in the Medical Control Authority or an officer, member of the medical staff, or other employee of the hospital or freestanding surgical outpatient facility.
- c. A participating agency in the Medical Control Authority or an officer, member of the medical staff, or other employee of the participating agency.

3.4 TERMINATION OF MEMBERSHIP. Membership in the Corporation shall terminate on the occurrence of any of the following events:

- a. Immediately upon closure of all hospitals operated by a Corporate Member;
- b. Immediately upon closure of all Department designated emergency departments its Member hospital(s) operates;
- c. Immediately upon merger of the Corporate Member into another corporate entity already represented on the Board of the Corporation;
- d. On the date given in a termination resolution approved by a majority of the Corporate Members, if a Corporate Member so terminated has not been in Good Standing for more than twelve (12) consecutive months;
- e. On the effective date specified in the revocation of license for any Agency Member;
- f. On the date specified in written notice of resignation as Corporate Member or Agency Member.

3.5 A resigning or terminated Member of the Corporation shall as of the effective date of resignation:

- a. have no further interest in the Corporation, and
- b. have no financial obligation to the Corporation or its remaining Members.

3.6 DUTIES UPON AND AFTER TERMINATION OR RESIGNATION. A Corporate Member or Agency Member which has resigned shall upon termination have a duty to submit a letter of resignation from the Board for each hospital Director it appointed.

3.7 PLACE OF MEETINGS. Meetings shall be held at a place and time as determined by the Chair or by the Board of Directors. If no place is designated, the meeting shall take place at the principal office of the Corporation. Public notice of membership meetings shall be given in compliance with the Michigan Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

3.8 NOTICE OF MEETINGS. Written notice of Member meetings shall be provided to each Member not less than ten (10) days and not more than sixty (60) days prior to the stated meeting.

3.9 SPECIAL MEETINGS. Special meetings of the Members may be called for any purpose or purposes by the Board, the Chair, or any three (3) directors at any time upon signed written request specified and the reason for the meeting given to the Chair. The Chair or his or her designee shall give written notice of special meetings to all Members. The notice of the special meeting shall state the purpose of the meeting. No business shall be conducted at a special meeting of the Members other than as stated in the notice of the meeting.

3.10 ANNUAL MEETING. At least one (1) meeting of the Members shall be designated as the annual meeting of Members. The purpose of the annual meeting will be to transact any and all business of the Corporation, including but not limited to ratification of the acts of the Board of Directors undertaken since the last meeting of the Members.

3.11 VOTING MECHANISM. Each Member of the Corporation shall designate in a written instrument the individual authorized to represent the Member and to vote on its behalf at any meeting of the Members, and shall deliver such instrument to the Secretary of the Corporation. Such written instrument shall continue in force indefinitely until revoked or replaced by a subsequent written instrument.

3.12 QUORUM. A majority of the Members shall constitute a quorum. If the withdrawal of Members leaves less than a quorum before adjournment, the remaining Members present in person or by proxy at the meeting will continue to do business until adjournment. Whether or not a quorum is present, a meeting may be adjourned by a vote of the Members present.

3.13 PROXIES. Except as otherwise provided by statute or in the Articles of Incorporation, a Member that is entitled to vote at a meeting of the Members or to express consent or dissent without a meeting may authorize other persons to act for the Member by proxy. A proxy is not valid after the expiration of three (3) years from its date unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member that executes it, except as otherwise provided by law.

3.14 NOTICE BY ELECTRONIC TRANSMISSION. In addition to any other form of notice to a Member permitted by the Articles of Incorporation or these Bylaws, any notice given to a Member by a form of electronic transmission to which the Member has consented is effective.

3.15 ACTION BY WRITTEN CONSENT. Any action the Members are required or permitted to take at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote, if before or after the action all of the Members entitled to vote on the action or their proxies consent to the action in writing. An electronic transmission that consents to an action that is transmitted by a Member or proxy holder is written, signed, and dated for the purposes of this section if the electronic transmission is delivered with information from which the Corporation can determine that the electronic transmission was transmitted by the Member or proxy holder, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this section. A consent given by electronic transmission is not delivered until it is reproduced in paper form and the paper form is delivered to the Corporation by delivery to its registered office in the state,

its principal office in the state, or an officer or agent of the Corporation that has custody of the book in which proceedings of meetings of Members are recorded.

ARTICLE IV
Board of Directors

4.1 **AUTHORITY.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors has authority and responsibility for developing, adopting and modifying, as necessary, the protocols described in Section 5.1 below.

4.2 **COMPOSITION.** The Board of Directors of the Corporation shall consist of Directors appointed by the Corporate Member organizations, the medical director who shall serve ex-officio without a vote, and the Administrator who shall serve ex-officio without a vote. Each Corporate Member of the Corporation may appoint two (2) Directors (who shall be associated with said Member). The transport agencies together may appoint one (1) Director who shall represent all transport agencies, and the non-transport agencies together may appoint one (1) Director who shall represent all non-transport agencies. Each Director must be employed by or associated with a Corporate or Agency Member in Good Standing.

4.3 **TERM OF OFFICE.** Directors shall serve two (2) year terms and until their successors are duly elected and qualified. Terms of office shall commence as of October 1 of the year of election. Director terms shall be staggered such that approximately one-half of the Director terms shall expire in any given year. A Director may be reappointed for any number of successive terms.

4.4 **RESIGNATION AND REMOVAL.** Any Director may resign as a member of the Board of Directors any time by written notice to the Chair. Any Director appointed by a Corporate Member may be removed at any time, and the resulting vacancy filled, by the Corporate Member by whom such Director was appointed upon written notice to the Chair of the Corporation. Any Director appointed by a Member of the Corporation which resigns or otherwise ceases to be a Member of the Corporation, or a Director who ceases to be an employee of a Member of the Corporation, shall automatically cease to be a Director as the effective date thereof. Any Director appointed by the transport agencies or by the non-transport agencies may be removed at any time, and the resulting vacancy filled, by action of the transport agencies or the non-transport agencies, as the case may be, upon notice of the removal to the Chair of the Corporation.

4.5 **MEETINGS.** The Board shall meet not less than each quarter of the calendar year at times specified by the Board and at such additional times as the Chair or any three Directors shall request. Meetings shall be held at a place and time as shall be determined by the Chair or by the Board of Directors. Public notice of Board meetings shall be given in compliance with the Michigan Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

4.6 **REGULAR MEETINGS.** Notice of regular meetings of the Board shall be given to each Director at least one month in advance of each regular meeting. Additional written notice shall be given to each Director not less than five (5) days prior to each regular meeting.

4.7 **SPECIAL MEETINGS.** Special meetings may be called for any purpose or purposes by the Chair or any three (3) Directors at any time upon specifying the reason for the meeting given to the Chair. The Chair shall give written notice of a special meeting to each Director at least five

(5) days prior to the meeting. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

4.8 ANNUAL MEETING. At least one (1) meeting of the Board shall be designated as the annual meeting. This annual meeting will be held at the principal office of the Corporation or such other place as chosen by the Board of Directors. The purpose of the annual meeting will be to review the annual report, review the proposed budget for the upcoming fiscal year, and to elect officers.

4.9 QUORUM. Attendance of not less than 50% plus one of the Directors, with at least one Director from each Corporate Member organization, at any meeting, shall constitute a quorum of the Board for the purpose of transacting business.

4.10 UNANIMOUS CONSENT. Action may be taken by the Board or a committee of the Board without a meeting, by unanimous written consent. Counterparts, electronic mail and facsimile transmission may be used for such consent. The written consent shall be filed with the minutes of the proceedings of the Board or committee. The consent shall have the same effect as a vote of the Board or committee for all purposes.

4.11 MEETING BY COMMUNICATIONS EQUIPMENT. Directors, or any Members of the committee designated by the Board, may participate in a meeting of the Board of Directors or the 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. Participating in a meeting pursuant to this section shall constitute presence at the meeting.

4.12 COMPENSATION. No Director shall receive any compensation from the Corporation for his/her services as a Director. The Corporation may, if approved by the Board, compensate a Director for the performance of other services and/or reimburse a Director for any expenses incurred in rendering service on the Corporation's behalf.

4.13 DIRECTOR VOTING. Unless otherwise provided in these Bylaws, each Director including the chairperson of the meeting, shall be authorized to participate in all aspects of any Board meeting and shall be entitled to one (1) vote on all matters involving Board action.

4.14 FINANCIAL REPORTING. Each year a report of the Corporation for the preceding fiscal year shall be made and distributed to each Director and each Member of the Corporation. The report shall include the year end statement of assets and liabilities and the principal changes in assets and liabilities during the fiscal year preceding the date of the report.

ARTICLE V
Medical Control Authority
Responsibility & Approval

5.1 **MEDICAL CONTROL AUTHORITY.** The Corporation shall serve as the Kent County Medical Control Authority as defined in the Code and approved by the Department. As the Kent County Medical Control Authority, the Corporation shall do all of the following:

- a. Develop bylaws that define the medical control authority organization structure. These Bylaws are intended to satisfy this requirement.
- b. Appoint a medical control authority board, as defined in department rules, to administer the medical control authority. The Board of Directors of this Corporation shall serve as the Medical Control Authority board.
- c. Appoint an advisory body as defined in Section 20918(2) and (4) of the Code.
- d. Appoint a medical director, with the advice of the advisory body, in accordance with Section 20918 (3) of the Code.
- e. Appoint a professional standards review organization for the purpose of improving the quality of medical care.
- f. Make each licensed life support agency and individual accountable to the Medical Control Authority in the provision of emergency medical services, as defined in Department-approved protocols.
- g. Establish written protocols for the practice of life support agencies and EMS personnel. Protocols shall be provided to all affected life support agencies.
- h. Collect data as necessary to assess the quality and needs of emergency medical services through its medical control authority region.

5.2 **HOSPITAL COMPLIANCE.** Each participating and nonparticipating hospital within this Medical Control Authority region shall follow all standards, policies, procedures, and protocols established by the Medical Control Authority and approved by the Department.

5.3 **DEPARTMENT APPROVAL.** The Medical Control Authority shall submit to the Department current protocols for review and approval. Such Department review and approval shall be on a 3-year cycle, as defined by the Department.

5.4 **NOTIFICATION.** The Medical Control Authority shall notify the Department if a life support agency is consistently unable to provide at least one (1) life support vehicle 24-hours-a-day, 7 days a week.

ARTICLE VI
Committees

6.1 **ADVISORY COUNCIL.** The Medical Control Authority shall appoint an Advisory Council. The Advisory Council shall advise the Medical Control Authority on the appointment of the medical director. No more than 10% of the membership of the Advisory Council shall be employees of the medical director or of an entity substantially owned or controlled by the medical director.

- a. The Advisory Council shall, at a minimum, do the following:
 - i. Advise the Medical Control Authority on the appointment of a medical director;
 - ii. Advise the Medical Control Authority on the development of protocols; and
 - iii. Meet at least quarterly.
- b. The Advisory Council shall consist of all that apply of the following persons:
 - i. A representative of each type of life support agency;
 - ii. A representative of each type of emergency medical services personnel functioning within the Medical Control Authority's boundaries;
 - iii. Three (3) representatives of each Corporate Member including at least one emergency medicine physician; and
 - iv. Any other members deemed appropriate by the Board.

6.2 **PROFESSIONAL STANDARDS REVIEW ORGANIZATION ("PSRO Committee").** The PSRO Committee shall be responsible for organization, implementation and coordination of the Corporation's quality improvement programs for the purpose of improving quality of medical care. The quality improvement program shall comply with Section 20919 (1) (g) of the Code. This Committee is responsible for the comprehensive review of all pre-hospital/facility care and any incident reports regarding pre-hospital/facility or participating facility care. The PRSO Committee shall report to the medical director and the Board of Directors any matters that require action (including a life support agency's action plan). The PRSO Committee shall also make (quarterly and annual) reports to the Board of Directors regarding the Committee's quality review of life support agencies. Confidential professional/peer review and/or quality assurance documents of the PRSO Committee shall be protected from disclosure pursuant to the applicable provisions of Michigan law.

6.3 **OTHER COMMITTEES.** The Board of Directors will review the committee structure annually and may create or provide for the creation of other committees; determine or provide for the determination of the powers and authority, duties and responsibilities, and their procedures; determine their size and qualifications for membership, appoint or provide for the appointment of

their members and their chairs; and take such other action with respect thereto as the Board may deem appropriate, subject to the laws of the State of Michigan.

ARTICLE VII
Medical Director
Roles & Responsibilities

7.1 **MEDICAL DIRECTOR QUALIFICATIONS.** The medical director shall be a physician who is board certified in emergency medicine by a national organization approved by the department, or who practices emergency medicine and has successfully completed and is current in both advanced cardiac life support and advanced trauma life support, and who meets other standards set forth in Department rules.

7.2 **MEDICAL DIRECTOR RESPONSIBILITIES.** The medical director is an agent of the Medical Control Authority and is responsible for medical control for the emergency medical services system served by the Medical Control Authority. The Medical Control Authority, with the advice of the Advisory Council, may appoint more than one physician, who meets the criteria, to serve as medical director as long as approved by the Department.

7.3 **PROVISION OF MEDICAL CONTROL.** The medical director shall ensure the provision of medical control. The medical director's signature on a life support agency's application for licensure or relicensure affirms that the Medical Control Authority intends to provide medical control to the life support agency.

7.4 **MEDICAL DIRECTOR REQUIREMENTS.** The medical director shall do all of the following:

- a. Participate every two (2) years in not less than one Department-approved education program relating to medical control issues;
- b. Be responsible for the supervision, coordination, implementation and compliance with protocols of the Medical Control Authority;
- c. Receive input from, and be responsive to, the Advisory Council; and
- d. Complete within one year of initial appointment, a medical director's education program provided by the Department.

ARTICLE VIII
Officers

8.1 **APPOINTMENT.** The Board of Directors shall appoint the officers for the Corporation. The officers of the Corporation shall be a Chair, a Treasurer, and a Secretary. The Board may appoint assistants to the above officers as it deems appropriate. The appointment of officers shall normally occur, except for the filling of vacancies, at the annual meeting of the Board of Directors. The Chair and Treasurer may not be affiliated with the same Corporate Member.

8.2 OFFICERS

- a. Chair - The Chair shall be a Corporate Member Director and shall have the powers and duties usually pertaining to the office of the chairperson and president of a corporation and such others as may be assigned to the Chair by the Board from time to time. The Chair, at least annually, shall contribute information about the Board of Directors for the Annual Report of the Corporation. The Chair shall for legal purposes be considered the President of the Corporation, and may use that title when legally necessary.
- b. Secretary - The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board committees and shall assure that such minutes are filed with the records of the Corporation. He/she shall give or cause to be given appropriate notices in accordance with these Bylaws or as required by law, and shall act as custodian of all records and reports, when required by law, to documents executed on behalf of the Corporation. He/she shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Chair. In the event that the Chair or Treasurer is unable to perform their duties for a period of time, the Secretary will perform those duties as directed by the Chair or the Board.
- c. Treasurer - The Treasurer shall keep or cause to be kept, correct and accurate accounts of the properties and financial transactions of the Corporation and perform all duties incident to the office and such other duties as may be assigned from time to time by the Chair or the Corporation. If required, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Corporation shall determine. The Corporation shall authorize payment of the Treasurer's bond.

8.3 QUALIFICATIONS OF OFFICERS. All officers must meet the following qualifications to be appointed to an officer position:

- a. Be a current Director of the Corporation;
- b. Minimum of two (2) years active involvement with the Corporation. This requirement may be waived by action of the Board if no Director meets this requirement; and
- c. Be employed by and representing a Corporate Member that is in Good Standing.

8.4 ELECTION OF OFFICERS. Officers shall be elected by the Board at its Annual Meeting by a majority vote of the Directors present and voting. Each year, at least sixty (60) days before the Annual Meeting of the Board, the Chair shall appoint three (3) individuals to comprise a temporary Nominations Committee. The Nominations Committee shall solicit names of candidates from the Members for any officer positions expected to be open for election. The Nominations Committee will then prepare a slate of candidates for election at the Annual Meeting of the Board. When there are three (3) or more candidates for a single position and no single candidate receives a majority vote on the first ballot, a second ballot shall be taken between the two (2) candidates receiving the highest number of votes on the first ballot. Vacancy in any office,

other than as a result of the expiration of a term of office, may be filled for the unexpired term at any regular or special meeting of the Board.

8.5 TERM; FILLING OF VACANCIES. Each officer shall be elected for a term of two (2) years or until his/her successor has been elected and takes office. The Board shall fill any vacancy and officer position at its next regular meeting, or at an earlier special meeting if proper notice has been provided.

8.6 REMOVAL AND RESIGNATION. Any officer may be removed or resign in the same manner as a Director may be removed or resign. Any officer who is removed or resigns as a Director is automatically removed as an officer.

ARTICLE IX

Professional Practice Review/Quality Improvement

9.1 ORGANIZATION OF REVIEW FUNCTIONS. Each Member of the Corporation participates in reviewing the quality of care rendered to emergency medical services patients in Kent County before and after the patient arrives at a facility, for the purpose of reducing morbidity and mortality and improving patient care. This review is conducted by various committees, subcommittees, and individuals designated by each Member to conduct professional practice review. In addition, the Members of the Corporation and the licensed life support agencies operating in Kent County have delegated to the Board of Directors, Advisory Council, PSRO Committee, and the medical director various responsibilities for collecting and analyzing data, records and knowledge on behalf of the Members and the agencies, and on the Corporation's behalf, for the purpose of conducting professional practice review. Other committees, bodies and individuals designated by the Corporation (now existing or later created) may also perform professional practice review functions in the future.

9.2 CONFIDENTIALITY OF INFORMATION. All information, records, data, and knowledge collected by or for individuals or bodies assigned professional practice review functions shall be confidential, shall be used only for the carrying out of such functions, shall not be public records and shall be entitled to such nonavailability for court subpoena and other benefits as may be afforded under the provisions of Act 368 of the Public Acts of 1978, Act 270 of the Public Acts of 1967 (including Section 20919 (1)(g)), and Administrative Rule 325.22213, as amended.

ARTICLE X

Notice

10.1 NOTICE. Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation, or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed the person entitled thereto at his or her address as it appears in the records of the Corporation. Such notice shall be deemed to have been given at the time and on the date of such mailing. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act to be given in writing, electronic transmission is written notice. When a notice or

communication is permitted by the Michigan Nonprofit Corporation Act to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by that person.

ARTICLE XI **Amendments**

11.1 AMENDMENTS. These Bylaws may be amended, altered, added to or repealed, in whole or in part, by the affirmative vote of two-thirds of the Directors. A proposed amendment to these Bylaws shall be distributed by the Chair or his/her designee in writing to all Directors at least ten (10) days prior to the meeting at which the amendment is considered.

ARTICLE XII **Indemnification**

12.1 INDEMNIFICATION. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the Corporation to the fullest extent to which the Corporation has the power so to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time, provided that the Corporation shall not be obliged to provide indemnification which would constitute excess benefit with the meaning of Section 4958 of the Internal Revenue Code. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his her status as such, whether or not the Corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.

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