

BYLAWS
OF
WEST MICHIGAN REGIONAL MEDICAL CONSORTIUM, MCA DIVISION
(Revised – August 2024)

ARTICLE I

NAME

Section 1.1 Organization Name. The legal name of the organization shall be the West Michigan Regional Medical Consortium – MCA Division (hereinafter referred to as the “MCA Division.”)

ARTICLE II

DEFINITIONS

Section 2.1 Definitions. For the purposes of these Bylaws, the following terms shall be defined as indicated:

- (a) “Act” means the Nonprofit Corporation Act, Act 162 of the Michigan Public Acts of 1982, as amended from time to time.
- (b) “Muskegon County Medical Control Region” means the geographic area within Muskegon County, Michigan, as designated by the State of Michigan to be the jurisdiction in which the Muskegon County Medical Control Authority is responsible for overseeing emergency medical services.
- (c) “Participating Agency” means the Muskegon Area Fire Chiefs Association or any ambulance operation that is (i) designated by its regular license as providing advanced life support services, pursuant to Part 209 of the Public Health Code, (ii) based in the Muskegon County Medical Control Region and (iii) approved as a Participating Agency by the Board of Directors (the “Board”) of the MCA Division.
- (d) “Public Health Code” means Act 368 of the Michigan Public Acts of 1978, as amended from time to time.

ARTICLE III

OFFICES

Section 3.1 Registered Office. The principal office of the MCA Division in the State of Michigan shall be located in the City of Muskegon, Muskegon County, Michigan, except as the same may be changed from time to time by the Board of Directors. The registered office of the MCA Division required by Section 241 of the Act to be maintained in the State of Michigan may be, but need not be, identical with the principal office in the State of Michigan. The business

office of the resident agent of the MCA Division need not be identical with the registered office of the MCA Division.

Section 3.2 Other Offices. The MCA Division may have other offices at such other place or places within or without the State of Michigan as the Board of Directors may from time to time appoint or the business of the MCA Division may require.

ARTICLE IV

PURPOSES

Section 4.1 Purposes. The purposes for which the MCA Division is formed, and the business and objects to be carried on and promoted by it, are set forth in the Articles of Incorporation.

ARTICLE V

MEMBERS

Section 5.1 Membership Requirements. Any organization in the Muskegon County Medical Control Region that (i) either (a) is licensed as a hospital under Part 215 of the Public Health Code and operates an emergency department, or (b) is licensed as a freestanding surgical outpatient facility under Part 208 of the Public Health Code and operates a service for treating emergency patients 24 hours a day, seven days a week; (ii) meets all applicable standards established by the MCA Division as determined by the Board; and (iii) pays all dues assessed by the MCA Division, shall be a member of the MCA Division.

Section 5.2 Voting Rights. Each member shall be entitled to one (1) vote at all annual or special meetings of the members, except if the MCA Division has only one qualifying member, that sole member shall have three (3) votes on all matters requiring a vote and each vote held by the sole member shall carry equal weight and be counted as part of the decision-making process.

Section 5.3 Single Member Voting Structure. If the MCA Division has only one qualifying member, that member shall appoint its Chief Medical Officer to represent the member organization. The Chief Medical Officer shall then appoint two additional individuals to exercise the sole member's allocation of three (3) votes, as specified in Section 5.2. Each appointed individual shall be entitled to one (1) of the three (3) votes. The appointed positions shall be:

- (a) The Chief Medical Officer
- (b) One (1) Emergency Department Director
- (c) One (1) Emergency Department Physician

Section 5.4 Place of Meetings. All meetings of the members, whether annual meetings or special meetings, shall be held at the registered office of the MCA Division, or at such other

place or places as a majority of the Board of Directors may from time to time determine by resolution.

Section 5.5 Annual Meetings. An annual meeting of the members of this MCA Division for the election of Directors, and to transact such other business as may properly be brought before the meeting shall be held in the month of August of each year, the date, time and place to be determined by resolution of the Board of Directors.

Section 5.6 Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Calling of the roll;
- (b) Reading notice of meeting and proof of mailing or other transmission thereof;
- (c) Reading and disposing of any unapproved minutes of former meetings;
- (d) Election of Directors;
- (e) Transaction of other business;
- (f) Adjournment.

Section 5.7 Special Meetings. Special meetings of the members may be called by the Chairman or by the Board of Directors and shall be held at such time and place as may be designated in the notice thereof. Business transacted at all special meetings shall be confined to the objects and matters stated in the notice of the meeting.

Section 5.8 Notice of the Meeting. At least 10 days' but not more than 60 days' notice of the purpose, place, day and hour of each meeting of the members, whether annual or special, shall be given by written notice served on each member personally, by first-class mail, or by electronic transmission (to the extent permitted by the Act), at the address designated by the member for receipt of such notices.

Section 5.9 Quorum. At all meetings of the members, a majority of the members entitled to vote at the meeting shall constitute a quorum for the transaction of business, except as may otherwise be provided by statute or by the Articles of Incorporation. If there shall be no quorum, the members present by majority vote may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, when any business may be transacted which might have been transacted at the meeting as first convened had there been a quorum. A member may participate in a meeting by means of a conference telephone or by other means of remote communication by which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the meeting by remote communication, and the names of the participants in the meeting shall be divulged to all participants.

Section 5.10 Vote Required. When an action 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 on the action, unless a greater plurality is required by the Articles of Incorporation, these Bylaws, or the Act. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by All of the members.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Board Powers. The business and affairs of the MCA Division shall be managed by or under the direction of the Board of Directors (the “Board”), which shall be the governing body of the MCA Division. The Board shall have all powers, rights and authority which are not by law, by the Articles of Incorporation, or by these Bylaws, directed or required to be exercised or done by the members. The Board may delegate to the MCA Division’s officers or committees such powers as the Board shall determine, subject to any limitations imposed by applicable law.

Section 6.2 Composition of the Board. The Board of the MCA Division shall consist of the following:

- (a) Directors Appointed by the Members: Each member of the MCA Division shall appoint a number of Directors equal to the number of votes to which that member is entitled. The total number of Directors appointed by the members must constitute a majority of the Board. For the avoidance of doubt, a majority of the Board is defined as more than fifty percent (50%) of the total number of Directors on the Board. These Directors shall represent the appointing member and shall carry the majority of votes as specified.
- (b) MCA Medical Director: The MCA Medical Director shall serve on the Board ex officio and shall have the right to vote on all matters.
- (c) Participating Agencies: The number of directors representing participating agencies shall be three (3). The three (3) elected director positions shall be allocated as follows:
 - (i) Two (2) representatives from Advanced Life Support (ALS) agencies.
 - (ii) One (1) representative from Medical First Responder (MFR) agencies.Members of the MCA Division shall elect directors to the Board from nominations provided by the participating agencies, as specific above.

Section 6.3 Resignation, Removal and Vacancies. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled in the same manner as the initial appointment. Any Director may resign as a member of the Board any time by written notice to the Chairman of the Board. Any Director may be removed at any time by the member of the MCA Division by whom such Director was appointed upon written notice to such Director and to the Chairman of the Board. In the event a Director cannot be present at a meeting, he or she may designate in writing that an alternate attend on his or her behalf, and such alternate shall have all rights and authority as the absent Director. A Director who fails to attend a minimum of 75% of the Board meetings in any calendar year shall be considered to have resigned, except an excused absence from a meeting shall not be considered failure to attend a meeting.

Section 6.4 Annual Meeting. The Board of Directors shall meet each year after the annual meeting of the members at such time and place as the Board of Directors shall determine for the purpose of election of officers, establishment of dues and consideration of such business as may properly be brought before the meeting. If less than a quorum of the Directors appear for an

annual meeting, the holding of such annual meeting shall not be required and business to be transacted at the annual meeting shall be deferred until the next regular or special meeting or may be acted upon by unanimous written consent.

Section 6.5 Regular and Special Meeting. The Board of Directors shall meet as often as necessary to conduct the business and affairs of the MCA Division, but at least once in each calendar quarter. Regular meetings of the Board of Directors may be held at such times and places as the Directors may from time to time determine. Special meetings of the Board may be called by the Chairman and shall be called by the Chairman or the Secretary upon the written request of not less than thirty percent (30%) of Directors. Minutes of all meetings shall be taken and copies thereof distributed to the Directors in a timely manner.

Section 6.6 Notices of Meetings of the Board of Directors. Written 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 or by mailing or electronic transmission of such notice to each Director at the address designated by the Director for such purposes, or if no such address has been designated, at the Director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business shall be conducted at a special meeting except the business specified in the notice of the meeting unless all Directors shall consent to the additional item of business. No notice need be given of an adjourned meeting of the Board provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. During any period when these Bylaws are in effect, public notice of Board of Directors meetings shall be given in compliance with the Open Meetings Act, 1976 PA 267, MCD 15.261 to 15.275.

Section 6.7 Waiver of Notice of Meetings. Notice of any meeting of the Board may be waived in writing or by electronic transmission before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.8 Action Without a Meeting. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors entitled to vote consent to the action in writing. The written consent shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 6.9 Quorum and Voting. A majority of Directors then in office shall constitute a quorum for the transaction of business by the Board. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except if a greater majority is required by law, by the Articles of Incorporation or these Bylaws. A member of the Board may participate in a meeting by means of conference telephone or other remote communication by means of which all persons participating in the meeting can communicate with the other participants. Participation in a meeting in this manner constitutes presence of the person at the meeting.

Section 6.10 Compensation. No member of the Board of Directors shall be entitled to any compensation for serving as a Director. The Board of Directors may, however, provide reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director, such as serving as Medical Director, and may reimburse any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

Section 6.11 Order of Business at Annual Meeting. The order of business at the annual meeting of the Board of Directors shall be as follows:

- (a) Calling of the roll;
- (b) Reading notice of meeting and proof of mailing or other transmission thereof;
- (c) Reading and disposing of any unapproved minutes of former meetings;
- (d) Reports of officers and committees;
- (e) Election of officers;
- (f) Establishment of regular dues;
- (g) Transaction of other business;
- (h) Adjournment.

Section 6.12 Resolution of Conflict. The Medical Director will mediate conflicts within the Board of Directors and between members with involvement of the Executive Committee or by vote of the Board of Directors, as appropriate.

ARTICLE VII

COMMITTEES

Section 7.1 General. The standing committees of the MCA Division shall operate in accordance with the powers, responsibilities, composition, term, and manner of appointment outlined in this Article. These committees are established to support the effective governance and operations of the MCA Division. The Board of Directors may by resolution establish such additional standing or special committees from time to time as it shall consider appropriate to conduct the business and affairs of the MCA Division, and shall define in such resolution the powers, responsibilities, composition, terms, and manner of appointment of the committee. Except when otherwise specified by these Bylaws, the members and chairpersons of all committees shall be appointed by the Chairman of the MCA Division, subject to ratification by the Board of Directors, for a one (1) year term or until their successors are duly named. A committee member shall be removed at any time by vote of a majority of the full membership of the Board of Directors. The standing committees of the MCA Division shall be as follows:

- (a) Executive Committee
- (b) EMS Advisory Board.
- (c) Professional Standards Review Organization (PSRO)

Section 7.2 Executive Committee. The Executive Committee shall consist of three (3) members of the Board of Directors, including:

- (a) Chairman: The Chairman (Medical Director) of the Board of Directors shall serve as Chairman of the Executive Committee.

- (b) Two (2) Additional Board Members: Appointed by the Board of Directors.
1. Powers and Authority:
 - (a) The Executive Committee shall have the authority to exercise all the powers and authorities of the Board of Directors when the Board is not in session, subject to the limitations set forth in the applicable Act and any other limitations imposed by the Board from time to time by resolution.
 - (b) The Executive Committee shall act in accordance with the directions and policies established by the Board of Directors. Any actions taken by the Executive Committee shall be reported to the Board at its next regular meeting.
 2. Limitations:

The Executive Committee shall not have the authority to:

 - (a) Amend the Bylaws of the MCA Division.
 - (b) Approve the annual budget or any major financial commitments exceeding thresholds established by the Board.
 - (c) Appoint or remove officers of the Board.
 - (d) Make decisions that are expressly reserved to the full Board by these Bylaws or by specific resolutions of the Board.
 3. Meetings:
 - (a) Frequency: The Executive Committee shall meet as needed, with meetings scheduled at the discretion of the Chairperson or upon the request of any member of the Committee.
 - (b) Notice: Notice of meetings shall be provided to all members of the Committee in advance of any meeting.
 - (c) Quorum: A majority of the members present of the Executive Committee shall constitute a quorum for the transaction of business.
 4. Reporting:

The Executive Committee shall report its activities and decisions to the Board of Directors at the next scheduled Board meeting. Such reports shall include a summary of actions taken and any recommendations for further action by the Board.

Section 7.3 EMS Advisory Board. The EMS Advisory Board shall serve as the “advisory body” required by Part 209 of the Public Health Code. The Board is established to provide guidance and recommendations on matters related to emergency medical services (EMS) within the Muskegon County Medical Control Region, including the development and adoption of protocols, and to advise the MCA Division on the appointment of the Medical Director.

1. Membership:

The EMS Advisory Board shall include, at a minimum, the following members:

 - (a) Life Support Agency Representatives: one representative from each type of life support agency operating within the Muskegon County Medical Control Region.
 - (b) Emergency Medical Services Personnel Representatives: one representative from each type of emergency medical services personnel functioning within the Muskegon County Medical Control Region.
 - (c) Hospital Representative: One representative from a participating member who is an Emergency Department Manager or Director.
 - (d) Dispatch Representative: One representative of Muskegon Central Dispatch 9-1-1.

- (e) Other Representatives: Other stakeholder organizations or personnel may be appointed to the EMS Advisory Board as a majority of the Board may determine from time to time.
 - (f) Nonvoting Members: The Medical Director and EMS Administrator shall serve as nonvoting members.
 - (g) Membership Restrictions: No more than ten percent (10%) of the EMS Advisory Board's membership shall be employees of the Medical Director or of an entity substantially owned or controlled by the Medical Director.
2. Appointment and Nominations:
 - (a) Muskegon Area Fire Chiefs Association: will appoint a member to serve as the representative for all Medical First Responder (MFR) agencies within the Muskegon County Medical Control Region.
 - (b) Life Support Agency Representatives: Each life support agency within the Muskegon County Medical Control Region except Medical First Responder agencies shall nominate one representative. Nominations shall be voted on by the members of the EMS Advisory Board.
 - (c) Emergency Medical Services Personnel Representatives: Candidates shall be solicited by the EMS Advisory Board. Candidates must be privileged and actively functioning within the Muskegon County Medical Control Region at the level they apply to. These candidates shall be voted on by the members of the EMS Advisory Board.
 3. Terms:
 - (a) Each member of the EMS Advisory Board shall serve a term of two (2) years. Members may be reappointed for additional terms by a vote of the EMS Advisory Board.
 4. Meetings:
 - (a) Frequency: The EMS Advisory Board shall meet regularly, at least quarterly, with the frequency, day, time and place of meetings to be determined by the Medical Director.
 - (b) Notice: Notice of all meetings shall be provided to all members of the EMS Advisory Board in advance.
 - (c) Procedures: For matters requiring EMS Advisory Board action, a majority of members then in office shall constitute a quorum and vote of a majority of the members present at any meeting at which there is a quorum shall be the act of the EMS Advisory Board, except if a greater majority is required by law, by the Articles of Incorporation or these Bylaws.

Section 7.4 Professional Standards Review Organization. The MCA Division shall appoint a Professional Standards Review Organization (PSRO) to monitor and improve the quality of medical care within the Muskegon County Medical Control Region. All quality assurance activities of the MCA Division shall be considered within the scope of the PSRO duties.

1. Roles and Responsibilities:
 - (a) The primary purpose of the PSRO is to identify areas for improvement in medical care and to recommend actions to enhance the quality of services provided within the Muskegon County Medical Control Region.

- (b) All activities related to quality assurance, including but not limited to the review of care practices, provider performance, and adherence to statutes, rules and protocols, shall fall within the scope of the PSRO's duties.
 - (c) The PSRO shall review and assess information and data related to:
 - (i) The physical or psychological condition of individuals receiving care.
 - (ii) The necessity, appropriateness, quality of health care services provided.
 - (iii) The qualifications, competence, or performance of health care providers.
2. Membership:
- (a) Appointment: The Chairman of the Board of Directors (Medical Director) shall determine the membership of the PSRO. Each member appointed to the PSRO shall serve at the pleasure of the Medical Director.
 - (b) Qualifications: Members of the PSRO should possess the necessary qualifications and experience to effectively contribute to the review and improvement of medical care standards. Membership shall include individuals with expertise in medical care, quality assurance, and relevant areas of healthcare practice.
3. Meetings:
- (a) Frequency: The PSRO shall meet regularly, with the frequency of meetings to be determined by the Medical Director and based on the needs of the MCA Division and volume of quality assurance activities.
 - (b) Notice and Quorum: Notice of meetings shall be provided to all members in advance. A majority of the members present shall constitute a quorum for the transaction of business.
4. Reporting:
- The PSRO shall provide regular reports to the Board of Directors summarizing its activities, findings, and recommendations for improvements in medical care.

Section 7.5 Confidentiality. The records and business of the Professional Standards Review Organization and any other committees and subcommittees assigned a professional peer review function, to include the Board of Directors, shall be confidential and shall not be subject to disclosure without authorization of the Board of Directors in advance of disclosure. All minutes data, knowledge and information, made or collected by or on behalf of such committees shall be confidential, and pursuant to MCL 333.20919(1)(g) and MCL 331.531-331.533, the Public Health Code and other applicable State laws or regulations, shall not be disclosed to any person or entity, except the Board of Directors and other committees assigned quality assurance functions. The MCA Division shall adopt and maintain comprehensive data security policies and procedures to protect confidential and protected health information (PHI). All members and employees are required to comply with these policies as part of their duties.

Section 7.6 Committee Regulations. A record of the proceedings of each committee shall be kept and shall be presented to the Board of Directors at its request. A committee may make recommendations and approve reports to the Board of Directors without a quorum being present. A member of a committee may participate in a meeting by means of conference telephone or other remote communication by means of which all persons participating in the meeting can communicate with the other participants. Participation in a meeting in this manner constitutes presence of the person at the meeting.

ARTICLE VIII

OFFICERS, EMPLOYEES, AND AGENTS

Section 8.1 Officers. The MCA Division shall have a Chairman, a Secretary, a Treasurer and such other officers as the Board of Directors may appoint. The Medical Director appointed by the Board, pursuant to Part 209 of the Public Health Code and Section 8.2 below, shall serve as Chairman.

Section 8.2 Election. The Board of Directors shall elect the officers of the MCA Division every two years, and each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal. The term of office for the Chairman/Medical Director and all other offices shall be two years. The Board shall obtain the advice of the EMS Advisory Board with respect to the appointment of the Medical Director.

Section 8.3 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the MCA Division. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors, as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 8.4 Removal. Any officer may be removed from office, with or without cause, by a two-thirds vote of the entire Board, whenever in the judgment of the Board the best interests of the MCA Division will be served thereby.

Section 8.5 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of the office by the Board of Directors with, in the case of the Medical Director, the advice of the EMS Advisory Board.

Section 8.6 Chairman/Medical Director. The Chairman/Medical Director (i) shall possess the qualifications prescribed for a medical director under Part 209 of the Public Health Code, (ii) shall have such duties, responsibilities and powers as may be delegated to him or her by the Board of Directors, and (iii) shall at all times be subject to the policies, control and direction of the Board of Directors. He or she may sign and execute, in the name of the MCA Division, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the MCA Division.

Section 8.7 Secretary. The Secretary shall be a Director and shall keep the minutes of all meetings of the Board and Executive Committee. He or she shall be responsible for the giving of proper notice of all meetings of the Board of Directors, and in general, shall perform all duties incidental to the office of Secretary. He or she shall have such further duties and powers as may be designated to him/her by the Chairman or the Board of Directors.

Section 8.8 Treasurer. The Treasurer shall be a Director and shall have general supervision of all funds of the MCA Division. He or she shall deposit or cause to be deposited all

such funds in the name of the MCA Division in such bank or other depositories as the Board may designate. He or she shall cause the funds of the MCA Division to be disbursed for proper Corporate purposes as directed by the Board. The Treasurer shall keep a full and accurate account of all receipts and disbursements. He or she shall render to the Board or Executive Committee, upon request, a complete report of the financial transactions. He or she shall perform such other duties as may be assigned to him/her by the Chairman or the Board of Directors.

Section 8.9 EMS Administrator. The EMS Administrator shall be a Director-level employee position appointed by the Chairman/Medical Director. This position shall be responsible for directing and overseeing the day-to-day operations of the MCA Division. The EMS Administrator shall have the authority to make decisions and take actions necessary to carry out the responsibilities of the position, in accordance with policies and directives established by the Chairman/Medical Director and the Board of Directors. The EMS Administrator shall report directly to the Chairman/Medical Director and provide regular updates on operations, progress, and any issues requiring the attention of the Chairman/Medical Director or the Board.

Section 8.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 8.11 Compensation. Any officer, employee, or agent of the MCA Division is authorized to receive a reasonable salary and/or other reasonable compensation for services rendered to the MCA Division when authorized by a majority vote of the Entire Board, in its discretion.

ARTICLE IX

DUES AND ASSESSMENTS

Section 9.1 Payment of Dues and Assessments. Members and Participating Agencies shall pay dues and assessments as determined by the Board of Directors from time to time by resolution.

Section 9.2 Determination of Dues and Assessments. The Board of Directors shall establish the amount of regular dues and any special assessments, ensuring that such amounts are appropriate and sufficient for the operation and objectives of the MCA Division.

Section 9.3 Annual Review and Adjustment. The Board of Directors shall review the regular dues and assessments at its first meeting following the annual meeting of the members. The Board shall adjust the dues and assessments as necessary to reflect changes in the financial needs of the MCA Division and ensure adequate funding for its activities.

Section 9.4 Notification. Members and Participating Agencies shall be notified of any changes to the dues and assessments in a timely manner, ensuring that they are aware of their financial obligations.

ARTICLE X

INSTRUMENTS; BANK ACCOUNTS; CHECKS AND DRAFTS; LOANS; SECURITIES

Section 10.1 Execution of Instruments. Except as in these Bylaws otherwise provided, 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 MCA Division, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent or employee shall have any power or authority to bind the MCA Division by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 10.2 Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board of any officer or officers, agent or agents of the MCA Division to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to the MCA Division's bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may consider expedient.

Section 10.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the MCA Division, shall be signed by such officer or officers, agent or agents, of the MCA Division, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the MCA Division in any of its fully authorized depositories may be made without countersignature, by the Chairman or the Treasurer, or by any other officer or agent of the MCA Division to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the MCA Division.

Section 10.4 Loans. No loans shall be contracted on behalf of the MCA Division and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The MCA Division shall make no loans to any officer or Director of the MCA Division, directly or indirectly.

Section 10.5 Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest in stocks, bonds or securities, owned or held by the MCA Division at any time, including without limitation, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the MCA Division,

and assignment of bonds or stock certificates representing shares of stock owned or held by the MCA Division, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock.

ARTICLE XI

FISCAL YEAR

Section 11.1 Fiscal Year. The fiscal year of the MCA Division shall begin October 1 and end September 30.

ARTICLE XII

INDEMNIFICATION

Section 12.1 General. The MCA Division shall, to the extent permitted by law, indemnify each person who may serve or who has served at any time as a director, officer, employee, agent, volunteer or committee member of the MCA Division in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the MCA Division, a subsidiary or otherwise). No indemnification may be made to or on behalf of any such person if, in the determination of the Board (excluding the affected director(s)), (a) his or her acts were committed in bad faith or were the result of his or her willful misconduct or active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained or sought to gain a financial or other benefit or other advantage or opportunity to which he or she was not entitled in connection with his or her actions or inactions in connection with service to the MCA Division.

Section 12.2 Insurance. The MCA Division may purchase and maintain insurance to protect itself and any such Director, officer, volunteer committee member, nondirector volunteer, or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the MCA Division would have the power to indemnify him or her against such liability by law or under the provisions of this Article.

Section 12.3 Applicability. The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to Directors, officers, volunteer committee members, nondirector volunteers, and other persons who have ceased to render such services, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the Directors, officers, volunteer committee members, nondirector volunteers, and other persons referred to in this Article.

Section 12.4 Non-Exclusive. The right of indemnity provided pursuant to this Article shall not be exclusive, and the MCA Division may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any person may provide indemnification rights which are

broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in the Articles of Incorporation or these Bylaws inconsistent with this Article shall not adversely affect any indemnification right or protection of a person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE XIII

AMENDMENTS

Section 13.1 Bylaws Amendments. The members may at any meeting revise, amend, alter or repeal any of these Bylaws by the affirmative vote of a majority of the members of the MCA Division, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, or by unanimous vote of all members without such notice, or by unanimous written consent of all members.

Section 13.2 Bylaws Review. The Bylaws of the organization shall be reviewed at least every three (3) years to ensure their continued relevance and effectiveness. During each review, the bylaws may be amended, revised, altered, or repealed as necessary to reflect changes in organizational needs, legal requirements, or best practices. Any modifications shall be carried out in accordance with the procedures outlined in these Bylaws and shall be documented in an updated version of the bylaws.

Original Adoption: The original Bylaws were adopted on August 24th, 2017.

First Amendment: The Bylaws were revised on August 26th, 2024.

I, Justin Grill, Member of the West Michigan Regional Medical Consortium – MCA Division, hereby certify that the above Bylaws were duly adopted by the Members of this MCA Division and revised as of the 26th day of August, 2024.



Justin Grill, DO, MHA, M.Ed.HP
Chief Medical Officer, Trinity Health Muskegon
Member