

DETROIT EAST MEDICAL CONTROL AUTHORITY, INC

BYLAWS

I. NAME

1.1 Name. The name of the MCA Corporation is “DETROIT EAST MEDICAL CONTROL AUTHORITY, INC.” The MCA Corporation is a Michigan nonprofit corporation, incorporated on a non-stock, membership basis, and is exempt from tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”)

II. PLACES OF BUSINESS

2.1 Places of Business. The MCA Corporation shall have one or more places of business as the Executive Committee may from time to time determine.

III. PURPOSES

3.1 Purposes. The purpose of the MCA Corporation, as stated in the Articles of Incorporation (the “Articles”) is to operate as Medical Control Authority (MCA) for a portion of Wayne County, Michigan and any other medical control region, as designated by Michigan Department of Health and Human Services (MDHHS) and to serve in any capacity that facilitates the provision of medical control as approved by its members and MDHHS; and to serve as fiduciary or other facilitating agent or body under any federal or state grant or cooperative agreement or program relating to hospital, disaster, or emergency preparedness or homeland security. This MCA Corporation shall operate exclusively for the benefit of, to perform one or more of the functions of, and to carry out one or more of the purposes of the MCA Corporation’s members, as long as those organizations are the type described in Section 170(b)(1)(A)

3.1.1 To organize and participate in efforts to maintain and enhance a quality emergency medical services system based in Detroit East Medical Control Authority. To develop and update, with advice from the Medical Control Advisory Board, protocols for the provision of emergency medical services primarily in Detroit East Medical Authority response region, relating to operational and clinical matters, and communications (the “Protocols”)

3.1.2 To serve as the designee of the MDHHS, pursuant to Act 368 of 1978 (hereinafter “Michigan Public Health Code” MPHIC), as amended, to

serve as a medical control authority for the Detroit East Medical Control Authority Emergency Medical Services System; and

- 3.1.3 To do such things and to perform such acts to accomplish its purposes as are not forbidden by Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code, with all the powers conferred on nonprofit MCA corporations by the laws of the State of Michigan.

IV. MEMBERS OF THE MCA CORPORATION

- 4.1 MCA Corporation Medical Control Board. Members of the Medical Control Board shall fulfill the responsibilities as required by State law, Administrative Rule, and these Bylaws, Policies, Protocols, and Procedures in supervision of prehospital care. The MCA Corporation shall develop and approve protocols for the provision of prehospital care.
- 4.2 Membership. The membership of the MCA Corporation Medical Control Board shall be comprised of the following:
 - 4.2.1 One physician and one administrator from each licensed hospital or free standing surgical enter with an emergency department, in that area governed by the Medical Control Authority that is licensed under part 2015 and operates a services for admitting and treating emergency patients. Each healthcare facility that meets this criteria will be given the opportunity to participate, but it is under no obligation to do so. Authorization for these members shall be from the CEO or hospital president of each participating healthcare organization and requires annual reappointment.
 - 4.2.2 Two representatives from the Advisory Board; specifically a representative from a provider agency, and a representative from personnel; appointed annually by this committee.
 - 4.2.3 The chairperson of the Detroit East Medical Control Authority Trauma Provider Advisory appointed annually by this subcommittee.
- 4.3 Term. Membership shall be for an indefinite period, providing each member shall attend at least four (4) regular meetings in a calendar year. A participating hospital may change its individual representatives on a yearly basis, provided written notice is submitted to the Medical Director seven (7) days prior to the date the change takes place.

- 4.4 Voting. All members shall have one (1) vote on each matter submitted to a vote of the Medical Control Board Authority Corporation.
- 4.5 Quorum. Thirty percent (30%) of the existing members, provided at least four (4) are physicians shall constitute a quorum. The members present in person at such a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Fewer members than a quorum shall adjourn a meeting. A meeting may be held telephonically or by another remote method.
- 4.6 Delegation. All members may authorize one person to act on his or her behalf at any meeting of the members, and said individuals shall be designated as alternates and the identity of members alternates shall be communicated to the Med Control Authority Corporation.
- 4.7 Regular Meetings. The meeting shall be no less than four (4) times per year beginning in January. The place and time of the meeting shall be determined by the Medical Director.
- 4.8 Special Meeting. Special meetings of the Medical Control Board shall be held upon the call of the Medical Director or Deputy Medical Director when requested to do so in writing by not less than ten percent (10%) of the MCA Corporation membership. The Medical Director or Deputy Medical Director shall notify all MCA Corporation members in writing.
- 4.9 Emergency Meeting.
 - 4.9.1 An emergency meeting of the Medical Control Authority Corporation Board may be called at the request of at least three (3) members of the Medical Control Authority where immediate action is required prior to the next regularly scheduled meeting of the Medical Control Board and prior to the expiration of the minimum notice period for the calling of a special meeting.
 - 4.9.2 At least three (3) days' notice by telephone or in writing to all members shall be required for calling such a meeting.
 - 4.9.3 The fact that actual notice was not received by some members shall not render the meeting void if a reasonable attempt to notify all members was made and at least a quorum of members were present at the meeting.
 - 4.9.4 Notice of Meeting. Written notice of the time, place, and object of the meeting of members shall be given to each MCA Corporation member,

either personally, by mail or email, not less than three (3) days, and not more than sixty (60) days prior to the meeting. If mailed, such notice shall be deemed by depositing the notice in a post office box and addressed to the last known address of each member. Notice shall also be given to each provider agency head that operates within the area governed by the Medical Control Authority.

- 4.10 Waiver. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 4.11 Resignation. Any member of the MCA Corporation may resign as a member of the MCA Corporation by sixty (60) days prior written notice to the other members of the MCA Corporation. (a) have no further interest in the assets of the MCA Corporation, and (b) no financial obligation to the MCA Corporation or its remaining members beyond the amount of any unpaid dues or other contribution requirement due and payable prior to the date of such member's resignation, except as otherwise provided in the preceding sentence. A member which resigns or whose membership is terminated pursuant to Section 4.9 shall not be entitled to a refund of any dues or contributions previously made, but shall be entitled to participate in any programs of the MCA Corporation funded by dues or contributions previously made, through the end of the last fiscal year or other period to which such dues or contributions relate.
- 4.12 Dues. Members of the MCA Corporation shall be required to pay such dues and other forms of contribution to assist in payment of ordinary operating expenses of the MCA Corporation (such as office space, supplies, and personnel) as may be established from time to time by vote of not less than two-thirds of the members of the Executive Committee. No action with reference to dues and other forms of contribution shall be taken by the Executive Committee without thirty (30) days prior written notice of such proposed action being given to each Director.
- 4.13 Termination of Membership. Any member of the MCA Corporation which does not pay the dues or other form of contribution required of it in accordance with these Bylaws may be terminated by action of the Executive Committee, upon not less than sixty (60) days prior notice to the delinquent member. In addition, any member who ceases to satisfy the membership requirements stated in Section 4.2 shall cease to be a

member of the MCA Corporation upon receipt of notice of termination of membership sent by the Executive Committee.

V. EXECUTIVE COMMITTEE

- 5.1 Authority. The business and affairs of the MCA Corporation shall be managed by its Executive Committee.
- 5.2 Composition. The Executive Committee of the MCA Corporation shall consist of Directors appointed by the members of the MCA Corporation, and the MCA Medical Director shall serve ex-officio, without vote. Each member of the MCA Corporation may appoint one Director (who shall be associated with said member) equal to the number of votes to which said member is entitled pursuant to Section 4.6 above (i.e. one Director for each Participating Emergency Facility operated by the member). Directors shall serve for two-year terms. A Director may be reappointed for any number of successive terms. A member may appoint an alternate for each Director appointed by that member. The alternate director may attend meeting(s) of the Executive Committee and will have the authority and responsibilities of a director during said meeting(s) if the Director for whom he or she is an alternate is unable to attend the meeting. In cases where an alternate Director sends a meeting, the regularly-serving Director for whom the alternate substitutes shall be deemed temporarily removed from the Board.
- 5.3 Resignation. Any Director may resign as a member of the Executive Committee at any time by written notice to the President of the Executive Committee.
- 5.4 Removal. The president of the Executive Committee may recommend removal of a board director to the CEO of the said healthcare organization for failure to perform duties after consensus from all board members.
- 5.5 Officers. The officers of the Executive Committee shall consist of a president, vice president, a secretary, and a treasurer. The corporation may also have more than one vice president, assistant secretary, and assistant treasurer. Any two or more of the above offices, except those of president and vice president, may be held by the same person.
- 5.6 Election. The officers of the MCA Corporation shall be elected by the Executive committee. Only Directors on the Executive Committee shall be eligible for election as officers of the MCA Corporation.

- 5.7 Term. Officers of the corporation shall hold their offices for terms of two years and until their respective successors are elected or appointed and qualified, or until they resign. Vacancies occurring in any office at any time may be filled by the Executive Committee.
- 5.8 Vice President(s). The Vice President(s) shall, in the absence or disability of the President, perform the duties and exercise the power of the President. The Vice President(s) shall perform such other duties as the Executive Committee may prescribe.
- 5.9 Secretary. The Secretary shall attend all meetings of the members of the corporation and all meetings of the Executive Committee and record or cause to be recorded in a manner that complies with the Open Meetings Act (when applicable) , the minutes of the meetings of the meetings in a book to be kept for that purpose; shall give an post or cause to be given and posted notice of all meetings of the members of the corporation and the Executive Committee; and shall perform such other duties as may be prescribed by the President. The Secretary may delegate any duties, powers, and authorities to one or more assistant secretaries, unless such delegation is disapproved by the Executive committee.
- 5.10 Treasurer. The Treasurer shall account for the MCA Corporate funds shall keep full and accurate accounts of receipt and disbursements in books belonging to the MCA Corporation; and shall deposit all moneys and valuable effects in the name and to the credit of the MCA Corporation in such depositories as may be designated by the Executive Committee. The Treasurer shall have the responsibility of making recommendations to investment of the funds of the MCA Corporation, upon the request of the Board. The Treasurer shall render to the President and Executive Committee, whenever they may require it, an account of the financial transactions and condition of the MCA Corporation
- 5.11 Meetings. Meetings of the Executive Committee shall be held at such time and place as shall be determined by the President or by the vote or consent of a majority of the Executive committee. Each Director shall be given at least seven (7) calendar days written notice of each meeting of the Executive Committee. A public notice of Executive Committee meetings shall be given in compliance with the Open Meetings Act.
- 5.12 Quorum; Action. A simple majority of the Executive Committee members shall constitute a quorum at any meeting of the Executive Committee. The affirmative vote

of a majority of the Directors present at a meeting at which there is a quorum shall be necessary for the Board to take action, except as otherwise provided in these Bylaws.

- 5.13 Participation via Telecommunication. Members of the Executive Committee, or any committee or subcommittee of the Executive Committee may participate in a meeting of the Executive Committee, committee or subcommittee by video conference, conference telephone, or similar communications equipment by which all persons participating in the meeting (including any members of the public) may hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. In all cases, however, a majority of those voting Directors who attend a meeting of the executive committee must be physically present at the public meeting site.
- 5.14 No Compensation. The Directors shall receive no compensation from the MCA Corporation for their services as members of the Board.
- 5.15 Vacancies. A vacancy in the Executive Committee occurring for any reason shall be filled by appointment from the CEO of the healthcare organization that director represents.

VI. OPEN MEETINGS

- 6.1 Applicability. Meetings of the members of the MCA Corporation and of the Executive Committee shall be conducted in compliance with the Open Meetings Act. All decisions of the MCA members and Executive Committee shall be made at a meeting open to the public. All deliberations by a quorum of the members or of the Executive Committee shall take place at a meeting open to the public except as otherwise provided in Section 6.4.
- 6.2 Public Participation. Members of the public shall be permitted to attend, record, and/or address a meeting of the members of the Executive Committee in compliance with the Open Meetings Act.
- 6.3 Notices. Public notice of all meetings of the members and the Executive Committee shall be posted in the MCA Corporation's principal office in advance of the meeting in compliance with the Open Meetings Act.
- 6.4 Closed Sessions. The members of the MCA Corporation or the Executive Committee may meet in closed session, which is closed to the public, if two-thirds of the members or Directors (as applicable) vote by roll call vote to call a closed session. The roll call vote and purpose(s) for the closed session shall be recorded in the minutes of the

meeting. A separate set of minutes of the closed session shall be taken and maintained in compliance with the Open Meetings Act. A closed session is permitted only for the purposes specified in the Open Meetings Act, including consideration of material exempt from public disclosure by the professional practice review confidentiality statutes listed in Section 14.2.

VII. CHECKS AND OTHER INSTRUMENTS

- 7.1 Checks. All checks, drafts, or demands for money, and notes of the MCA Corporation, shall be signed by such officer or officers or other such person or persons as the Executive Committee may from time to time designate. Check signing authority shall be consistent with the policies adopted by the Executive Committee.
- 7.2 Contracts. The Executive Committee may in any instance designate the officers or other persons who shall have authority to execute any contract, conveyance, or other instrument on behalf of the MCA Corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without any specification of the executing officers or agents, the President or any Vice President, and the Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer may execute the same in the name and on behalf of this MCA Corporation.

VIII. BOOKS AND RECORDS; ANNUAL REPORT

- 8.1 Books and Records. The officers, agents and employees of the MCA Corporation shall maintain such books, records, and accounts of the MCA Corporation's business and affairs as shall be appropriate to the business and affairs of the MCA Corporation or required by the Executive Committee, or required by the laws of the State of Michigan.
- 8.2 Annual Report. The Executive Committee shall receive annually from the president of the corporation a report and cause a true statement of the operations of the MCA Corporation for the preceding fiscal year, and of its properties and financial condition, to be made and communicated to the members of the MCA Corporation within four months after the end of the fiscal year.

IX. NOTICES AND WAIVERS OF NOTICE

- 9.1 Notices. All notices of meetings required to be given to any member of the MCA Corporation, or any member of the Executive Committee, may be given in writing by mail or email or other writings, to such member at the member's last address as it appears

on the books of the MCA Corporation. Such notice shall be deemed given at the time when the same shall be mailed or otherwise dispatched.

- 9.2 Cancellation or change of meetings in time, place or purpose of any meeting of the members of the MCA Corporation, or any meeting of the Executive Committee, needs to be disseminated by mail, e-mail, or other writing, either before or after the meeting or in such other manner as may be permitted by the laws of Michigan.

X. COMMITTEES OF THE MCA CORPORATION

- 10.1 Committees. (a) Medical Control Board, (b) executive committee (c) Professional Standards Review Organization, (d) Advisory Board. In addition the Medical Control Board shall have an adhoc committee including Pharmacy Subcommittee and Trauma Subcommittee. The MCA Corporation may create or provide for the creation of other committees and subcommittees; determine or provide for the determination of their 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.
- 10.2 Authority. No committee or subcommittee shall have authority to take final action, or make limit decisions, on behalf of the MCA Corporation; to bind the MCA Corporation by contract; or to incur expenses on behalf of the MCA Corporation except where noted regarding the Executive Committee.
- 10.3 Minutes/Recommendations. All Committees and subcommittees shall forward all minutes of their meetings and all recommendations to the MCA Corporation. The MCA Corporation will forward final recommendation to the Executive Committee.

XI. ADVISORY BOARD

- 11.1 Creation. In accordance with Section 20918(2), Public Act 179 of 1990, the Medical Control Board "...shall appoint an advisory body for the Medical Control Authority Corporation..." No more than 10% of the membership of the advisory body of a medical control authority shall be employees of the medical director or of an entity substantially owned or controlled by the medical director (Section 20918(4)). Nominations from each life support agency operating in DEMCA will be provided to the Medical Control Board within 30 days of a request.
- 11.2 Purpose. The Advisory Board shall:

11.2.1 Advise the Board of Directors on the selection of a Medical Director for the Medical Control Authority in accordance with Section 20918(3) of the Act and of these Bylaws.

11.2.2 Perform any other tasks as assigned by the Medical Control Authority Corporation.

11.3 Membership. The Advisory Board shall, at a minimum, consist of the following members:

11.3.1 A representative of each type of emergency medical services personnel functioning within the Medical Control Zone. These representatives shall be licensed at the level they are to represent and shall be functioning in the Medical Control Zone.

11.3.2 A representative of each type of life support agency, both transporting and non-transporting, operating within the system. These representatives to not have to be licensed emergency services personnel, but must work for a provider that operates within the Medical Control Zone, and provides the type of service that the individual represents.

11.3.3 Ex Officio Members, non-voting per MCA policy

11.3.3.1 One representative from the Emergency Nurses Association.

11.3.3.2 One representative from the Pharmacy Committee

11.3.3.3 One representative from the Detroit Department of Health or designee.

11.3.3.4 One representative from an emergency services dispatch operation that operates within the Medical Control Zone.

11.3.3.5 The Medical Director of Detroit East Medical Control Authority.

11.3.3.6 One representative from Community Mental Health or designee.

11.3.4 Meetings

11.3.4.1 Each of the members of the Advisory Board may designate one alternate for their position. This choice of an alternate shall be made known to the Medical Control Authority Corporation Board.

11.3.4.2 The presence of a majority of the active members of the Advisory Board shall be required to constitute a quorum. Members must be represented at 60% of meeting to be considered active.

11.3.4.3 The Advisory Board shall act by the vote or consent of the majority of its members in making recommendations to the MCA Corporation.

11.3.4.4 The term of membership is for a two year period.

11.4 Chairperson

11.4.1 The Advisory Board shall elect one member to serve as chairperson of the Advisory Board. A second member shall be elected to serve as vice-chairperson.

11.4.2 The vice-chairperson shall exercise the authority of the chairperson in the absence of the chairperson.

11.5 Advisory Board Membership on Medical Control Authority Corporation

11.5.1 The Advisory Board shall be represented on Medical Control Authority Corporation by the chair and vice chair.

11.5.2 Representatives from the Advisory Board to the Medical Control Authority Corporation shall serve a term of two (2) years. There shall be no limit on the number of terms that may be served.

XII. PROFESSIONAL STANDARDS REVIEW ORGANIZATION (PSRO)

14.1 Functions. The Professional Standards Review Organization shall be responsible for organization, implementation, and coordination of the MCA Corporation's quality improvement programs for the purpose of improving quality of emergency medical care. This Committee is responsible for the comprehensive review of all pre-hospital/facility care and any incidents regarding pre-hospital/facility or participating facility care. The Committee shall report to the MCA Corporation Medical Director and the Executive Committee any matters that require action (including a life support agency's action plan). The Committee shall also make annual reports to the Executive Committee regarding the Committee's quality review of life support agencies.

14.1.1 Composition. The Professional Standards Review Organization shall be composed of the MCA Corporation Medical Director and one physician member from each Participating Emergency Facility (as defined in

Section 4.6), who shall be appointed by the Executive Committee, and the chair of the Advisory Body. The Chair of the Professional Standards Review Organization will be nominated by the MCA Corporation Medical Director and appointed by the Executive Committee, from among the Professional Standards Review Organization's members.

14.1.2 Meetings. The Professional Standards Review Organization shall meet on a bi-monthly basis or as deemed necessary by the Chair. A majority of committee members (including at least three physicians) shall constitute a quorum.

XIII. PHARMACY SUB COMMITTEE

15.1 Functions

15.2 The Pharmacy Committee shall report to the Medical Control Board Corporation. This Committee shall advise on procedures for the contents, use, replacement, and security of drug and IV boxes exchanged by life support agencies with the pharmacies of the Participating Emergency Facilities. The Committee shall also be responsible for interfacing the MCA Corporation's Protocols with those of other relevant medical control authorities, and for reviewing and updating these Protocols at least annually.

15.3 Composition. Members of the Pharmacy Committee shall consist, at a minimum, of a pharmacist from each Participating Emergency Facility and two representatives of life support agencies that function in Detroit Eastern Medical Control Authority.

15.4 Meetings. The Pharmacy Committee shall meet, at minimum, annually. A majority of the voting members of the Committee, two of whom shall be pharmacists, shall constitute a quorum.

XIV. DETROIT EAST MEDICAL CONTROL AUTHORITY TRAUMA PROVIDER SUBCOMMITTEE

16.1 Composition. Each verified trauma center participating in the medical control authority will be represented by a trauma surgeon and trauma nurse coordinator.

16.2 Meetings. The Detroit/East Medical Control Authority Corporation Trauma Provider Advisory Group will meet at least two (2) times per year.

16.3 Duties. The Detroit/East Medical Control Authority Corporation Trauma Provider subcommittee shall review trauma protocols and participate in any regional trauma meetings as designated by the medical director. The Detroit/East Medical Control

Authority Corporation Trauma Provider subcommittee shall also provide data as requested and coordinate trauma education for the prehospital providers.

XV. MCA MEDICAL DIRECTOR

- 17.1 Selection. The MCA Medical Director and Deputy Medical Director shall be a physician who practices emergency medicine in a member facility as defined in Section 4.1, The MCA Medical Director candidates who are EMS subspecialty certified or eligible are preferred. They must have an unrestricted license.
- 17.2 MCA Corporation election subcommittee will provide recommendations for Medical Director and recommendation(s) for the Deputy Medical Director to the MCA Corporation. The MCA Medical Director and Deputy Medical Director shall possess the qualifications required by the Michigan Public Health Code and the rules promulgated there under. The MCA Corporation will make their final recommendations for both positions to the Executive Committee for both positions who has the responsibility to approve both positions. The selection of both positions will occur via an electoral process determined and established by the MCA Corporation election subcommittee.
- 17.3 Term. The MCA Medical Director and Deputy Medical Director shall serve for a term of three (3) years or until a successor is appointed, or until removal.
- 17.4 Duties. The MCA Medical Director and Deputy Medical Director shall serve as an ex-officio voting member of the Advisory Board. He or she shall give direction to the Advisory Board, and have such other duties and responsibilities as shall be prescribed by the Executive Committee, consistent with the Michigan Public Health Code and the rules promulgated thereunder. The MCA Medical Director Shall be responsible for (a) medical control for the emergency medical services system within Detroit East Medical Control Authority Corporation and (b) for day-to-day operations consistent with the Protocols and any other applicable policies and procedures adopted by the Executive Committee. The MCA Medical Director shall provide reports to the Advisory Board, Medical Control Authority Corporation, and annual to the Executive Committee, as well as comments to media, per Protocols. The MCA Corporation Medical Director shall arrange for another physician to perform the Medical Director's duties during the Medical Director's temporary absence not to exceed 120 days. This substitute physician shall satisfy the requirements stated in these bylaws and must be approved by the Executive Committee, after considering the advice of the Advisory Board.

- 17.5 Removal. The MCA Medical Director and/or Deputy Medical Director may be removed from office by vote of the Executive Committee.
- 17.6 Vacancies. Any vacancy in the office of MCA Medical Director shall be filled, for the unexpired portion of the term, by a physician appointed by the MCA Corporation's Executive Committee, after considering the advice of the members of the MCA Corporation.

XVI. PROFESSIONAL PRACTICE REVIEW/QUALITY IMPROVEMENT

- 18.1 Organization of Review Functions. Each member of the MCA Corporation participates in reviewing the quality of care rendered to emergency medical services patients in Detroit Eastern Medical Control Authority 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 MCA Corporation and the licensed life support agencies operating in Detroit East Medical Control have delegated to the Executive Committee, Medical Control Board, Advisory Board, Professional Standards Review Organization, and MCA Medical Director various responsibilities for collecting and analyzing data, records, and knowledge on behalf of the members and the agencies, and on the MCA Corporation's behalf, for the purpose of conducting professional practice review. Other committees, bodies, and individuals designated by the MCA Corporation (now existing or later created) may also perform professional practice review functions in the future.
- 18.2 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 no availability 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.

XVII. AMENDMENTS

- 19.1 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 Executive Committee.

Amendment to these Bylaws shall be distributed by the President or his/her designee in writing to all Directors prior to the meeting at which the amendment is considered.

XVIII. INDEMNIFICATION

20.1 Indemnification. Each person who is or was a voting or non-voting Director of the MCA Corporation shall be indemnified by the MCA Corporation to the fullest extent to which the MCA Corporation has the power to so 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 MCA Corporation shall not be obliged to provide indemnification which would constitute excess benefit within the meaning of Section 4958 of the Internal Revenue Code. The MCA 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 or her status as such, whether or not the MCA Corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.

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