

46 **Section 2.** Before January 1, 2012, Governing Board members shall serve until they
47 resign or until they are removed as hereinafter provided. Beginning January 1, 2012,
48 Governing Board members will serve three (3) year terms. The Governing Board
49 may stagger the expiration dates of Governing Board member terms, as the
50 members of the Governing Board deem to be appropriate. Beginning January 1,
51 2012, Governing Board members may serve no more than three successive terms,
52 except that the officers of the Governing Board of Directors shall continue to serve
53 as voting members of the Governing Board of Directors throughout their full term of
54 office. A Governing Board member's At-Large term on the Governing Board will
55 expire on the effective date of that Governing Board member's assumption of office
56 as a Governing Board of Directors officer. The Governing Board of Directors may
57 appoint another person to any vacant Governing Board position that may result from
58 the election of an At-Large Governing Board member to a Governing Board officer
59 position, as provided in Section 4 below. Governing Board members who may no
60 longer serve on the Governing Board of Directors as the result of term limits will
61 become eligible for reappointment to the Governing Board of Directors after a one
62 year absence from service on the Governing Board of Directors.

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64 **Section 3.** Effective January 1, 2012, no less than 25% and no more than 50% of the
65 voting members of the Governing Board of Directors shall be transplant physicians,
66 surgeons or other professional employees or affiliates of transplant centers.
67 Effective immediately, the Governing Board of Directors may include at large
68 representatives, such as donor family members, representatives of organ/tissue
69 recipients, public figures, persons with financial expertise or experience, media
70 personalities and other persons who have an interest in organ and tissue
71 transplantation.

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73 **Section 4.** Selection and removal of members of the Governing Board of Directors
74 shall be handled as follows:

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- 76 (a) If a vacancy occurs on the Governing Board of Directors, the
77 Governance Committee shall search for and nominate one or more
78 candidates to fill each vacancy. The person(s) so nominated may
79 then be elected to fill each vacancy by a majority vote of the voting
80 Governing Board members then in office.
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 - 82 (b) Each year nominations of new Governing Board members will be
83 opened on June 30, closed on September 30, with a slate of
84 candidates ratified by the Governance Committee by November 30
85 for presentation to the Governing Board of Directors for deliberation
86 and action each December. Prior to any vote on potential new
87 Governing Board of Director candidates, the President shall open
88 nominations for other possible Governing Board of Director
89 candidates to be presented by any member present. New
90 Governing Board members shall be elected by the vote of a
91 majority of the voting Governing Board members then in office.

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93 (c) A Director may be removed from office upon a 2/3 vote of the
94 voting members of the Governing Board of Directors, with the
95 removal becoming effective immediately following the vote. Any
96 vote to remove a member shall take place at a regular meeting of
97 the Governing Board of Directors.
98
99 (d) Governing Board of Directors members who attend fewer than 50%
100 of the Governing Board meetings over any calendar year will
101 undergo a formal review by the Executive Committee for possible
102 removal from the Governing Board of Directors. The President, or
103 his or her designee, shall notify the member under review, in writing,
104 of the Executive Committee's recommendation. Any Governing
105 Board member failing to attend at least 50 percent of the Governing
106 Board meetings over any two consecutive calendar years shall
107 automatically be removed from the Governing Board. In the event
108 that a Past President of the Governing Board who is still practicing
109 or residing in Michigan should be removed because of this
110 attendance requirement, the removed Past President shall
111 nonetheless be entitled to attend and speak at all Governing Board
112 meetings, but shall have no vote.
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114 **Section 5.** The Governing Board of Directors shall meet at least four (4) times per year
115 at such time and place as shall be determined by the Governing Board of Directors.
116 Special meetings of the Governing Board of Directors may be called by the president
117 or four (4) members of the Governing Board. Governing Board members shall be
118 given at least ten (10) days written notice of any regular or special Governing Board
119 meeting. Such notices shall include a copy of the agenda for the meeting to which
120 they apply.
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122 **Section 6.** At all meetings of the Governing Board of Directors, a majority of the voting
123 members shall be necessary and sufficient to constitute a quorum for the transaction
124 of business. All actions of the Governing Board at which a quorum is present shall
125 be taken by the affirmative vote of at least a majority of the voting members present
126 at the meeting. All meetings of the Governing Board of Directors shall be conducted
127 according to Sturgis Standard Code of Parliamentary Procedure.
128

129 **Section 7.** Members of the Governing Board may not vote by proxy.
130

131 **Section 8.** The minutes of all meetings of the Governing Board of Directors shall be
132 circulated to Governing Board members.
133

134 **Section 9. Teleconferences.** Any member of the Governing Board of Directors,
135 Executive Committee or any other committee designated by the Governing Board of
136 Directors may participate in a meeting by means of conference telephone or similar
137 communications device by means of which all persons participating in the meeting

138 can hear each other. Participation in a meeting pursuant to this Section constitutes
139 presence in person at the meeting.

140
141 **Section 10.** [RESERVED]

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143 **Section 11.** Members of the Governing Board may not concurrently serve on the Gift of
144 Life Michigan Advisory Board of Directors, or on the Gift of Life Foundation Board of
145 Trustees. The Governing Board President, or designee, is required to report at least
146 annually on Governing Board actions at a Gift of Life Michigan Advisory Board of
147 Directors meeting.

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150 **ARTICLE IV**
151 **Officers**

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154 **Section 1.** The officers of the Gift of Life Michigan shall be President, Immediate Past-
155 President, President-Elect, Secretary and Treasurer.

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157 **Section 2.** The Governing Board of Directors shall elect the officers who shall serve
158 two (2) year terms. Unless otherwise specified, officer terms shall begin on the first
159 business day of the year. Vacancies in any office shall be filled by election of the
160 Governing Board of Directors for the remainder of the term of office.

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162 **Section 3.** The President shall preside at all meetings of the Governing Board of
163 Directors. The President shall be an ex-officio member of all Governing Board
164 committees and shall have the general powers of supervision and management
165 usually vested in the office of President of a corporation, except that the Chief
166 Executive Officer of the Corporation shall have the authority to manage the
167 operation of the Corporation, as provided in Article V. The President shall appoint all
168 committee chairpersons. Committee chairpersons shall serve at the pleasure of the
169 President. The President shall also, after consulting with the appropriate
170 chairperson(s), appoint all Governing Board committee members.

171
172 **Section 4.** The President-elect, followed by the Immediate Past-President, in the
173 absence of the President or in the case of the disability of the President, shall
174 perform the functions of the office of President.

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176 **Section 5.** The Secretary shall have the duties usually associated with the office of
177 Secretary. Such duties include, without limitation, having general charge of
178 maintaining the formal records of the Corporation, including the preparation and
179 maintenance of minutes of all meetings and other formal actions taken by the
180 Governing Board of Directors.

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182 **Section 6.** The Treasurer shall have custody of the funds of Gift of Life Michigan and
183 shall maintain full and accurate accounts of all receipts and disbursements of Gift of
184 Life Michigan.
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186 **Section 7.** The Governing Board of Directors may appoint such other officers and
187 agents as they shall deem necessary who shall have such authority and perform
188 such duties as from time to time shall be prescribed by the Governing Board of
189 Directors.
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192 **ARTICLE V**
193 **Chief Executive Officer**
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195 A Chief Executive Officer shall be employed by Gift of Life Michigan, upon the
196 recommendation of a Selection Committee appointed by the President and approved by
197 the Governing Board of Directors. The Chief Executive Officer shall be responsible and
198 accountable to the Governing Board of Directors and shall report to the Governing
199 Board at such times as the Governing Board requires. The Chief Executive Officer shall
200 be responsible for implementing the policies and programs of Gift of Life Michigan and
201 policies and programs approved by the Governing Board of Directors. The Chief
202 Executive Officer shall be responsible for managing and supervising the day-to-day
203 operations of Gift of Life Michigan, including all hiring and firing of employees, financial
204 and resource management, and service operations. The Governing Board of Directors
205 shall be responsible for annually reviewing the performance of the Chief Executive
206 Officer.
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209 **ARTICLE VI**
210 **Committees**
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212 **Section 1.** Standing committees appropriate to carrying out the goals and objective of
213 the Gift of Life Michigan shall be appointed by the President. Standing committees
214 shall include, but not be limited to, an Executive Committee, Finance Committee,
215 Governance Committee, and Audit Committee. The President, following approval by
216 the Governing Board of Directors, may create additional standing committees,
217 dissolve standing committees that are no longer active or combine the functions of
218 two or more standing committees. Each Committee shall provide a written meeting
219 summary of its activities to the Governing Board of Directors, the Governing Board
220 President and the Chief Executive Officer, who shall disseminate those reports to
221 the full Governing Board of Directors and to such other persons as the President and
222 Chief Executive Officer deem appropriate.
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224 **Section 2.** The Executive Committee shall consist of the President, President-Elect,
225 Immediate Past-President, Secretary, Treasurer, and two (2) additional members
226 nominated by the Governance Committee and elected by the Governing Board of
227 Directors. This committee shall have the same authority and discretion as the

228 Governing Board of Directors to supervise and direct the affairs of Gift of Life
229 Michigan between the meetings of the Governing Board. The Executive Committee
230 shall at all times be subject to supervision and control by the full Governing Board of
231 Directors. It shall annually review the compensation of all employees, and exercise
232 regular fiscal stewardship, risk reduction, and succession planning. It shall notify the
233 entire Governing Board of any proposed meetings and report by mail its minutes to
234 the entire Governing Board within ten (10) days following each meeting or other
235 action. The Executive Committee shall meet at least four (4) times in each calendar
236 year. The Executive Committee may act by consent resolution, to the same extent
237 as the full Governing Board is permitted to so act.
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239 **Section 3.** Ad hoc committees and their membership to carry out specific objectives of
240 Gift of Life Michigan may be appointed by the President with the approval of the
241 Governing Board of Directors.
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243 **Section 4.** The Governance Committee shall meet regularly and be composed of a
244 maximum or of four Past-Presidents, and other Governing Board of Directors
245 members as appointed by the President. It shall have regular oversight of Governing
246 Board member nominations, recruitment and development, strategic planning, By-
247 Laws, and other charges of the Governing Board of Directors.
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249 **Section 5.** The Finance Committee shall meet regularly and be composed of Governing
250 Board of Directors members with experience and/or training with financial best
251 practices, and be chaired by the Governing Board of Directors Treasurer. The
252 Committee shall have oversight of the development of the annual budget, expense
253 and revenue assessment, investment portfolio management, and other charges of
254 the Governing Board of Directors.
255

256 **Section 6.** The Audit Committee shall be composed of independent members of the Gift
257 of Life Michigan Advisory Board, and the Treasurer of the Governing Board of
258 Directors. The Chair of the Audit Committee shall be an independent member of the
259 Advisory Board. The Committee shall meet regularly and have regular oversight of
260 the annual certified public accounting audit, Internal Revenue Service Form 990 and
261 Medicare Cost Report completion, fiscal best practices, as needed internal control
262 review, and other charges of the Governing Board of Directors.
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264 **Section 7.** Unless otherwise stated in these By-Laws, or in a document approved by
265 the Governing Board of Directors that defines the functions and authority of a
266 committee, all committees serve in an advisory capacity only to the Governing Board
267 of Directors. Minutes of all committee meetings shall be distributed to all Governing
268 Board members on a timely basis.
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270 **Section 8.** Governing Board of Directors members shall be eligible for reimbursement
271 of all reasonable travel expenses incurred in the performance of their duties,
272 including reimbursement for mileage at the approved Internal Revenue Service rate.
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274 **Section 9.** Governing Board of Directors members may be eligible for meeting or
275 service stipends as may be approved from time to time by the Governing Board of
276 Directors.

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ARTICLE VII
Advisory Board

283 Gift of Life Michigan shall have an Advisory Board that shall be composed of persons
284 elected by the Governing Board of Directors. The Advisory Board shall meet
285 periodically, but no less often than four (4) times per year, for the purpose of discussing
286 the business, policies and plans of Gift of Life Michigan and advising Gift of Life
287 Michigan regarding such matters; provided, however, that the Governing Board of
288 Directors shall not be bound by any action taken by the Advisory Board. Minutes shall
289 be kept of all meetings of the Advisory Board and copies of such minutes shall be
290 circulated to all members of the Governing Board of Directors and all Advisory Board
291 members. The composition of the Advisory Board shall meet the minimum
292 requirements as specified by federal regulations for organ procurement organizations.
293 The Governing Board of Directors may adopt and amend By-Laws for the Advisory
294 Board. The current version of any such By-Laws shall be placed in the formal records
295 of the corporation after the Governing Board of Directors By-Laws.

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ARTICLE VIII
Fiscal Year

301 The fiscal year of Gift of Life Michigan shall commence on January 1st and end on
302 December 31st of each year.

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ARTICLE IX
Indemnification

307 **Section 1.** Gift of Life Michigan shall indemnify any director, officer or employee of Gift
308 of Life Michigan and may indemnify any other representative of Gift of Life Michigan
309 who is a party or is threatened to be made a party to any threatened or actual action,
310 suit or proceeding, whether civil, criminal, administrative or investigative (other than
311 an action by or in the right of Gift of Life Michigan) by reason of the fact that he is or
312 was a director, officer, employee or agent of Gift of Life Michigan or is or was serving
313 at the request of Gift of Life Michigan in such capacity against expenses (including
314 reasonable attorney fees), judgments, penalties, fines and amounts paid in
315 settlement actually and reasonably incurred by him in connection with such action,
316 suit or proceeding if he acted in good faith and in a manner he reasonably believed
317 to be in or not opposed to the best interests of Gift of Life Michigan or its members
318 and, with respect to any criminal action or proceeding, if he had no reasonable
319 cause to believe that his conduct was unlawful.

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Section 2. Gift of Life Michigan may indemnify any person who is or was threatened to be made a party to any threatened or pending action or suit by or in the right of Gift of Life Michigan to procure a judgment in favor of Gift of Life Michigan by reason of the fact that such person is or was a director, officer, employee or agent of Gift of Life Michigan, or is or was serving at the request of Gift of Life Michigan in such capacity against expenses (including reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of Gift of Life Michigan or its members.

Section 3. Gift of Life Michigan shall not indemnify any person claiming indemnification pursuant to this Article IX, Section 1, of these By-Laws if that person shall have been adjudged to be liable to Gift of Life Michigan; providing, however, that indemnification may be made if and only to the extent that the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability but in view of all circumstances of the case, the person seeking indemnification is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person seeking indemnification under this Article IX, Section 1, did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of Gift of Life Michigan or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 5. A person who claims indemnification under this Section shall give the Gift of Life Michigan written notice of his claim. Gift of Life Michigan shall, promptly after receipt of such a notice, determine whether that person meets the standard of conduct required for indemnification. That determination shall be made in one of the following ways:

- (a) By a majority vote of a quorum of the Governing Board consisting of voting members who were not parties to the action, suit or proceeding;
- (b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a Governing Board committee consisting of voting members who are not parties to the action. The committee shall consist of not less than two (2) disinterested members; or, if neither (a) or (b) is obtainable, then
- (c) By independent legal counsel in a written opinion.

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ARTICLE X
Conflicts of Interest

If any person who serves on the Governing Board of Directors is aware that the Governing Board or the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of that person’s family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including without limitation as a member, officer, shareholder, partner, beneficiary or trustee, such person shall (1) immediately inform those charged with making the recommendation or approving the transaction on behalf of the Corporation of such person’s interest or position, (2) aid the persons charged with making the decision by disclosing any material facts within such person’s knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (3) not be entitled to vote on the action with regard to entering into such transaction. The Governing Board of Directors shall implement measures for continuing education of directors about avoidance of conflict of interest and may implement additional policies and procedures designed to avoid conflicting interest transactions. In all events, the Governing Board and each individual director shall adhere, at a minimum, to the standards of conduct set forth in Article XI of these By-Laws, and any policies adopted by the Gift of Life Michigan Governing Board of Directors with respect to members’ or committee members’ conflicting transactions.

The Governing Board of Directors is required to follow the Gift of Life Michigan Conflict of Interest Policy in all respects.

ARTICLE XI
Standards of Conduct

Section 1. Each Director shall discharge his or her duties as a Director, including duties as a member of a committee of the Governing Board, and each member of a committee created or appointed by the Governing Board of Directors, who is not also a Director, shall discharge his or her duties in that position under that authority:

- in good faith;
- with the degree of diligence, care and skill an ordinarily prudent person in a like position would exercise under similar circumstances; and
- in a manner the Member or officer reasonably believes to be in the best interests of the Governing Board of Directors and Gift of Life Michigan.

Section 2. In discharging duties, a Director who acts in good faith, and reasonably believes that reliance is warranted, is entitled to rely on information, opinions,

411 reports, decisions, or statements, including financial statements and other financial
412 data, if prepared or presented by:

- 413 -one or more officers or employees of Gift of Life Michigan whom the Director
- 414 reasonably believes to be reliable and competent in the matters presented;
- 415 -legal counsel, public accountants, independent auditors, or other persons who
- 416 are independent of the Corporation and who the Director reasonably believes are
- 417 acting within such person's professional or expert competence; or
- 418 -in the case of a Director, a committee of the Governing Board of which the
- 419 Director is not a member, if the Director reasonably believes the committee
- 420 merits confidence.

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422 **Section 3.** A Director is not liable to the Corporation for any action taken or omitted to
423 be taken as a Director, as the case may be, if, in connection with such action or
424 omission, the Director performed the duties of the position in compliance with this
425 Article.

426
427 **Section 4.** A Director, regardless of title, shall not be deemed to be a trustee with
428 respect to the Governing Board or the Corporation or with respect to any property
429 held or administered by the Corporation including, without limitation, property that
430 may be subject to restrictions imposed by the donor or transferor of such property.

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433 **ARTICLE XII**
434 **Confidentiality**
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436 The business of Gift of Life Michigan and of the Governing Board of Directors is highly
437 sensitive, emotionally charged, and, accordingly, subject to the highest standards of
438 medical and business confidentiality. The Governing Board and each of its Directors
439 and committee members will, at all times, maintain the confidentiality of medical records,
440 medical and behavioral histories of donors and the wishes of donor families with regard
441 to privacy and confidentiality of all matters pertaining to donation. All information of a
442 medical, business or technical nature, learned by or delivered or imparted to any
443 Director or duly appointed committee member shall be and remain strictly confidential
444 and shall not be disclosed to any person or entity outside of the Corporation and its
445 affiliates, without the express prior written authority of the Governing Board of Directors
446 or an officer of the Corporation, unless such information already is in the public domain.
447 The Corporation shall endeavor to speak with a single public voice, generally that of the
448 President of the Governing Board of Directors or Chief Executive Officer, concerning the
449 issues and circumstances that confront the Corporation in the conduct of its business,
450 including those matters considered by the Advisory Board. Annually, the Corporation
451 shall obtain the written acknowledgment of each member and committee member with
452 regard to the scope of and required adherence to the Corporation's confidentiality policy.

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455 **ARTICLE XIII**
456 **Amendments to By-Laws**

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458 These By-Laws may be amended by the Governing Board of Directors, upon a two-
459 thirds (2/3) vote of the voting Governing Board of Directors present at any meeting of
460 the Governing Board at which there is a quorum, provided that written notice of the
461 meeting is circulated by mail or email to the members of the Governing Board not more
462 than twenty (20) days nor less than fifteen (15) days before that meeting.

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464 Approved by a 2/3 vote of the Governing Board of Directors on December 10, 2009.

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467 _____
468 Name: Leslie Rocher, M.D.
469 Secretary

470
471 Attest:
472
473 _____
474 Richard E. Pietroski, Chief Executive Officer