



MICHIGAN STATE UNIVERSITY  
**BOARD OF TRUSTEES**  
Executive Action Summary

Academic Affairs-Attachment 2

**APPROVED**  
**FEBRUARY 7, 2025**  
**BOARD OF TRUSTEES**  
**MICHIGAN STATE UNIVERSITY**

**Committee Name** Academic Affairs

**Date** February 7, 2025

**Agenda Item:** Revisions to HCI Bylaws

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**Information**

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**Discussion**

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**Action**

**Resolution:**

BE IT RESOLVED, that the Board of Trustees of Michigan State University, as the sole Corporate Member of MSU Health Care, Inc., hereby adopts the attached Amended and Restated Bylaws of MSU Health Care, Inc.

**Recommendation:**

The Trustee Committee on Academic Affairs recommends that the Board of Trustees adopts the Amended and Restated Bylaws of MSU Health Care, Inc.

**Prior Action by BOT:** The Board of Trustees approved the most recent Amended and Restated Bylaws of MSU Health Care, Inc., on October 25, 2024.

**Responsible Officers:** Norman Hubbard, Senior Vice President, Office of Health Sciences

**Summary:** The Amended and Restated Bylaws of MSU Health Care, Inc., reflect the additional changes needed for the clinical integration with Henry Ford Health System.

**Background Information:**

MSU, MSU Health Care, Inc., and Henry Ford Health System entered into a Professional Master Services Agreement ("PMSA"), effective January 1, 2025, for clinical integration. The PMSA sets forth the leadership of MSU Health Care, Inc., in a joint operating committee. Further, beginning January 1, 2026, the MSU Health Care, Inc., clinics will be operated by Henry Ford Health. With the change in leadership and the future of the clinic operations, it is necessary to align the leadership structure in the Bylaws, removing the role of Chief Executive Officer and establishing a Lead Executive for day to day operations.

**Source of Funds:**

Not applicable.

**Resource Impact:**

Not applicable.

**AMENDED AND RESTATED  
BYLAWS  
OF  
MSU HEALTH CARE, INC.**

**ARTICLE I  
Name and Purposes**

Section 1.01. Name. The name of the corporation is MSU Health Care, Inc. (the "Corporation"). The Corporation is a Michigan nonprofit corporation organized on a membership basis, without capital stock.

Section 1.02. Purposes. The Corporation is organized and at all times shall be operated exclusively for the purposes identified in Article II of the Articles of Incorporation of the Corporation, as the same may be amended and/or restated from time to time (the "Articles"), which article is incorporated in this Section 1.02 by this reference as if stated in its entirety herein.

**ARTICLE II  
Corporate Offices and Agent**

Section 2.01. Principal Office and Other Offices. At the time of the adoption of these Bylaws of the Corporation (these "Bylaws"), the principal office of the Corporation is in the City of East Lansing, Michigan. The Corporation may change the location of its principal office and may have offices at such other places both within and without the State of Michigan as the Board of Directors may from time to time determine or as the business of the Corporation may require.

Section 2.02. Registered Office. The Corporation's registered office shall be in Michigan as indicated in the Articles. The Corporation may change its registered office by resolution of the Board of Directors and by filing the appropriate statement with the Administrator of the Michigan Nonprofit Corporation Act (the "Act").

Section 2.03. Resident Agent. The Corporation's resident agent shall be an individual resident of Michigan whose business office or residence is identical with the Corporation's registered office. The Corporation may remove and change its resident agent by resolution of the Board of Directors and by filing the appropriate statement with the Administrator of the Act. The resident agent may resign by filing written notice of resignation with an officer of the Corporation and with the Administrator of the Act. The Corporation shall promptly appoint a successor resident agent upon the resignation of or removal of the resident agent.

**ARTICLE III  
Membership**

Section 3.01. Corporate Member. Pursuant to the Act, the Corporation shall have one (1) member, which shall be known as the "Corporate Member," and that Corporate Member shall

be the Board of Trustees of Michigan State University, a Michigan constitutional body corporate (the "University"). The University may authorize an individual(s) or other body or bodies to act on behalf of the University with respect to matters related to the Corporation, including the exercise of powers reserved to the University as the Corporate Member.

Section 3.02. Reserved Powers of Corporate Member. The Corporate Member shall have such rights and powers as are provided for in the Articles, these Bylaws, and the laws of the State of Michigan, including the following powers:

- (a) to amend the Articles and/or these Bylaws;
- (b) to appoint or remove, with or without cause, any director of the Corporation, as described herein;
- (c) to vote on all matters in which the vote of members with voting rights is required under the Articles, the Bylaws, or the laws of the State of Michigan;
- (d) to approve the Corporation's merger, dissolution, consolidation, or reorganization;
- (e) to approve the acquisition, sale, lease, transfer or other alienation of the majority of the Corporation's assets, other than in the usual and regular course of the Corporation's business;
- (f) to approve indebtedness of the Corporation in excess of 20% of the annual budget of the Corporation;
- (g) to approve the disposition of the Corporation's assets at the time of the Corporation's dissolution, subject to the Articles;
- (h) to approve the Corporation entering into any joint ventures or creating any subsidiary organizations with a capital commitment greater than \$10 Million Dollars; and
- (i) to approve changes in the Corporation's mission or philosophy.

Powers that are not reserved to the Corporate Member or otherwise delegated by the Board of Directors shall be exercised by the Corporation's Board of Directors, subject to the limitations contained in the Articles, these Bylaws, and applicable law. Among such powers, the Board of Directors shall have authority to discuss, vote upon, and present any of the above matters to the Corporate Member for its approval.

Section 3.03. Non-liability for Debts of the Corporation. The property of each and any member of the Corporation shall be exempt from execution for the debts of the Corporation, and no member shall be liable or responsible for any debts or liabilities of the Corporation.

Section 3.04. Transfer of Membership. Membership in the Corporation may be transferred, for or without consideration, upon the approval of the Corporate Member.

#### **ARTICLE IV** **Meetings of Corporate Member**

Section 4.01. Place of Meeting. Any meeting of the Corporate Member shall be held at the principal place of business of the Corporate Member unless a different location, either within or without the State, is approved by the Corporate Member.

Section 4.02. Annual Meeting. There shall be an annual meeting of the Corporate Member. This meeting shall be held annually in the first quarter of each fiscal year of the Corporation, unless the Corporate Member determines otherwise. If for any reason this meeting is not held within the quarter specified herein, such meeting may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.

Section 4.03. Special Meetings. Special meetings of the Corporate Member may be called by the Corporate Member, by the Board of Directors, or by the Chief Executive Officer. Business transacted at all special meetings shall be limited to the subjects stated in the call or waiver of notice and matters germane thereto.

Section 4.04. Notice of Meetings of the Corporate Member.

(a) Except as otherwise provided in Section 4.04(b) below, inasmuch as there is only one (1) member of the Corporation, all requirements for notice of meetings of the Corporate Member are deemed waived except as may otherwise be explicitly required by the Articles, these Bylaws, or the Act.

(b) For any special meeting of the Corporate Member called by the Board of Directors or the CEO, written or printed notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered to the Corporate Member not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally, by mail, or by other electronic means capable of verification, by or at the direction of the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope, addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid. If sent by other electronic means, such notice shall be deemed to be delivered when transmitted electronically to the Corporate Member at the number or address which appears on the records of the Corporation. Notice of any such meeting may be waived in a document filed with the Secretary by the Corporate Member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of such meeting.

Section 4.05. Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Each member may vote in person or by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4.06. Quorum. At any time when there is only one (1) member of the Corporation, the presence of such member shall constitute a quorum of the members; at any other time, a quorum shall require that a majority of the total number of members be present, either in person or as specified by Section 4.08 hereof.

Section 4.07. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Corporate Member may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the Corporate Member.

Section 4.08. Meetings by Telecommunications Device. The Corporate Member may participate in a meeting by means of conference telephone or communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner constitutes presence in person at such meeting.

Section 4.09. Order of Business at Meetings of the Members. The order of business at any meeting of the members shall be determined by the Corporate Member.

Section 4.10. Manner of Acting. The Corporate Member may authorize individual(s) or another body or bodies to act on behalf of the Corporate Member with respect to business of the Corporation, including, but not limited to, the exercise of the powers reserved to the Corporate Member as set forth in Section 3.02 above.

## **ARTICLE V**

### **Board of Directors**

Section 5.01. General Power and Duties. The business, property, affairs, and funds of the Corporation shall be managed, supervised, and controlled by its Board of Directors, which shall exercise all of the powers of the Corporation that are not reserved to the Corporate Member or otherwise delegated by the Board of Directors, subject to the limitations contained in the Articles, these Bylaws, and applicable law.

Section 5.02. Number, Identity, and Term of Office.

(a) The Board of Directors of the Corporation shall consist of ten (10) voting directors (the "Voting Directors") – including seven (7) *ex officio*, voting directors and three (3) appointed directors, as described below (collectively, the "Voting Directors"). In addition, the Board of Directors shall have one (1) *ex officio*, non-voting director, as described below. The voting and non-voting *ex officio* directors may be referred to collectively as the "*Ex Officio* Directors".

(b) The *ex officio*, voting Directors of the Corporation shall be the individuals serving, from time to time, in the following positions:

(i) The ~~–Administrator~~ (referred to as “Cognizant Administrator”), other than the President of the ~~Corporate Member~~University, designated by the President of the University. The Cognizant Administrator~~–who~~ shall also serve as the Chair of the Corporation's Board of Directors;

(ii) The Corporation's Chief Medical Officer;

(iii) The University's Provost and Executive Vice President for Academic Affairs;

(iv) The University's Chief Financial Officer

(v) The Dean of the University's College of Human Medicine;

(vi) The Dean of the University's College of Osteopathic Medicine; and

(vii) The Dean of the University's College of Nursing.

Provided, however, that if a single individual occupies more than one of the above-referenced positions by virtue of which he or she would otherwise serve as an *ex officio*, voting Director (a "Multiple Position Director"), the Multiple Position Director shall hold only one (1) *ex officio*, voting Directorship. Further, a voting Director for each additional above-referenced position held by the Multiple Position Director ( a "Special Appointment Voting Director") shall be appointed either by the incorporator or by the Board of Directors. The term of office for a Special Appointment Voting Director shall continue for so long as his or her corresponding Multiple Position Director continues to occupy more than one position by virtue of which he or she would serve as an *ex officio*, voting Director or, if earlier, until the Special Appointment Voting Director's death, resignation, or removal (which may be completed by the Corporate Member or by majority vote of the Board of Directors).

(c) The Board of Directors also shall include, as appointed, voting directors, three (3) members of the University's faculty (the "Appointed Faculty Members"), who shall be appointed by the Deans who are *ex officio*, voting Directors of the Corporation.

(d) The *ex officio*, non-voting director shall be the individual serving, from time to time, as the Corporation's ~~Chief Executive Officer~~Lead Executive.

(e) The term of office for each Appointed Faculty Member shall be one (1) year. Each *Ex Officio* Director shall serve so long as he or she continues to hold the position of by virtue of which he or she serves as an *ex officio* director.

(f) Each Appointed Faculty Member shall hold office until the annual meeting of the Board of Directors at which his or her term expires and at which his or her successor is duly elected and qualified or until his or her death, resignation, or removal from office, whichever comes first. At such meeting, the Deans shall appoint three (3) individuals to serve as Appointed Faculty Members for the coming year. The term of office for each *Ex Officio* Director shall continue until the Corporation is notified that the individual no longer holds the position of by virtue of which he or she serves as an *ex officio* director.

(g) Unless otherwise determined by the Board of Directors, the number of terms, either consecutive or non-consecutive, which may be served by a director shall not be limited.

Section 5.03. Removal of Directors. The Corporate Member may remove any director at any time, with or without cause; provided, however, that an *Ex Officio* Director may be removed from the board either (a) through the amendment of these Bylaws to remove the provision stating that the individual serving in the specified position shall serve *ex officio* on the Board of Directors, or (b) as a result of his or her removal from the position by virtue of which he or she had served *ex officio* on the Board of Directors.

Section 5.04. Resignations. Any director may resign at any time by giving a written notice to the Chair or another officer of the Corporation; provided, however, that an *Ex Officio* Director may resign from the Board of Directors only by also resigning from the position by virtue of which he or she had served *ex officio* on the Board of Directors. Any resignation shall take effect at the time specified therein or, if not specified, upon receipt by an officer of the Corporation. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Vacancies. A vacancy in the position of *Ex Officio* Director shall be filled through the appointment or election of a new individual to the position by virtue of which he or she shall serve *ex officio* on the Board of Directors. Any other vacancy occurring in the Board of Directors, whether by reason of an increase in the number of directors or by the death, removal, or resignation of a director shall be filled by the Corporate Member. Each director so appointed to fill a vacancy shall hold office for the remainder of the term of his or her predecessor (if applicable), for such time as is specified by the Corporate Member at the time of his or her appointment (if any), and until his or her successor is duly elected and qualified or until his or her death, resignation, or removal from office, whichever comes first.

Section 5.06. Compensation. A director shall not receive any compensation for his or her service as director; provided, however, that a director may be given a *per diem* and/or reimbursed for reasonable expenses incurred on behalf of the Corporation and/or may serve the Corporation or one (1) or more of its affiliates in another capacity and receive reasonable compensation therefor.



**ARTICLE VI**  
**Meetings of the Board of Directors**

Section 6.01. Annual Meeting. There shall be an annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may come before the meeting. The first regular meeting of the Board of Directors held subsequent to the annual meeting of the Corporate Member shall be designated as the annual meeting of the Board of Directors.

Section 6.02. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings periodically, and at least quarterly, as provided for by resolution of the Corporate Member or the Board of Directors. The annual meeting shall count as a regular meeting.

Section 6.03. Special Meetings. Special meetings of the Board of Directors may be called, at any time, by or at the request of the Corporate Member, the CEO, or the Board of Directors.

Section 6.04. Place of Meeting. Meetings of the Board of Directors shall be held at the principal place of business of the Corporation unless a different location, either within or without the State of Michigan, is approved by the Board of Directors and specified or fixed in the call for a meeting or notice thereof.

Section 6.05. Notice of Meetings. Unless otherwise expressly required herein, no notice shall be required for any annual or regular meeting of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given to each director at least three (3) days previous thereto either by written notice delivered personally to such director at his or her address as shown on the records of the Corporation, electronically via email, or orally by conveying such notice to such director in person or in a telephone call. If notice is given orally, the individual giving such notice shall memorialize the conversation by preparing and signing a written record summarizing the conversation which written record shall be filed with the minutes of the special meeting.

Section 6.06. Waiver of Notice. Notice of any meeting may be waived in writing by any director, either before or after such meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all directors shall be present thereat. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of such meeting.

Section 6.07. Quorum. The presence of a majority of the total number of Voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.08. Manner of Acting. Except as otherwise provided by the Articles, by these Bylaws, or by law, the act of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.09. Order of Business at Meetings of the Board of Directors. The order of business at any meeting of the Board of Directors shall be determined by the Board of Directors.

Section 6.10. Attendance by Telephone. Any or all of the members of the Board of Directors or a committee established by the Board of Directors may participate in a meeting of the Board or such committee, as applicable, by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other simultaneously. Participation in this manner constitutes presence in person at the meeting.

Section 6.11. Action by Written Consent. Any action which is required to be taken, or which may be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Voting Directors then in office or all members of such committee, as applicable. Such consent shall have the same force and effect as a unanimous vote of all of the Voting Directors or committee members. Such writings shall be filed with the minutes of the proceedings of the Board of Directors or of any committee taking such action. Action taken pursuant to this Section 6.11 is effective when the last Voting Director signs the consent unless the consent contains a prior or subsequent effective date.

## **ARTICLE VII**

### **Officers**

Section 7.01. Officers. The officers of this Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, a ~~Chief Lead Executive Officer ("CEO")~~, one (1) or more Vice Presidents, and such other officers and assistant officers as the Board of Directors may designate by resolution. The Chair shall be the individual serving, from time to time, as the University's Cognizant Administrator. Each other officer of the Corporation shall be elected by (and, with the exception of the ~~CEO Lead Executive~~ and any Vice Presidents, shall be elected from) the Board of Directors at its annual meeting, or as soon thereafter as practicable, and shall hold office until the next annual meeting of the Board of Directors and until his or her successor is duly elected and qualified or until his or her death, resignation, or removal from office, whichever comes first. Any two (2) or more offices may be held by the same person; provided, however, that no single individual may simultaneously hold two (2) or more of the following offices: Chair, ~~CEO Lead Executive~~, and Secretary.

Section 7.02. Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform all duties incident to the office of chair of the board and all other duties as may be prescribed by the Board of Directors from time to time.

Section 7.03. Vice Chair. The Vice Chair shall, in the absence of the Chair, preside at meetings of the Board of Directors and shall perform all duties incident to the office of vice chair and all other duties as may be prescribed by the Board of Directors from time to time.

Section 7.04. Secretary. The Secretary shall keep the minutes of the meetings of the Corporate Member and of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with these Bylaws or as required by law; shall have general charge of the minute book and other corporate records (other than financial records); and shall, in general, perform all duties incident to the office of secretary and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.05. Treasurer. The Treasurer shall be responsible for the care and custody of all monies and securities of the Corporation; shall be responsible for the keeping of full and accurate accounts of all the monies received by the Corporation and paid by the Corporation; and shall perform all duties incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.06. ~~Chief Lead Executive Officer.~~ The CEO Lead Executive of the Corporation shall be the Corporation's principal executive officer and shall supervise and control ~~all of the day to day business and affairs~~ of the Corporation. He or she shall have authority to sign any contracts, agreements, or other instruments on behalf of the Corporation except as may be specifically limited by these Bylaws or by the Board of Directors. The CEO Lead Executive shall be an *ex officio*, non-voting member of the Corporation's Board of Directors, and the individual serving as CEO Lead Executive may not be elected as or otherwise remain a voting member of the Corporation's Board of Directors during the time when he or she serves as CEO Lead Executive. The CEO Lead Executive shall perform all duties incident to the ~~office of chief executive officer~~ leadership of the Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.07. Vice Presidents. Each Vice President, if any, shall perform such duties as may be prescribed by the Board of Directors from time to time.

Section 7.08. Other Officers and Assistant Officers. Each other officer and assistant officer, if any such officer or assistant office is deemed necessary by the Board of Directors, shall perform such duties as may be prescribed from time to time by the Board of Directors; provided, however, that the Assistant Treasurers and Assistant Secretaries, if any, also will perform such duties as may be assigned to them by the Treasurer and the Secretary, respectively.

Section 7.09. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the CEO Lead Executive, or the Secretary. Any resignation shall take effect at the time specified therein or, if no time is specified, upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.10. Removal. Any officer may be removed by the Board of Directors by a vote of a majority of the total number of Voting Directors on the full Board, whenever in its judgment the best interests of the corporation will be served thereby; provided, however, that

such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 7.11. Vacancies. Except for the Chair, who shall be the individual described at Section 7.01 of these Bylaws, a vacancy in any office described in this Article VII shall be filled by the Board of Directors.

Section 7.12. Salaries. Persons serving as officers of the Corporation, other than those who are deemed to be full-time employees of the Corporation, will receive no salaries or other compensation for the performance of their duties; provided, however, in the event that special or extraordinary services are rendered to the Corporation by any such officer, the Board of Directors may, by resolution, authorize payment to such officer of such compensation as it may deem reasonable; and provided, further, that any officer who advances his or her own funds to meet expenses in the performance of his or her duties as an officer of the Corporation will be entitled to reimbursement therefor.

## **ARTICLE VIII**

### **Committees of the Board**

Section 8.01. Creation of Committees. The Board of Directors, in its sole discretion, shall have authority to appoint one (1) or more standing or *ad hoc* committees of the Board of Directors. Such committees, if any, shall have such duties and powers as are delegated to them by the Board of Directors but shall not have authority to bind the Corporation or Board of Directors unless such authority is explicitly delegated to the committee by appropriate Board resolution. Each committee, if any, shall work to further and support the mission of the corporation.

Section 8.02. General Conditions Governing Committees. The following general conditions shall apply to any committee established by the Board of Directors:

(a) The members of each committee and the chair of each committee shall be appointed by the Board of Directors or in such other manner as may be provided for in the resolution creating such committee.

(b) The term of office of members of any committee shall commence immediately following the meeting at which they are appointed and shall continue until successors are elected and assume their respective duties.

(c) Each committee shall meet at the call of its chair at an hour and place to be stated in the call. A majority of the committee members shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

(d) Vacancies in the membership of any committee may be filled by an appointment made by the chair of such committee.

(e) At the request of the Board of Directors or the CEO, a committee shall perform an evaluation of its activities including its support and furtherance of the mission of the Corporation. A report based upon such evaluation shall be submitted to the Board for review and consideration at its next regular or annual meeting.

(f) Any or all of the members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

## **ARTICLE IX**

### **Miscellaneous Provisions**

Section 9.01. Depositories. Except as otherwise provided herein, all funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or its duly authorized agent may designate.

Section 9.02. Checks, Drafts, Etc.. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9.03. Deeds, Mortgages, Bonds, Contracts, and Other Instruments. Except as may be specifically limited by these Bylaws or by the Board of Directors, any deeds, mortgages, bonds and other contracts or instruments of the Corporation may be signed by any officer of the Corporation or by such other individuals as the Board of Directors may designate from time to time.

Section 9.04. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following calendar year.

Section 9.05. Loans. The Corporation shall not lend money to or guarantee the obligations of any member, director, or officer of the Corporation. Any director who knowingly votes for or assents to the making of a loan to a director or officer of the Corporation, and any officer participating in the making of such loan, will be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 9.06. Waiver of Notice. Whenever any notice whatever is required to be given by law, the Articles, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

**ARTICLE X**  
**Amendments**

These Bylaws may be altered, amended, or repealed, and new and other bylaws may be made and adopted, only by the Corporate Member; provided, however, that the process of altering, amending, or repealing these Bylaws and making and adopting new bylaws may be initiated either by the Corporate Member or by the Board of Directors.

Certification

The undersigned officer hereby affirms that these Amended and Restated Bylaws were duly approved and adopted by the Corporate Member by resolution and became effective the ~~25th~~7th day of ~~October~~February, 2025~~4~~.

\_\_\_\_\_  
Secretary

**AMENDED AND RESTATED  
BYLAWS  
OF  
MSU HEALTH CARE, INC.**

**ARTICLE I  
Name and Purposes**

Section 1.01. Name. The name of the corporation is MSU Health Care, Inc. (the "Corporation"). The Corporation is a Michigan nonprofit corporation organized on a membership basis, without capital stock.

Section 1.02. Purposes. The Corporation is organized and at all times shall be operated exclusively for the purposes identified in Article II of the Articles of Incorporation of the Corporation, as the same may be amended and/or restated from time to time (the "Articles"), which article is incorporated in this Section 1.02 by this reference as if stated in its entirety herein.

**ARTICLE II  
Corporate Offices and Agent**

Section 2.01. Principal Office and Other Offices. At the time of the adoption of these Bylaws of the Corporation (these "Bylaws"), the principal office of the Corporation is in the City of East Lansing, Michigan. The Corporation may change the location of its principal office and may have offices at such other places both within and without the State of Michigan as the Board of Directors may from time to time determine or as the business of the Corporation may require.

Section 2.02. Registered Office. The Corporation's registered office shall be in Michigan as indicated in the Articles. The Corporation may change its registered office by resolution of the Board of Directors and by filing the appropriate statement with the Administrator of the Michigan Nonprofit Corporation Act (the "Act").

Section 2.03. Resident Agent. The Corporation's resident agent shall be an individual resident of Michigan whose business office or residence is identical with the Corporation's registered office. The Corporation may remove and change its resident agent by resolution of the Board of Directors and by filing the appropriate statement with the Administrator of the Act. The resident agent may resign by filing written notice of resignation with an officer of the Corporation and with the Administrator of the Act. The Corporation shall promptly appoint a successor resident agent upon the resignation of or removal of the resident agent.

**ARTICLE III  
Membership**

Section 3.01. Corporate Member. Pursuant to the Act, the Corporation shall have one (1) member, which shall be known as the "Corporate Member," and that Corporate Member shall

be the Board of Trustees of Michigan State University, a Michigan constitutional body corporate (the "University"). The University may authorize an individual(s) or other body or bodies to act on behalf of the University with respect to matters related to the Corporation, including the exercise of powers reserved to the University as the Corporate Member.

Section 3.02. Reserved Powers of Corporate Member. The Corporate Member shall have such rights and powers as are provided for in the Articles, these Bylaws, and the laws of the State of Michigan, including the following powers:

- (a) to amend the Articles and/or these Bylaws;
- (b) to appoint or remove, with or without cause, any director of the Corporation, as described herein;
- (c) to vote on all matters in which the vote of members with voting rights is required under the Articles, the Bylaws, or the laws of the State of Michigan;
- (d) to approve the Corporation's merger, dissolution, consolidation, or reorganization;
- (e) to approve the acquisition, sale, lease, transfer or other alienation of the majority of the Corporation's assets, other than in the usual and regular course of the Corporation's business;
- (f) to approve indebtedness of the Corporation in excess of 20% of the annual budget of the Corporation;
- (g) to approve the disposition of the Corporation's assets at the time of the Corporation's dissolution, subject to the Articles;
- (h) to approve the Corporation entering into any joint ventures or creating any subsidiary organizations with a capital commitment greater than \$10 Million Dollars; and
- (i) to approve changes in the Corporation's mission or philosophy.

Powers that are not reserved to the Corporate Member or otherwise delegated by the Board of Directors shall be exercised by the Corporation's Board of Directors, subject to the limitations contained in the Articles, these Bylaws, and applicable law. Among such powers, the Board of Directors shall have authority to discuss, vote upon, and present any of the above matters to the Corporate Member for its approval.

Section 3.03. Non-liability for Debts of the Corporation. The property of each and any member of the Corporation shall be exempt from execution for the debts of the Corporation, and no member shall be liable or responsible for any debts or liabilities of the Corporation.



Section 3.04. Transfer of Membership. Membership in the Corporation may be transferred, for or without consideration, upon the approval of the Corporate Member.

#### **ARTICLE IV** **Meetings of Corporate Member**

Section 4.01. Place of Meeting. Any meeting of the Corporate Member shall be held at the principal place of business of the Corporate Member unless a different location, either within or without the State, is approved by the Corporate Member.

Section 4.02. Annual Meeting. There shall be an annual meeting of the Corporate Member. This meeting shall be held annually in the first quarter of each fiscal year of the Corporation, unless the Corporate Member determines otherwise. If for any reason this meeting is not held within the quarter specified herein, such meeting may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.

Section 4.03. Special Meetings. Special meetings of the Corporate Member may be called by the Corporate Member, by the Board of Directors, or by the Chief Executive Officer. Business transacted at all special meetings shall be limited to the subjects stated in the call or waiver of notice and matters germane thereto.

Section 4.04. Notice of Meetings of the Corporate Member.

(a) Except as otherwise provided in Section 4.04(b) below, inasmuch as there is only one (1) member of the Corporation, all requirements for notice of meetings of the Corporate Member are deemed waived except as may otherwise be explicitly required by the Articles, these Bylaws, or the Act.

(b) For any special meeting of the Corporate Member called by the Board of Directors or the CEO, written or printed notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered to the Corporate Member not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally, by mail, or by other electronic means capable of verification, by or at the direction of the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope, addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid. If sent by other electronic means, such notice shall be deemed to be delivered when transmitted electronically to the Corporate Member at the number or address which appears on the records of the Corporation. Notice of any such meeting may be waived in a document filed with the Secretary by the Corporate Member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of such meeting.

Section 4.05. Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Each member may vote in person or by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4.06. Quorum. At any time when there is only one (1) member of the Corporation, the presence of such member shall constitute a quorum of the members; at any other time, a quorum shall require that a majority of the total number of members be present, either in person or as specified by Section 4.08 hereof.

Section 4.07. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Corporate Member may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the Corporate Member.

Section 4.08. Meetings by Telecommunications Device. The Corporate Member may participate in a meeting by means of conference telephone or communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner constitutes presence in person at such meeting.

Section 4.09. Order of Business at Meetings of the Members. The order of business at any meeting of the members shall be determined by the Corporate Member.

Section 4.10. Manner of Acting. The Corporate Member may authorize individual(s) or another body or bodies to act on behalf of the Corporate Member with respect to business of the Corporation, including, but not limited to, the exercise of the powers reserved to the Corporate Member as set forth in Section 3.02 above.

## **ARTICLE V**

### **Board of Directors**

Section 5.01. General Power and Duties. The business, property, affairs, and funds of the Corporation shall be managed, supervised, and controlled by its Board of Directors, which shall exercise all of the powers of the Corporation that are not reserved to the Corporate Member or otherwise delegated by the Board of Directors, subject to the limitations contained in the Articles, these Bylaws, and applicable law.

Section 5.02. Number, Identity, and Term of Office.

(a) The Board of Directors of the Corporation shall consist of ten (10) voting directors (the "Voting Directors") – including seven (7) *ex officio*, voting directors and three (3) appointed directors, as described below (collectively, the "Voting Directors"). In addition, the Board of Directors shall have one (1) *ex officio*, non-voting director, as described below. The voting and non-voting *ex officio* directors may be referred to collectively as the "*Ex Officio* Directors".

(b) The *ex officio*, voting Directors of the Corporation shall be the individuals serving, from time to time, in the following positions:

(i) The ~~–Administrator~~ (referred to as “Cognizant Administrator”), other than the President of the ~~Corporate Member~~University, designated by the President of the University. The Cognizant Administrator~~–who~~ shall also serve as the Chair of the Corporation's Board of Directors;

(ii) The Corporation's Chief Medical Officer;

(iii) The University's Provost and Executive Vice President for Academic Affairs;

(iv) The University’s Chief Financial Officer

(v) The Dean of the University's College of Human Medicine;

(vi) The Dean of the University's College of Osteopathic Medicine; and

(vii) The Dean of the University's College of Nursing.

Provided, however, that if a single individual occupies more than one of the above-referenced positions by virtue of which he or she would otherwise serve as an *ex officio*, voting Director (a "Multiple Position Director"), the Multiple Position Director shall hold only one (1) *ex officio*, voting Directorship. Further, a voting Director for each additional above-referenced position held by the Multiple Position Director ( a "Special Appointment Voting Director") shall be appointed either by the incorporator or by the Board of Directors. The term of office for a Special Appointment Voting Director shall continue for so long as his or her corresponding Multiple Position Director continues to occupy more than one position by virtue of which he or she would serve as an *ex officio*, voting Director or, if earlier, until the Special Appointment Voting Director's death, resignation, or removal (which may be completed by the Corporate Member or by majority vote of the Board of Directors).

(c) The Board of Directors also shall include, as appointed, voting directors, three (3) members of the University's faculty (the "Appointed Faculty Members"), who shall be appointed by the Deans who are *ex officio*, voting Directors of the Corporation.

(d) The *ex officio*, non-voting director shall be the individual serving, from time to time, as the Corporation's ~~Chief Executive Officer~~Lead Executive.

(e) The term of office for each Appointed Faculty Member shall be one (1) year. Each *Ex Officio* Director shall serve so long as he or she continues to hold the position of by virtue of which he or she serves as an *ex officio* director.

(f) Each Appointed Faculty Member shall hold office until the annual meeting of the Board of Directors at which his or her term expires and at which his or her successor is duly elected and qualified or until his or her death, resignation, or removal from office, whichever comes first. At such meeting, the Deans shall appoint three (3) individuals to serve as Appointed Faculty Members for the coming year. The term of office for each *Ex Officio* Director shall continue until the Corporation is notified that the individual no longer holds the position of by virtue of which he or she serves as an *ex officio* director.

(g) Unless otherwise determined by the Board of Directors, the number of terms, either consecutive or non-consecutive, which may be served by a director shall not be limited.

Section 5.03. Removal of Directors. The Corporate Member may remove any director at any time, with or without cause; provided, however, that an *Ex Officio* Director may be removed from the board either (a) through the amendment of these Bylaws to remove the provision stating that the individual serving in the specified position shall serve *ex officio* on the Board of Directors, or (b) as a result of his or her removal from the position by virtue of which he or she had served *ex officio* on the Board of Directors.

Section 5.04. Resignations. Any director may resign at any time by giving a written notice to the Chair or another officer of the Corporation; provided, however, that an *Ex Officio* Director may resign from the Board of Directors only by also resigning from the position by virtue of which he or she had served *ex officio* on the Board of Directors. Any resignation shall take effect at the time specified therein or, if not specified, upon receipt by an officer of the Corporation. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Vacancies. A vacancy in the position of *Ex Officio* Director shall be filled through the appointment or election of a new individual to the position by virtue of which he or she shall serve *ex officio* on the Board of Directors. Any other vacancy occurring in the Board of Directors, whether by reason of an increase in the number of directors or by the death, removal, or resignation of a director shall be filled by the Corporate Member. Each director so appointed to fill a vacancy shall hold office for the remainder of the term of his or her predecessor (if applicable), for such time as is specified by the Corporate Member at the time of his or her appointment (if any), and until his or her successor is duly elected and qualified or until his or her death, resignation, or removal from office, whichever comes first.

Section 5.06. Compensation. A director shall not receive any compensation for his or her service as director; provided, however, that a director may be given a *per diem* and/or reimbursed for reasonable expenses incurred on behalf of the Corporation and/or may serve the Corporation or one (1) or more of its affiliates in another capacity and receive reasonable compensation therefor.

**ARTICLE VI**  
**Meetings of the Board of Directors**

Section 6.01. Annual Meeting. There shall be an annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may come before the meeting. The first regular meeting of the Board of Directors held subsequent to the annual meeting of the Corporate Member shall be designated as the annual meeting of the Board of Directors.

Section 6.02. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings periodically, and at least quarterly, as provided for by resolution of the Corporate Member or the Board of Directors. The annual meeting shall count as a regular meeting.

Section 6.03. Special Meetings. Special meetings of the Board of Directors may be called, at any time, by or at the request of the Corporate Member, the CEO, or the Board of Directors.

Section 6.04. Place of Meeting. Meetings of the Board of Directors shall be held at the principal place of business of the Corporation unless a different location, either within or without the State of Michigan, is approved by the Board of Directors and specified or fixed in the call for a meeting or notice thereof.

Section 6.05. Notice of Meetings. Unless otherwise expressly required herein, no notice shall be required for any annual or regular meeting of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given to each director at least three (3) days previous thereto either by written notice delivered personally to such director at his or her address as shown on the records of the Corporation, electronically via email, or orally by conveying such notice to such director in person or in a telephone call. If notice is given orally, the individual giving such notice shall memorialize the conversation by preparing and signing a written record summarizing the conversation which written record shall be filed with the minutes of the special meeting.

Section 6.06. Waiver of Notice. Notice of any meeting may be waived in writing by any director, either before or after such meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all directors shall be present thereat. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of such meeting.

Section 6.07. Quorum. The presence of a majority of the total number of Voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.08. Manner of Acting. Except as otherwise provided by the Articles, by these Bylaws, or by law, the act of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.09. Order of Business at Meetings of the Board of Directors. The order of business at any meeting of the Board of Directors shall be determined by the Board of Directors.

Section 6.10. Attendance by Telephone. Any or all of the members of the Board of Directors or a committee established by the Board of Directors may participate in a meeting of the Board or such committee, as applicable, by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other simultaneously. Participation in this manner constitutes presence in person at the meeting.

Section 6.11. Action by Written Consent. Any action which is required to be taken, or which may be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Voting Directors then in office or all members of such committee, as applicable. Such consent shall have the same force and effect as a unanimous vote of all of the Voting Directors or committee members. Such writings shall be filed with the minutes of the proceedings of the Board of Directors or of any committee taking such action. Action taken pursuant to this Section 6.11 is effective when the last Voting Director signs the consent unless the consent contains a prior or subsequent effective date.

## **ARTICLE VII**

### **Officers**

Section 7.01. Officers. The officers of this Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, a ~~Chief-Lead~~ Executive ~~Officer ("CEO")~~, one (1) or more Vice Presidents, and such other officers and assistant officers as the Board of Directors may designate by resolution. The Chair shall be the individual serving, from time to time, as the University's Cognizant Administrator. Each other officer of the Corporation shall be elected by (and, with the exception of the ~~CEO-Lead Executive~~ and any Vice Presidents, shall be elected from) the Board of Directors at its annual meeting, or as soon thereafter as practicable, and shall hold office until the next annual meeting of the Board of Directors and until his or her successor is duly elected and qualified or until his or her death, resignation, or removal from office, whichever comes first. Any two (2) or more offices may be held by the same person; provided, however, that no single individual may simultaneously hold two (2) or more of the following offices: Chair, ~~CEO~~Lead Executive, and Secretary.

Section 7.02. Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform all duties incident to the office of chair of the board and all other duties as may be prescribed by the Board of Directors from time to time.

Section 7.03. Vice Chair. The Vice Chair shall, in the absence of the Chair, preside at meetings of the Board of Directors and shall perform all duties incident to the office of vice chair and all other duties as may be prescribed by the Board of Directors from time to time.

Section 7.04. Secretary. The Secretary shall keep the minutes of the meetings of the Corporate Member and of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with these Bylaws or as required by law; shall have general charge of the minute book and other corporate records (other than financial records); and shall, in general, perform all duties incident to the office of secretary and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.05. Treasurer. The Treasurer shall be responsible for the care and custody of all monies and securities of the Corporation; shall be responsible for the keeping of full and accurate accounts of all the monies received by the Corporation and paid by the Corporation; and shall perform all duties incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.06. ~~Chief—Lead Executive—Officer.~~ The ~~CEO—Lead Executive~~ of the Corporation shall be the Corporation's principal executive officer and shall supervise and control ~~all of the day to day business and affairs~~ of the Corporation. He or she shall have authority to sign any contracts, agreements, or other instruments on behalf of the Corporation except as may be specifically limited by these Bylaws or by the Board of Directors. The ~~CEO—Lead Executive~~ shall be an *ex officio*, non-voting member of the Corporation's Board of Directors, and the individual serving as ~~CEO—Lead Executive~~ may not be elected as or otherwise remain a voting member of the Corporation's Board of Directors during the time when he or she serves as ~~CEO—Lead Executive~~. The ~~CEO—Lead Executive~~ shall perform all duties incident to the ~~office of chief executive officer~~ leadership of the Corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.07. Vice Presidents. Each Vice President, if any, shall perform such duties as may be prescribed by the Board of Directors from time to time.

Section 7.08. Other Officers and Assistant Officers. Each other officer and assistant officer, if any such officer or assistant office is deemed necessary by the Board of Directors, shall perform such duties as may be prescribed from time to time by the Board of Directors; provided, however, that the Assistant Treasurers and Assistant Secretaries, if any, also will perform such duties as may be assigned to them by the Treasurer and the Secretary, respectively.

Section 7.09. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the ~~CEO—Lead Executive~~, or the Secretary. Any resignation shall take effect at the time specified therein or, if no time is specified, upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.10. Removal. Any officer may be removed by the Board of Directors by a vote of a majority of the total number of Voting Directors on the full Board, whenever in its judgment the best interests of the corporation will be served thereby; provided, however, that

such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 7.11. Vacancies. Except for the Chair, who shall be the individual described at Section 7.01 of these Bylaws, a vacancy in any office described in this Article VII shall be filled by the Board of Directors.

Section 7.12. Salaries. Persons serving as officers of the Corporation, other than those who are deemed to be full-time employees of the Corporation, will receive no salaries or other compensation for the performance of their duties; provided, however, in the event that special or extraordinary services are rendered to the Corporation by any such officer, the Board of Directors may, by resolution, authorize payment to such officer of such compensation as it may deem reasonable; and provided, further, that any officer who advances his or her own funds to meet expenses in the performance of his or her duties as an officer of the Corporation will be entitled to reimbursement therefor.

## **ARTICLE VIII**

### **Committees of the Board**

Section 8.01. Creation of Committees. The Board of Directors, in its sole discretion, shall have authority to appoint one (1) or more standing or *ad hoc* committees of the Board of Directors. Such committees, if any, shall have such duties and powers as are delegated to them by the Board of Directors but shall not have authority to bind the Corporation or Board of Directors unless such authority is explicitly delegated to the committee by appropriate Board resolution. Each committee, if any, shall work to further and support the mission of the corporation.

Section 8.02. General Conditions Governing Committees. The following general conditions shall apply to any committee established by the Board of Directors:

(a) The members of each committee and the chair of each committee shall be appointed by the Board of Directors or in such other manner as may be provided for in the resolution creating such committee.

(b) The term of office of members of any committee shall commence immediately following the meeting at which they are appointed and shall continue until successors are elected and assume their respective duties.

(c) Each committee shall meet at the call of its chair at an hour and place to be stated in the call. A majority of the committee members shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.



(d) Vacancies in the membership of any committee may be filled by an appointment made by the chair of such committee.

(e) At the request of the Board of Directors or the CEO, a committee shall perform an evaluation of its activities including its support and furtherance of the mission of the Corporation. A report based upon such evaluation shall be submitted to the Board for review and consideration at its next regular or annual meeting.

(f) Any or all of the members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

## **ARTICLE IX**

### **Miscellaneous Provisions**

Section 9.01. Depositories. Except as otherwise provided herein, all funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or its duly authorized agent may designate.

Section 9.02. Checks, Drafts, Etc.. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9.03. Deeds, Mortgages, Bonds, Contracts, and Other Instruments. Except as may be specifically limited by these Bylaws or by the Board of Directors, any deeds, mortgages, bonds and other contracts or instruments of the Corporation may be signed by any officer of the Corporation or by such other individuals as the Board of Directors may designate from time to time.

Section 9.04. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following calendar year.

Section 9.05. Loans. The Corporation shall not lend money to or guarantee the obligations of any member, director, or officer of the Corporation. Any director who knowingly votes for or assents to the making of a loan to a director or officer of the Corporation, and any officer participating in the making of such loan, will be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 9.06. Waiver of Notice. Whenever any notice whatever is required to be given by law, the Articles, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

**ARTICLE X**  
**Amendments**

These Bylaws may be altered, amended, or repealed, and new and other bylaws may be made and adopted, only by the Corporate Member; provided, however, that the process of altering, amending, or repealing these Bylaws and making and adopting new bylaws may be initiated either by the Corporate Member or by the Board of Directors.

Certification

The undersigned officer hereby affirms that these Amended and Restated Bylaws were duly approved and adopted by the Corporate Member by resolution and became effective the ~~25th~~7th day of ~~October~~February, 2025~~4~~.

\_\_\_\_\_  
Secretary