

BYLAWS
OF
UPPER PENINSULA HEALTH ACCESS COALITION, INC.

I
CORPORATION

1.1 NAME. The name of the corporation is UPPER PENINSULA HEALTH ACCESS COALITION, INC.

1.2 PLACES OF BUSINESS. The corporation shall have its principal place of business in the Upper Peninsula of Michigan, and may have such other places of business as the Board of Trustees may from time to time determine.

1.3. PURPOSES. The purpose or purposes for which the Corporation is organized are:

A. To promote the goal that all residents of Michigan's Upper Peninsula have access to quality health care with dignity.

B. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and to give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out one or more such purposes.

C. To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation.

D. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred upon nonprofit corporations under the laws of the State of Michigan.

1.4 NONPROFIT OPERATION. The corporation shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No trustee of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Upon dissolution of

the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, and more particularly to such organization or organizations carrying on such operations as may be, as nearly as possible, consistent with the purposes of this Corporation, as the Board of Trustees of this Corporation shall determine. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which this Corporation was organized.

II

BOARD OF TRUSTEES

2.1 BOARD OF TRUSTEES. The business and affairs of the corporation shall be managed by a Board of Trustees, which is the governing body of the corporation. The Board of Trustees shall meet as often as necessary to conduct the business of the corporation, but at least annually.

2.2 NUMBER AND SELECTION OF TRUSTEES. The Board of Trustees shall consist of not less than seven (7) and not more than twenty-five (25) persons. Trustees shall serve for three (3) year terms, except initially one-third (1/3) shall be elected to serve for three (3) years, one-third (1/3) shall be elected to serve for two (2) years, and one-third (1/3) elected to serve for one (1) year. In the event of an increase in the number of elected trustees serving, terms shall be established so that the terms of approximately one-third (1/3) of the trustees expire each year. Trustees may be re-elected.

2.3 REMOVAL OF TRUSTEES. Removal of trustees shall be accomplished by special meeting of the members and shall not be the province of the Board of Trustees. Vacancies shall be filled in the manner specified in Section 2.4 below.

2.4 VACANCIES. Vacancies occurring in the Board of Trustees by reason of death, resignation, removal or other inability to serve may be filled by vote of the board of directors at its next meeting. Any trustee so appointed shall serve for the unexpired portion of the term of the vacated position.

2.5 ANNUAL MEETING. The annual meeting of the Board of Trustees shall be held on the third Sunday in February following the annual meeting of members. At the annual meeting, the Board of Trustees shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the trustees appear for an annual meeting of the Board of Trustees, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

2.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Trustees may be held at such times and places as the trustees may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the trustees. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) trustees.

2.7 NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES. Written notice of the time and place of all meetings of the Board shall be given to each trustee at least five (5) days before the date of the meeting, either personally or by mailing such notice to each trustee at the address designated by the trustee for such purposes, or if none is designated, at the trustee's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

2.8 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Trustees or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the trustees or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

2.9 QUORUM AND VOTING REQUIREMENTS. A majority of the trustees then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the trustees or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.10 POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon of trustees of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Trustees shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

2.11 COMPENSATION. Trustees shall receive no compensation for their services on the

Board of Trustees. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 4.4 nor shall it prevent the Board of Trustees from providing the reasonable compensation to a trustee for services which are beyond the scope of his or her duties as trustee or from reimbursing any trustee for expenses actually and necessarily incurred in the performance of his or her duties as a trustee.

2.12 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Trustees may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Trustees may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

III

OFFICERS

3.1 OFFICERS. The officers shall be a President, a Secretary and a Treasurer. There may also be one or more Vice Presidents and such assistant officers as the Board of Trustees deems appropriate.

3.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Trustees at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

3.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the trustees then in office at any regular or special meeting of the Board of Trustees.

3.4 VACANCIES. In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Trustees shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

3.5 PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Trustees shall have power, on behalf of the Board of Trustees, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

3.6 VICE PRESIDENTS. There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Trustees or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall

perform the duties of the President in the President's absence.

3.7 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Trustees, shall receive and attend to all correspondence of the Board of Trustees, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Trustees.

3.8 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Trustees may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Trustees of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Trustees.

IV

INDEMNIFICATION AND LIMITATION OF LIABILITY

4.1 ASSUMPTION OF LIABILITY. The Corporation may assume all liability to any persons other than the Corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after January 1, 1988, to the extent permitted by law.

4.2 THIRD-PARTY INDEMNIFICATION. The Corporation may indemnify any director, officer, employee, nondirector volunteer or agent of the Corporation, who was or is serving at the request of the Corporation, who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer or agent of the Corporation to the extent permitted by law.

4.3 INDEMNIFICATION TO CORPORATION. The Corporation may indemnify any director, officer, employee, nondirector volunteer or agent of the Corporation, who was or is serving at the request of the Corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the Corporation if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation.

4.4 INSURANCE. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such

capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

V

MISCELLANEOUS

5.1 COMMITTEES. The Board of Trustees may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Trustees may establish one or more executive committees within the limits prescribed by law.

5.2 AMENDMENTS. These bylaws may be amended at any meeting of the membership provided a notice setting forth the amendment or a summary of the changes to be effected thereby is given to each member entitled to vote thereon in the manner and within the time provided in these bylaws for notice of the meeting. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.