



2019 Membership Packet

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AMENDED AND RESTATED BYLAWS OF MICHIGAN HEALTHCARE CYBERSECURITY COUNCIL, INC.

PREAMBLE

The Michigan HealthCare Cybersecurity Council, Inc., (“MiHCC” or the “Corporation”) is organized and shall operate exclusively within the meaning of section 501(c) (3) of the Internal Revenue Code. MiHCC is a public-private partnership in the State of Michigan and the healthcare industry supporting the citizens, patients, workforce and students of Michigan. MiHCC seeks to protect the critical healthcare infrastructure and institutions of Michigan by providing relevant knowledge, meaningful relationships, and information security services to the partnering individuals, agencies, organizations, and vendors. MiHCC shall develop and maintain relationships with “Strategic Partners” whose mission can be supported by MiHCC’s information sharing efforts. MiHCC’s “Strategic Partnerships” will subsequently lead to the establishment of a trusted relationship that will foster the exchange of information relevant to the protection of Michigan’s healthcare industry.

The healthcare industry has a unique culture and span that includes: direct patient care, health plans & payers, government program offices, public health services, medical material providers, health information technology providers, laboratories, manufacturers and other entities that have an important role in how the healthcare industry matures its collective cybersecurity capabilities in support of a digital transformation of Michigan healthcare. The MiHCC, as an independent corporation, will position itself so that it may reduce the complexity of information sharing, assist in response coordination, engage effective use of technology, and the development of engagement and advocacy strategies.

As the healthcare industry becomes more complex, threatened, and connected it must work together to address risks across the entire healthcare value chain. MiHCC promotes, catalyzes and demonstrates the benefit of collaboration so that Michigan is better and safer.

PURPOSE

The purpose and primary objectives of MiHCC are to improve the cybersecurity posture of Michigan’s healthcare industry, to further protect the critical healthcare infrastructure within the State of Michigan from cybersecurity threats, and to advance the overall security readiness of Michigan’s healthcare sector through education, awareness activities, and information collaborations.

ARTICLE I OFFICES and REGISTERED AGENT

1.01 Registered Office and Registered Agent. MiHCC shall have and continuously maintain a registered office in the State of Michigan and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of Michigan or a corporation authorized to transact business in the State of Michigan.

1.02 Other Offices. MiHCC may have such other office or offices, at such suitable place or places within or without the State of Michigan as MiHCC's Board of Directors (the "Board") may from time to time determine as necessary or desirable for the conduct of the affairs of MiHCC.

ARTICLE II MEMBERSHIP

2.01 Members. Participation in MiHCC shall be available to organizations and individuals supportive of the objectives of MiHCC upon application and election as provided herein (Members). Membership requirements are as determined by resolution of the Board and as may be amended from time to time. MiHCC may have Members who participate without voting rights.

2.02. Member Classes. MiHCC will have one or more classes of Members as determined by resolution of the Board from time to time. The initial classes are defined below. The Secretary shall cause to be maintained a complete and accurate list of Members by class. Certificates of membership evidencing membership in each such class may be issued by MiHCC at the option of the Board. Initial classes of Members include:

(a) Full Members: Approved organizational applicants within this class are:

- (1) Hospitals or multi-hospital systems providing inpatient care,
- (2) Michigan licensed HMOs & licensed health insurers, and
- (3) Medical group practices actively involved in integration of healthcare services.

Each Full Member may nominate an individual representative acceptable to MiHCC who, if elected, will serve as a voting member of the Board. The elected number of Full Members to the Board is limited as provided herein.

(b) Associate Members: Approved organizational applicants within this class are:

- (1) Long-term care facilities/extended care facilities,
- (2) Home health, hospice and visiting nurse agencies,
- (3) Multi-healthcare systems that are not Full Members.

Each Associate Member may nominate an individual representative acceptable MiHCC who, if elected, will serve as a voting member of the Board. The elected number of Associates Members is limited as provided herein.

(c) Affiliate Organizations: Approved organizational applicants within this class are:

- (1) For-Profit Organizations ineligible for other classes of membership.
- (2) Not-For-Profit Organizations ineligible for other classes of membership.
- (3) Educational and governmental entities, public/private partnerships

Each Affiliate Organization may designate a non-voting individual representative acceptable to MiHCC who may participate in Board meetings. The number of Affiliated Organizations may be limited by the Board.

(d) Allied Members: Individuals who are employees of:

- (1) Full Members, Associate Members, or Affiliate Organizations,
- (2) Education or Government Employees not associated with Affiliate Organizations:
- (3) Non-voting organizational partners.
- (4) For-Profit and Not-For-Profit Organizations ineligible for other types of Membership.

Each Allied Member who, after application and review, is approved by the Board may participate in meetings and events as determined by the Board.

(e) Corporate Sponsors: Approved organizations contributing to or otherwise making significant contributions to MiHCC in furtherance of the purpose of MiHCC.

2.03 Eligibility for Membership. The Board shall set requirements for interested organizations and individuals to apply for membership. Requirements may include, without limitation, a MiHCC Membership Application/Agreement, required payment of any membership dues/contributions, and the payment of additional charges to attend MiHCC sponsored conferences, training, and similar functions. To be eligible for membership in MiHCC, the applicant must satisfy the requirements established by the Board.

2.04 Membership Dues. The Board shall establish the initial and annual dues for membership in MiHCC. The billing and collection of dues shall be in a manner prescribed by the Board. Any funds collected by MiHCC will be administered by the Board in compliance with the rules enacted by MiHCC for the proper handling of funds. All dues or other funds collected from Members will remain in the possession of MiHCC. These funds are to be used for Board approved activities and events. Dues shall be levied by Member class, as described in Article II, Section 2.02 of these bylaws. The amount of dues for each Member class shall be established from time to time by the Board.

2.05 Date Due and Payable. Annual dues of Members shall be applicable to the fiscal year of MiHCC and shall be due and payable on the later of March 31 of each year or when billed by MiHCC.

2.06 Default on Payment of Dues. If any dues are not paid in full by the end of the third month following the day on which they are billed, the Member shall be considered in default of dues. The Member in arrears shall be notified of such by the President of MiHCC, and shall be similarly informed of its potential loss of MiHCC privileges, up to and including full suspension of membership, until all arrears, including interest, are paid in full. A Member who has been suspended may be reinstated if such Member pays all monies due, including unpaid dues and interest at the prevailing rate accumulated during suspension, within one year after the date when the amount of the initial delinquency first became due and payable. Failure to pay all amounts due within that one-year period will result in termination of membership privileges in MiHCC. The Board, in its discretion, may waive the provisions of this section.

2.07 Acceptance of Funds from Others. MiHCC is eligible to accept sponsorship monies for events and activities from vendors.

2.08 Termination of Membership. Membership may be terminated by the Board on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.03 of this Article.
- (c) Violation of the Articles of Incorporation, bylaws, or Code of Ethics of MiHCC, or conduct detrimental to the best interests of MiHCC.
- (d) Any Member who resigns or is terminated shall not be entitled to a refund of the annual membership dues.

2.09 Resignation. Any Member may submit a written resignation to the President, Secretary, or Executive Officer. Such a resignation shall become effective upon receipt.

2.10 Effect of Termination or Resignation. All paid membership dues are forfeited. A termination of or resignation from Membership will not prevent MiHCC from completing any ethics, disciplinary, or similar proceeding, or from seeking payment for: charges incurred; corporate services actually rendered; benefits received; and, dues, fees, or other assessments owed to MiHCC. Termination or resignation shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro rata or other share of the assets of the Corporation.

2.11 Annual Meeting. The Board in its discretion may, but need not, hold an annual meeting of the Members. If it is determined an annual meeting of the Members is to be held, it will be conducted on the date and location determined by the Board.

2.12 Special Meetings. Special meetings of the Members may be called by the Board or by the President.

2.13 Place of Meetings. All membership meetings shall be held at the place determined by the Board and stated in the notice of the meeting.

2.14 List of Members. The Secretary of MiHCC or the agent of MiHCC having charge of the membership records of the Corporation shall make and certify a complete list of the Members. The list shall be arranged alphabetically with the address of each Member.

2.15 Meeting by Telephone or Similar Equipment. A Member may participate in a membership meeting by conference telephone or any similar communications equipment if made available through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III BOARD OF DIRECTORS

3.01 Directorship. MiHCC is organized upon a directorship basis. The property, business and affairs of MiHCC will be managed by its Board.

3.02 Powers. The Board of MiHCC shall manage, supervise, and control the business, property and affairs of MiHCC, except as otherwise expressly provided by law, the Certificate of Incorporation of MiHCC or these bylaws. The Board shall not be compensated for their participation as a member of the Board or any Board Committees. Subject to the limitations set forth in these bylaws, the Board shall be vested with the powers possessed by MiHCC itself, including the powers to appoint and remunerate agents and employees (including the power to delegate some or all the Board's authority), to establish the budget of MiHCC, to disburse the funds of MiHCC, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board may repeal, modify, and amend the bylaws of MiHCC by two-thirds vote of the whole Boards.

3.03 Number, Classes, and Qualifications. The Board shall be composed of twelve Directors or such lesser number as may occur from time to time due to the resignation or removal of a Director or as such greater number may be amended by the Board. The twelve Directors shall be divided into three separate classes, Class I, Class II and Class III with each class containing one Director elected from Full Member nominations, one from Associate Member nominations and two at-large Directors elected from nominations made without regard to Membership Class. To qualify to serve as a Director of the Board of the Corporation, a nominee must be a Member in good standing of MiHCC. The election of the Directors shall be staggered with one Director Class elected per year. Directors will serve a term of three years except for term of the Directors elected to the initial Board whose terms shall expire as follows:

(a) To achieve the initial stagger, the term of office of the first group of Directors, classified as Class I, shall expire at the first annual meeting following the adoption of these bylaws. Subsequent Class I Directors shall be elected for a full term of three years.

(b) The term of office of the first group of Directors, classified as Class II Directors, shall expire at the second annual meeting following the adoption of these bylaws. Subsequent Class II Directors shall be elected for a full term of three years.

(c) The term of office of the first group of Directors, classified as Class III, shall expire at the third annual meeting following the adoption of these bylaws. Subsequent Class III Directors shall be elected for a full term of three years.

The Members of the Board of Directors may serve not more than three consecutive three year terms.

The Board shall elect one of its Directors, who may be an officer of the Corporation, to serve as Chairperson of the Board. In addition to the elected Directors, there may be one or more honorary Directors as determined by the Board. Honorary Directors may attend Board meetings and participate in Board discussions without a vote. Initially there will be two honorary Directors. One will be the InfraGard Special Interest Group Coordinator for healthcare designated by the Special Agent in Charge of the Detroit office of the Federal Bureau of Investigation and one designated by the State of Michigan. The term of honorary Directors will be commensurate with their term of services for the organizations they represent (e.g. for initial honorary Directors it would be the term served as InfraGard Special Interest Group Coordinator for healthcare or State of Michigan position respectively).

3.04 Initial Board. MiHCC was formulated as a Directorship corporation with a single governing body, a Board that is self-perpetuating. When MiHCC was first formed the incorporators by a majority vote determined the initial Board and classifications. Henceforth, the Board of Directors shall be elected by existing Directors as other existing Board members' terms expire.

3.05 Election. The Board positions will be elected by the affirmative vote of a majority of the Board then in office and continue until his or her successor has been elected and qualified, unless the Director is appointed to fill a vacancy, in which event it will be for the remainder of the term to which the Director is succeeding.

3.06 Limits on Permissible Relationships. The composition of MiHCC's Board may not include more than two persons from any single corporation (including its subsidiaries and affiliates) or immediate family relationship. Each member of the Board of Directors shall serve until his or her successor is elected or qualified, unless such member first resigns or is removed by the Board for cause.

3.07 Resignation, Removal and Vacancies. A Director may resign at any time by written notice to MiHCC. The resignation will be effective upon its receipt by MiHCC or a subsequent time as

set forth in the notice of resignation, or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson of the Board. A Director may be removed with cause by the affirmative vote of a majority of Directors then in office. If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy may be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. If a member resigns from the Board before such member's term expires, MiHCC shall identify a replacement in accordance with the MiHCC's bylaws.

3.08 Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of MiHCC or these bylaws, the affirmative vote of a majority of the voting Directors present at any meeting of the Board at which a quorum is present shall be the act of the Board. Each elected Director shall have one (1) vote. Voting by proxy is permitted. At any meeting of the Board, a Director may vote either in person or by proxy executed by the Director or the Director's duly authorized attorney-in-fact. No proxy shall be valid after forty-five calendar days from the date of its execution, unless otherwise stipulated in the proxy.

3.09 Written Consent. Action taken by the Board without a meeting is nevertheless a Board action if written consent to the action in question is verified by electronic mail or signed by all of the voting Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. MiHCC's Secretary shall be responsible for meeting minutes and shall make them available per the Chairperson's and/or President's direction.

3.10 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.11 General Powers as to Negotiable Paper. The Board may authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of MiHCC.

3.12 Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of MiHCC by the President or Vice President, and, if necessary, attested by the Secretary or the Treasurer.

3.13 Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred by a Director in his or her capacity as a Director.

3.14 Quorum. A two thirds majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.15 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE IV BOARD OF DIRECTOR MEETINGS

4.01 Annual Meeting. An annual meeting of the Board will be held at such place and on such date as designated by the Directors for the purpose of electing Directors and officers for the ensuing year and for the transaction of other business properly brought before the meeting.

4.02 Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held each year.

4.03 Special Meetings. Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at such place directed by the President or Secretary and stated in the notice of meeting.

4.04 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting. While not required it is recommended that any request for a special meeting by the Directors state the purpose or purposes of the proposed meeting.

4.05 Waiver of Notice. The attendance of a Director at a board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

ARTICLE V COMMITTEES

5.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

Members may participate on committees as determined and appointed by resolution of the Board.

A committee designated by the Board may exercise any powers of the Board in managing MiHCC's business and affairs to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) Amend the articles of incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Amend the bylaws of MiHCC;
- (d) Fill vacancies on the board; or
- (e) Fix compensation of the Directors for serving on the Board or on a committee.

5.02 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

5.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

5.04. Committees. The Board may, but need not, create certain standing or other Committees designed to transact specified business of MiHCC, or to advise the Board. The Committees, if and when created, shall have the duties determined by the Board or these bylaws. Committee Chairpersons and members shall be appointed by the President after consultation with the Board.

(a) Executive Committee. The Committee shall consist of the President (Chairperson), the Vice-President, Secretary and the Treasurer. It shall act for the Board in the day-to-day management of MiHCC in the absence of action by the Board, where legally permissible.

(b) Finance and Budget Committee. This Committee shall consist of the Treasurer (Chairperson) and two other members of the Board. The duties of this Committee shall be to prepare and present to the Board a budget for the ensuing fiscal year, to monitor the financial condition of Corporation, and to recommend investments to the Board for approval. The timing of all reports and recommendations shall be in accordance with resolutions adopted by the Board.

(c) Personnel Committee. The Committee shall consist of the President, Vice-President Secretary and Treasurer. It shall be to ensure proper supervision of the Administrative

Staff of the Corporation and the maintenance of good relations between Administrative Staff and the Board. The Committee shall supervise processes used by any Executive Director in interviewing candidates for hire to Administrative Staff positions and shall conduct interviews as necessary for Executive Directors and such other high level administrative staff positions as it determines. The Committee shall manage compensation issues related to the Administrative Staff.

(d) Audit Committee. This Committee shall be responsible for all audits required by authorities for any grants or funds allocated to MiHCC. In addition, an annual audit of the books and records of the Corporation shall be prepared by an independent auditor nominated by the Audit Committee and approved by the Board. The results of such audit shall be reviewed by the Audit Committee and submitted to the Board, with recommendations, in accordance with timing approved by the Board. The Committee shall have a Certified Public Accountant available to it for consultation on matters within the scope of the Committee's responsibility as needed.

(e) Legal Committee. The Committee shall consist of at least one attorney, either as a member of the Board, or as a retained outside counsel. The Legal Committee shall render, or arrange to have rendered, such legal advice or services as may be required by the Corporation or requested by the Board.

(f) Membership Committee. The duties of this Committee shall be to solicit members and maintain membership records.

(g) Nominating Committee. The Committee shall consist of a minimum of three (3) individuals and shall be responsible for submitting names to the membership at the Annual Members' Meeting for the election of Directors. Committee members shall include the current President and at least one corporate Member. In addition, the immediate past President shall be invited to be a member.

(h) Scholarship Committee. This Committee shall solicit, select and review candidates for all recipients of scholarships.

(i) Funding Solicitation Committee. This Committee shall identify, solicit, select and review opportunities for external funding such as sponsorships, grants and other financial contributions.

(j) Events Committee. This Committee shall assist with MiHCC-related events and provide guidance to the individual event planners. The Committee will assist with, including, but not limited to, preparing the marketing documents for events, notices to members via the listserv, event updates for the Websites, brochures, and agendas.

ARTICLE VI OFFICERS

6.01 Number. The officers of MiHCC shall be appointed by the Board. The officers shall be a President, Vice President, Secretary, and Treasurer. There may also be such other officers as the Board deems appropriate. The President, Secretary and Treasurer each shall be voting members of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board to be executed, acknowledged, or verified by two or more officers.

6.02 Term of Office. Each officer shall hold office for an initial term of one year and may serve up to four consecutive terms. An officer may resign at any time by providing written notice to MiHCC. Notice of resignation is effective on receipt or at a later time designated in the notice. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Board after their appointment and until their respective successors are chosen or until their resignation or removal.

6.03 Removal. An officer appointed by the Board may be removed with or without cause by vote of a majority of the Directors then in office at any meeting of the Board whenever in their judgment the best interest of the Corporation will be served. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.04 Vacancies. If a vacancy should occur in any office, except that of the President the vacancy shall be filled by Board appointment. If a vacancy should occur in the office of President, and there is a Vice President, the vacancy shall be filled by the Vice President.

6.05 President. The President shall be the chief executive officer of MiHCC and shall have authority over the general control and management of the business and affairs of MiHCC. The President shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of MiHCC, unless the President or the Board instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of MiHCC.

6.06 Vice President. The Vice President, if any, shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.

6.07 Chairperson. The Board-elected Chairperson shall preside at all board meetings. The Chairperson shall have the power to perform duties as may be assigned by the Board. If the President is absent or unable to perform his or her duties, and there is not a Vice President,

then the Chairperson shall perform the President's duties until the Board directs otherwise. The Chairperson shall perform all duties incident to the office.

6.08 Secretary. The Secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each Director as required by law, the Articles of Incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer, director and Member; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

6.09 Treasurer. The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by MiHCC at such depositories in the MiHCC's name that may be designated by the Board; (d) complete all required corporate filings; (e) provide a balance of the Corporation's bank account at each Board meeting and upon request by any Director; (f) provide the monthly bank statements received from the Bank at every Board meeting; (g) establish a secondary officer to also receive the monthly bank statements; (h) assist with any audit of the Corporation's bank records; (i) obtain a second signature on checks exceeding \$1,000; and (j) perform all duties incident to the office and other duties assigned by the President or the Board.

ARTICLE VII CORPORATE DOCUMENT PROCEDURE

7.01 Corporate Documents. No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these bylaws.

7.02 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.03 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of MiHCC, shall be signed by such officer or officers, agent or agents of MiHCC and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of MiHCC.

7.04 Deposits. All funds of MiHCC shall be deposited from time to time to the credit of MiHCC in such banks, trust companies or other depositories as the Board may select.

7.05 Gifts. The Board may accept on behalf of MiHCC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII INDEMNIFICATION

8.01 Non-derivative Actions. Subject to all of the other provisions of this Article, MiHCC shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the MiHCC). Such indemnification shall apply only to a person who was or is a director or officer of MiHCC or who was or is serving at the request of MiHCC as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of MiHCC. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of MiHCC, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.02 Derivative Actions. Subject to all of the provisions of this article, MiHCC shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of MiHCC to procure a judgment in its favor because (a) the person was or is a director or officer of MiHCC or (b) the person was or is serving at the request of MiHCC as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit 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 MiHCC. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to MiHCC unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.01 or 8.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of MiHCC as well as in such person's capacity as a director or officer. Except as provided in section 8.03 of this Article, MiHCC shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

8.05 Determination That Indemnification Is Proper. Any indemnification under sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by MiHCC only as authorized in the specific case. MiHCC must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.01 or 8.02, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.

8.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 8.01 or 8.02 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, MiHCC shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 or 8.02 of this Article may be paid by MiHCC in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by MiHCC. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

8.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with MiHCC. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.09 Indemnification of Employees and Agents of MiHCC. MiHCC may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of MiHCC to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of MiHCC.

8.10 Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.11 Insurance. MiHCC may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of MiHCC or (b) was or is serving at the request of MiHCC as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not MiHCC would have power to indemnify against liability under this article or the laws of the state of Michigan.

8.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits MiHCC to provide broader indemnification rights than the provisions permitted MiHCC to provide before the change.

ARTICLE IX COMPENSATION

9.01 Reasonable Compensation. When authorized by the Board, a person may be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE X FISCAL YEAR

10.01 Fiscal Year. MiHCC's fiscal year shall commence January 1 and end December 31.

ARTICLE XI AMENDMENTS

11.01 Amendments to the bylaws. The Board at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a two thirds majority of the Directors then in office, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the Board.

11.02 Amendments to the Articles of Incorporation. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is as set forth in the Articles of Incorporation and Michigan law.

ARTICLE XII CONFLICTS OF INTEREST

12.01 Disclosure. When a member of the Board is affiliated with an organization seeking to provide services or facilities to MiHCC, or when a member of the Board has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, Director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

12.02 Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, should leave the meeting room, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

12.03 Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE XIII MISCELLANEOUS

13.01 Notice. Whenever notice is required to be given to a Board Member, or officer under the provisions of these bylaws, the Articles of Incorporation of the Corporation or Michigan statute, such notice shall be given in writing, by first class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of MiHCC. The notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by fax, e-mail, or telephone, and will be deemed given when received. Upon receipt of said notice, the Board Member shall acknowledge its receipt.

13.02 Logo. The official logo, if any, of MiHCC shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the

Board shall determine. The official logo may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official logo for any purpose upon approval by the Board.

13.03 Books and Records. MiHCC shall keep correct and complete books and records of account and shall also keep minutes of the meetings and the proceedings of its Board and those of committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board. Such records and books may be subject to audit on a random basis with reports of audit provided to the standing Board.

13.04 Dissolution of MiHCC. To effect dissolution of MiHCC, these bylaws must be rescinded by three quarters vote of the Board. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501(c) of the US Internal Revenue Code.

13.05 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern MiHCC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Board may adopt.

MIHCCi Inc. Board of Directors

CLASS I (Initial Term ends Dec 2019)

1. Luke Otten – Munson Healthcare
2. John Fowler – Henry Ford Health System
3. Dan Lohrmann – Security Mentor Inc.
4. Eric Eder – Sequiris Group

CLASS II (Initial Term ends Dec 2020)

1. Scott Dresen – Spectrum Health
2. George Goble – McLaren Health Care
3. Betsy Freeman – Radius Advisory Group, LLC
4. D/F/Lt. James C. Ellis - Michigan State Police Cyber Command

CLASS III (Initial Term ends Dec 2021)

1. Jack Kufahl – Michigan Medicine
2. Linda Bower – Michigan Medicine
3. Scott Larsen – Inova Health System
4. Keith Cheresko - Privacy Associates International LLC

NON-VOTING

1. Cynthia Green-Edwards - State of Michigan
- 2 Vacant - InfraGard Health Care Sector Chief -

MIHCCi Inc. Executive Committee

PRESIDENT – Scott Larsen

VICE PRESIDENT – Jack Kufahl

SECRETARY – Linda Bower

TREASURER – Keith Cheresko

MIHCCi Inc. Membership Levels

Full Members

Approved organizational applicants within this class are:

- (1) Hospitals or multi-hospital systems providing inpatient care,
- (2) Michigan licensed HMOs & licensed health insurers, and
- (3) Medical group practices actively involved in integration of healthcare services.

Each Full Member may nominate for each director class (I, II, and III) individual representatives acceptable to MIHCCi who, if elected, will serve as a voting member of the Board. The elected number of Full Members to the Board is limited as provided in the corporate by-Laws.

Associate Members

Approved organizational applicants within this class are:

- (1) Long-term care facilities/extended care facilities,
- (2) Home health, hospice and visiting nurse agencies,
- (3) Multi-healthcare systems that are not Full Members.

Each Associate Member may nominate for each director class (I, II, and III) individual representatives acceptable MIHCCi who, if elected, will serve as a voting member of the Board. The elected number of Associates Members is limited as provided in the corporate by-Laws.

Affiliate Organizations

Approved organizational applicants within this class are:

- (1) For-Profit Organizations ineligible for other classes of membership.
- (2) Not-For-Profit Organizations ineligible for other classes of membership.
- (3) Educational and governmental entities, public/private partnerships

Affiliate Organizations may nominate an individual representative acceptable MIHCCi who, if elected, will serve as a voting member of the Board and also may offer nominees for consideration as a designated non-voting individual representative acceptable to MIHCCi who may participate in Board meetings. The number of Affiliated Organizations may be limited by the Board.

Allied Members

Individuals who are employees of:

- (1) Full Members, Associate Members, or Affiliate Organizations,
- (2) Education or Government Employees not associated with Affiliate Organizations:
- (3) Non-voting organizational partners.
- (4) For-Profit and Not-For-Profit Organizations ineligible for other types of Membership.

Each Allied Member who, after application and review, is approved by the Board may participate in meetings and events as determined by the Board.

Corporate Sponsors

Approved organizations contributing to or otherwise making significant contributions to MIHCCi in furtherance of the purpose of MIHCCi, may participate in designated meetings, functions or activities upon approved proposal.

MIHCCi Inc. Committees

Of the committees listed below or others determined by the incorporators as desirable or necessary at MIHCCi inception, Committee Chairpersons and members shall be appointed by the President after consultation with the Board.

Executive Committee.

The Committee shall consist of the President (Chairperson), the Vice-President, Secretary and the Treasurer. It shall act for the Board in the day-to-day management of MIHCCi in the absence of action by the Board, where legally permissible.

Audit Committee.

The Committee shall be responsible for all audits required by authorities for any grants or funds allocated to MIHCCi. In addition, an annual audit of the books and records of the Corporation shall be prepared by an independent auditor nominated by the Audit Committee and approved by the Board. The results of such audit shall be reviewed by the Audit Committee and submitted to the Board, with recommendations, in accordance with timing approved by the Board. The Committee shall have a Certified Public Accountant available to it for consultation on matters within the scope of the Committee's responsibility as needed.

Membership Committee.

The purpose of the Michigan Healthcare Cybersecurity Council, Inc. (MIHCCi, Inc.) Membership Committee is to recruit new members (individuals/organizations), and incentivize retention of existing members, in support of the MIHCCi, Inc. mission.

Incident Response Committee.

The Incident Response Committee is delegated the authority and responsibility to manage Michigan Healthcare Cybersecurity Council, Inc. (MIHCCi, Inc.) incident response operations related to delivering incident response service to the corporation, and to promote threat information sharing and incident response within the corporation.



Application for Membership

Individual Member Information

Your name:	
Your email address:	
Your phone:	
Your title:	

Organization Information

Organization name:	
Organization website:	
Organization phone:	
Organization street address:	
Organization city, state, zip:	

Membership Type Requested (choose one):

	<input type="checkbox"/> Full Member <input type="checkbox"/> Above \$3 billion in annual revenue <input type="checkbox"/> Between \$1billion and \$3billion in annual revenue <input type="checkbox"/> Under \$1 billion in annual revenue
	Associate Member
	Affiliate Organization
	Allied Member
	Corporate Sponsor

Organization Type (choose one):

	Hospital or Multi-Hospital System providing Inpatient Care
	Michigan Licensed HMO or Licensed Health Insurer
	Medical Group Practice
	Long-Term Care Facility/Extended Care Facility
	Home Health/Hospice/Visiting Nurse Agency
	Education/Government
	Corporate Sponsor
	Other (please specify):

Ownership Type (choose one):	
	For Profit
	Not for Profit
	Government
	Other (please specify):
Primary Contact Information if different from Individual Member Information	
Name:	
Email address:	
Phone:	
Title:	
Other	
Purpose for joining MIHCCI:	
Related Memberships (Example: Infragard, ISC2, NH-ISAC, etc.):	
Certification	
(To be signed by the Chief Executive Officer or his/her designee)	
I certify on behalf of my organization that I have read the bylaws of MIHCCI and agree to support the purpose and objectives of the corporation. I understand that this application, upon being filed, will be referred to the MIHCCI Board of Directors for consideration. I also understand that before becoming a member, we must remit the dues as specified.	
Full name of CEO or designee:	
Title:	
Signature & date:	
Please return this membership application with the appropriate Annual Fee to:	
Michigan Healthcare Cybersecurity Corporation Inc. Po Box 1783 Jackson MI 49204	