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**GIFT OF LIFE MICHIGAN
ADVISORY BOARD OF DIRECTOR**

BY-LAWS

**ARTICLE I
Name and Principal Office**

Section 1. The name of this entity is the GIFT OF LIFE ADVISORY BOARD.

Section 2. The Principal office of the Advisory Board shall be located at 3861 Research Park Drive, Ann Arbor, Michigan 48108.

**ARTICLE II
Purpose**

The purpose for which the Advisory Board is formed is to assist Gift of Life Michigan to fulfill its mission as an organ procurement organization “to extend and improve the quality of life for the citizens of the state of Michigan by increasing public and professional participation in organ and tissue donation for transplantation.” In this capacity the Advisory Board will recommend policies to the Gift of Life Michigan Governing Board of Directors in the following areas:

(a) Procurement of organs.

(b) Effective agreements to identify potential organ donors with a substantial majority of hospitals in the Gift of Life Michigan service area that have facilities for organ donation.

(c) Systematic efforts, including professional education, to acquire all useable organs from potential donors.

(d) Arrangements for the acquisition and preservation of donated organs and provision of quality standards for the acquisition of organs that are consistent with the standards adopted by the Organ Procurement and Transplant Network (OPTN), including arranging for testing with respect to preventing the acquisition of organs that are infected with the etiologic agent for acquired immunodeficiency syndrome (AIDS).

(e) Appropriate tissue typing of organs.

(f) A system for allocation of organs among transplant patients that is consistent with the rules and requirements of the OPTN, as defined in § 486.320 of the Department of Health and Human Services (DHHS) regulations.

49 (g) Transportation of organs to transplant hospitals.
50

51 (h) Coordination of activities with transplant hospitals in the Gift of Life
52 Michigan service area.

53
54 (i) Participation in the OPTN.
55

56 (j) Arrangements to cooperate with tissue banks for the retrieval,
57 processing, preservation, storage, and distribution of tissues as may be
58 appropriate to assure that all useable tissues are obtained from potential
59 donors.
60

61 (k) Annual evaluation of the effectiveness of Gift of Life Michigan in
62 acquiring organs.
63

64 (l) Assistance to hospitals in establishing and implementing
65 protocols for making routine inquiries about organ donations by potential
66 donors.
67

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69 **ARTICLE III**
70 **Membership**
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72 The membership of the Advisory Board shall be consistent with the requirements as set forth
73 in the DHHS regulations. Specifically:
74

75 (a) One or more members who represent each of the following:
76

77 (1) hospital administrators,
78

79 (2) either intensive care or emergency room personnel,
80

81 (3) tissue banks, and
82

83 (4) voluntary health associations in the Gift of Life Michigan
84 service area.
85

86 (b) One or more individuals who represent the public residing in the Gift
87 of Life Michigan service area. This person cannot simultaneously fulfill
88 any other member requirement.
89

90 (c) One or more physicians with knowledge, experience, or skill in the
91 field of human histocompatibility, or an individual with a doctorate degree
92 in a biological science and with knowledge, experience, or skills in the
93 field of human histocompatibility. This person cannot simultaneously
94 fulfill any other member requirement.
95

96 (d) One or more neurosurgeon or other physicians with knowledge or
97 skills in the neurosciences.

98
99 (e) One or more transplant surgeons representing each transplant
100 hospital in the Gift of Life Michigan service area with which Gift of Life
101 Michigan has arrangements to coordinate its activities. These transplant
102 surgeons must have practicing privileges and perform transplants in the
103 transplant hospital represented. If one transplant surgeon qualifies as
104 having practicing privileges and performs transplants in more than one
105 transplant hospital, then that surgeon may be deemed, for these
106 purposes, as representing more than one transplant hospital. Such
107 surgeon, however, will be entitled to only one vote, regardless of the
108 number of transplant hospitals that he or she may represent.

109
110 (f) One or more organ donor family members.

111
112 (g) The President of the Gift of Life Michigan Governing Board of
113 Directors, who shall serve ex-officio without a vote.

114
115 (h) Additional members of the Advisory Board can be appointed by the
116 Governing Board of Directors at any time.

117
118 **Section 2.** All members shall be appointed by the Governing Board of Directors of Gift of
119 Life Michigan. In the case of those transplant surgeons designated to represent a
120 transplant hospital, each transplant hospital shall first be asked to nominate one or more
121 transplant surgeons as its representative.

122
123 **Section 3.** Continued membership will be based on active participation to the satisfaction of
124 the Governing Board of Directors of Gift of Life Michigan in the work of the Advisory
125 Board functions.

126
127 **Section 4.** Any member may be removed from the Advisory Board at any time by the
128 Governing Board of Directors of Gift of Life Michigan.

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131 **ARTICLE IV**
132 **Advisory Board Powers and Duties**

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134 The duties and powers of the Advisory Board shall be limited to only those specified in the
135 DHHS regulations. Specifically:

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137 (a) The Advisory Board has the authority to recommend policies to the
138 Gift of Life Michigan Governing Board of Directors for only those areas
139 specified in Article II of these by-laws. The Gift of Life Michigan
140 Governing Board of Directors will not be obligated to accept any
141 recommendation that it receives from the Advisory Board.

143 (b) The Advisory Board has no authority over any other activity of Gift of
144 Life Michigan.

145
146 (c) Members of the Advisory Board may not concurrently serve on the
147 Gift of Life Michigan Board of Directors or the Gift of Life Foundation
148 Board of Trustees.
149

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151 **ARTICLE V**
152 **Term of Office**

153
154 **Section 1.** The term of office for Advisory Board members shall be for three years, effective
155 upon their appointment by the Board of Directors of Gift of Life Michigan.

156
157 **Section 2.** A member of the Advisory Board may be appointed to successive terms not to
158 exceed three terms.

159
160 **Section 3.** Vacancies in the Advisory Board shall be filled by the Gift of Life Michigan Board
161 of Directors at a regularly scheduled meeting of the Board of Directors.
162

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164 **ARTICLE VI**
165 **Meetings**

166
167 **Section 1.** The Advisory Board shall meet at least four (4) times per year at such time and
168 place as shall be determined by Governing Board of Directors of Gift of Life Michigan.
169 Special meetings of the Advisory Board may be called by the Board of Directors or the
170 Executive Committee of the Governing Board of Directors of Gift of Life Michigan.
171

172 **Section 2.** At all meetings of the Advisory Board and any Committees of the Advisory Board
173 a quorum shall consist of a majority of its members. All meetings shall be governed in
174 accordance with the current edition of Sturgis Standard Code of Parliamentary
175 Procedure.
176

177 **Section 3.** Members of the Advisory Board may not vote by proxy.
178

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180 **ARTICLE VII**
181 **Officers**

182
183 **Section 1.** The officers of the Advisory Board shall be a Chair and a Vice-Chair
184

185 **Section 2.** The officers shall be elected annually for one year terms by the members of the
186 Advisory Board. All officer elections are subject to ratification by the Governing Board
187 of Directors of Gift of Life Michigan. Officers shall take their positions immediately
188 following ratification by the Board of Directors. Vacancies in any office shall be filled by
189 the Governing Board of Directors of Gift of Life Michigan for the remainder of the term
190 of office.

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Section 3. The Chair shall preside at all meetings of the Advisory Board. The Chair shall be an ex-officio member of all committees, if any.

Section 4. The Vice-Chair, in the absence of the Chair or in the case of the disability of the Chair, shall perform the functions of the office of the Chair.

Section 5. The Chair, or designee, is required to at least annually report on advisory board actions at the Gift of Life Michigan Governing Board of Directors meeting.

Section 6. The President of the Gift of Life Michigan Board of Directors, acting in his or her ex-officio capacity, shall perform the functions of the Chair in the absence of the Chair and Vice-Chair.

ARTICLE VIII
Fiscal Issues

Section 1. The Advisory Board shall not control or take in any monies. All expenses of the Advisory Board shall be provided from the operating funds of Gift of Life Michigan.

Section 2. Advisory Board members shall be eligible for reimbursement of all reasonable travel expenses incurred in the performance of their duties, including reimbursement for mileage at the approved Internal Revenue Service rate.

Section 3. Advisory Board members may be eligible for meeting or service stipends as may be approved from time to time by the Governing Board of Directors of Gift of Life Michigan.

ARTICLE IX
Amendments to By-laws

These By-laws may only be amended by the Governing Board Directors of Gift of Life Michigan, upon a two-thirds vote of voting members present at any meeting of the Governing Board of Directors at which there is a quorum, provided that notice of the proposed amendment is contained in the notice of the meeting and is circulated by mail to the members of the Governing Board of Directors not more than 60 nor less than 15 days before that meeting.

ARTICLE X
Committees

Section 1. The Advisory Board may establish such committees as it deems appropriate and necessary from time to time.

238 **Section 2.** Committee members, and chairs of committees, need not be members of the
239 Advisory Board, and shall be appointed by the President of Governing Board of
240 Directors of Gift of Life Michigan, based upon recommendation of the Chair of the
241 Advisory Board.
242

243 **Section 3.** Guests may be invited to attend and participate in any committee meeting, at the
244 discretion of the committee chair, but shall have no vote in any proceedings of the
245 committee.
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248 **ARTICLE XI**
249 **Indemnification**
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251 **Section 1.** Gift of Life Michigan shall indemnify any Advisory Board member who is a party
252 or is threatened to be made a party to any threatened or actual action, suit or
253 proceeding, whether civil, criminal, administrative or investigative (other than an action
254 by or in the right of the Gift of Life Michigan) by reason of the fact that he is or was an
255 Advisory Board member of Gift of Life Michigan against expenses (including reasonable
256 attorney fees), judgments, penalties, fines and amounts paid in settlement actually and
257 reasonably incurred by him in connection with such action, suit or proceeding if he acted
258 in good faith and in a manner he reasonably believed to be in or not opposed to the best
259 interests of Gift of Life Michigan or its members and, with respect to any criminal action
260 or proceeding, if he had no reasonable cause to believe that his conduct was unlawful.
261

262 **Section 2.** Gift of Life Michigan may indemnify any Advisory Board member who is or was
263 threatened to be made a party to any threatened or pending action or suit by or in the
264 right of the Gift of Life Michigan to procure a judgment in favor of the Gift of Life Michigan
265 by reason of the fact that such person is or was an Advisory Board member against
266 expenses (including reasonable attorney fees) and amounts paid in settlement incurred
267 by the person in connection with the action or suit, if he acted in good faith and in a
268 manner he reasonably believed to be in or not opposed to the best interests of the Gift of
269 Life Michigan or its members.
270

271 **Section 3.** Gift of Life Michigan shall not indemnify any Advisory Board member claiming
272 indemnification pursuant to this Article XI of these By-Laws if that person shall have
273 been adjudged to be liable to the Gift of Life Michigan; providing, however, that
274 indemnification may be made if and only to the extent that the court in which such action
275 or suit was brought determines, upon application, that despite the adjudication of liability
276 but in view of all circumstances of the case, the person seeking indemnification is fairly
277 and reasonably entitled to indemnity for such expenses which the court shall deem
278 proper.
279

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

286 unlawful.
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289 **Section 5.** An Advisory Board member who claims indemnification under this Article XI shall
290 give Gift of Life Michigan written notice of his claim. Gift of Life Michigan shall, promptly
291 after receipt of such a notice, determine whether that person meets the standard of
292 conduct required for indemnification. That determination shall be made by a majority
293 vote of a quorum of the Governing Board of Directors of Gift of Life Michigan.
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296 **ARTICLE XII**
297 **Conflicts of Interest**
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299 If any person who is a member of the Advisory Board is aware that the Advisory Board is
300 about to make a recommendation to the organization's Governing Board of Directors or that
301 the Gift of Life Michigan Governing Board of Directors or the Corporation is about to enter into
302 any business transaction directly or indirectly with such person, any member of that person's
303 family, or any entity in which that person has any legal, equitable or fiduciary interest or
304 position, including without limitation as a member, officer, shareholder, partner, beneficiary or
305 trustee, such person shall (1) immediately inform those charged with making the
306 recommendation or approving the transaction on behalf of the Corporation of such person's
307 interest or position, (2) aid the persons charged with making the decision by disclosing any
308 material facts within such person's knowledge that bear on the advisability of such
309 transaction from the standpoint of the Corporation, and (3) not be entitled to vote on the
310 recommendation to the Governing Board of Directors with regard to entering into such
311 transaction. The Governing Board of Directors of Gift of Life Michigan may implement
312 measures for continuing education of Advisory Board Members about avoidance of conflict of
313 interest and may implement additional policies and procedures designed to avoid conflicting
314 interest transactions. In all events, the Advisory Board and each individual member shall
315 adhere, at a minimum, to the standards of conduct set forth in Article XIII of these Bylaws,
316 and in the policies adopted by the Gift of Life Michigan Governing Board of Directors with
317 respect to members' or committee members' conflicting transactions. Members of the
318 Advisory Board are required to follow the Gift of Life Michigan Conflict of Interest Policy in all
319 respects.
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322 **ARTICLE XIII**
323 **Standards of Conduct**
324

325 **Section 1.** Each Member shall discharge his or her Member's duties as a Member, including
326 the Members duties as a member of a committee of the Advisory Board, and each
327 member of a committee created or appointed by the Advisory Board who is not also a
328 Member of the Advisory Board, shall discharge his or her duties in that position under
329 that authority:

- 330 - in good faith;
- 331 - with the degree of diligence, care, and skill an ordinarily prudent person in a like
332 position would exercise under similar circumstances; and
- 333 - in a manner the Member or officer reasonably believes to be in the best interests of

334 the Advisory Board and Gift of Life Michigan.

335

336 **Section 2.** In discharging duties, a Member who acts in good faith, and reasonably believes
337 that reliance is warranted, is entitled to rely on information, opinions, reports, decisions,
338 statements, including financial statements and other financial data, if prepared or
339 presented by:

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- 341 - one or more officers or employees of Gift of Life Michigan whom the Member
342 reasonably believes to be reliable and competent in the matters presented;
- 343 - legal counsel, a public accountants, independent auditors, or other persons who are
344 independent of the Corporation and who the Member reasonably believes are acting
345 within such person's professional or expert competence; or
- 346 - a committee of the Advisory Board of which the Member is not a member if the
347 Member reasonably believes the committee merits confidence.

348

349 **Section 4.** A Member is not liable to the Corporation for any action taken or omitted to be
350 taken as a Member if, in connection with such action or omission, the Member
351 performed the duties of the position in compliance with this Article.

352

353 **Section 5.** A Member, regardless of title, shall not be deemed to be a trustee with respect to
354 the Advisory Board or the Corporation or with respect to any property held or
355 administered by the Corporation including, without limitation, property that may be
356 subject to restrictions imposed by the donor or transferor of such property.

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360 **ARTICLE XIV** 361 **Confidentiality**

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363 The business of Gift of Life Michigan and of the Advisory Board is highly sensitive,
364 emotionally charged, and, accordingly, subject to the highest standards of medical and
365 business confidentiality. The Advisory Board and each of its members and committee
366 members will, at all times, maintain the confidentiality of medical records, medical and
367 behavioral histories of donors and the wishes of donor families with regard to privacy and
368 confidentiality of all matters pertaining to donation. All information of a medical, business or
369 technical nature, learned by or delivered or imparted to any Member or duly appointed
370 committee member shall be and remain strictly confidential and shall not be disclosed to any
371 person or entity outside of the Corporation and its affiliates, without the express prior written
372 authority of the Governing Board of Directors or an officer of the Corporation, unless such
373 information already is in the public domain. The Corporation shall endeavor to speak with a
374 single public voice, generally that of the President of the Governing Board of Directors or
375 Chief Executive Officer, concerning the issues and circumstances that confront the
376 Corporation in the conduct of its business, including those matters considered by the
377 Advisory Board. Annually, the Corporation shall obtain the written acknowledgment of each
378 member and committee member with regard to the scope of and required adherence to the
379 Corporation's confidentiality policy.

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

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Name: Leslie Rocher, M.D.
Secretary

Attest:

Richard E. Pietroski, Chief Executive Officer