

**BYLAWS OF THE MICHIGAN THORACIC & CARDIOVASCULAR
SURGEONS FOUNDATION**

ARTICLE I
CORPORATE NAME, PURPOSE, AND PRINCIPAL OFFICE

- 1.01 *Name.* The name of the Corporation shall be the Michigan Thoracic and Cardiovascular Surgeons Foundation.
- 1.02 *Purpose.* The Michigan Thoracic & Cardiovascular Surgeons Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. Specifically, the mission of the Foundation is to support the development of surgeon scientists and clinicians in thoracic and cardiovascular surgery with the overall goal of improving patient quality of care through practice improvement, research, and educational initiatives.
- 1.03 *Principal Office.* The principal office of the Corporation shall be located at 8630 Eisman Road, Manchester, Michigan, 48158.
- 1.04 *Moving the Principal Office.* The board of directors may relocate the principal office.

ARTICLE II
NO MEMBERS OR SHAREHOLDERS

- 2.01 The Corporation is a nonmembership nonstock corporation. There are no members or shareholders.

ARTICLE III
THE BOARD OF DIRECTORS

- 3.01 *General Powers.* The business, property, and affairs of the Corporation shall be managed by the board of directors (the “Board”).
- 3.02 *Initial Board of Directors.* The initial board of directors of the Corporation shall comprise the following members:

Shahrokh Mansoori, MD
3692 Orchard Lake Road,
West Bloomfield, MI 48324

Reza Dabir, MD
22 Windemere Place
Grosse Pointe Farms, MI 48236

Charles Schwartz, MD
432 Arlington St
Birmingham, MI 48009

Two additional board members shall be added once the Initial Board has identified the additional board members and approved their appointment.

3.03 *Number of Directors and Qualifications.* (?Add Qualification-Society member?)

- (a) *Number of Directors.* After the appointment of the Initial Board, there shall be five (5) directors on the Board.
- (b) *Qualifications.* To serve on the Board of Directors, each director must meet the following qualifications:
 - (1) Not more than two (2) directors of the Corporation shall also be directors of Michigan Society of Thoracic and Cardiovascular Surgeons. *(With one always being the Society Secretary/Treasurer)*
 - (2) Each director must be approved by the Board prior to appointment.
- (c) *Term.* After appointment, each director shall hold office for a term of three years or until the director's death, resignation, or removal in accordance with these Bylaws. Their terms shall be staggered so that at the time of each annual meeting, the terms of one or two members of the Board of Directors shall expire.

3.04 *Resignation.* Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 *Removal.* Any director may be removed with or without cause by majority vote of the remaining directors on the board, or by majority vote of the Board.

3.06 *Board Vacancies.* Vacancies on the board of directors shall be filled by majority vote of the remaining directors. Such appointment is subject to the qualification requirements contained in Section 3.03.

3.07 *Annual Meeting.* An annual meeting of the Board shall be held on the same date as the annual meeting of the Board, or as soon as is practicable after that date. *(When does the Foundation want to meet annually? Sunday after Society Annual Meeting?)*

- 3.08 *Regular Meetings.* Regular meetings of the Board may be held on a schedule and at the time and place as determined by majority of the Board. The President of the Board shall notify each director of the date and time of each meeting at least fourteen (14) days prior to the meeting. Such notice may be by e-mail.
- 3.09 *Special Meetings.* Special meetings of the Board may be called by the President or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least fourteen (14) days before the meeting.
- 3.10 *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.
- 3.11 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone, videoconference, 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.
- 3.12 *Quorum.* A quorum for the transaction of any business at any meeting of the Board shall consist of a majority of the directors then serving. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 3.13 *Action without Meeting.* 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 of the directors then in office consent to the action in writing. Such consents may be sent by e-mail. The President shall report any such actions at the next meeting of the Board, and such actions shall be noted in the minutes of that meeting. All written consents sent by directors with regard to that action shall be filed with the minutes of that meeting.
- 3.14 *Powers of the Board.* The Board of Directors shall have the following powers:
- (a) To contract for the purchase of, or otherwise acquire property, equipment, goods, and services for the Corporation at such prices and terms as the Board may deem proper, and to sell or dispose of property, equipment, and goods at such prices and terms as the Board of Directors may deem proper.
 - (b) To pay for such property, equipment, goods, and services with money or other property of the Corporation.

- (c) To borrow money and to create, make and issue mortgages, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.
 - (d) To authorize the hiring of other employees, agents, and contractors to carry out the day-to-day business of the Corporation. Need a bookkeeper.
 - (e) To manage the business and property of the Corporation.
 - (f) To determine by whom and what manner the Corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed. Action Required
 - (g) To establish one or more committees to investigate and report back to the Board on specific matters of interest to the Corporation. Such committees may, but are not required to, include members of the board of directors.
 - (h) To adopt policies and procedures for the operation of the business of the Corporation. Action Required
 - (i) To plan, fund, and carry out events and activities for the purpose of raising money and acquiring property for use by the Corporation in furtherance of the purposes for which it was formed.
 - (j) To approve the issuance of grants and scholarships, funded by the Corporation, to organizations and individuals in furtherance of the purposes for which the Corporation was formed.
- 3.16 *Minutes.* The Secretary of the Board shall keep minutes of each meeting of the Board. (one of the Society Board members could be named "Secretary" then the Society could help with the calendar, zoom meetings, agenda and minutes for Foundation meetings.)

ARTICLE IV OFFICERS

- 4.01 *Officers.* The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer. The offices of Vice-President and Secretary may be combined. Action Required
- 4.02 *Election and Term.* The officers of the Corporation shall be elected at the annual meeting by majority vote of the Board. Each officer so elected shall serve for a term of one (1) year or until a successor is elected.

- 4.03 *Duties of the President.*
- (a) The President shall preside at all meetings and conduct those meetings with order and decorum in accordance with Robert’s Rules of Order.
 - (b) The President shall state and put to vote all questions regularly moved in meetings of the Board.
 - (c) The President shall authenticate, by signature when necessary, all documents necessary for the operation of the Corporation.
- 4.05 *Duties of the Secretary.* The Secretary shall be the custodian of the records of the Corporation, shall notify other directors of meetings, and shall keep minutes of the proceedings of each meeting of the Board. *(The Society could offer to help with this)*
- 4.06 *Duties of the Treasurer. (This position should not be a Society Board Member).*
- (a) The Treasurer shall report on the financial status of the Corporation at each meeting of the Board.
 - (b) The Treasurer shall arrange for periodic financial audits of the finances of the Corporation.
 - (c) The Treasurer shall ensure that all bills and other financial obligations of the Corporation are paid timely.
- 4.07 *Duties of the Vice-President.* The Vice-President shall perform the duties of the President when the President is unavailable, and shall assume the office of President for the remainder of the then-current term should the office of President become vacant.
- 4.08 *Vacancies.* Except in the office of President, the President shall appoint a director to fill the unexpired term of any office that becomes vacant.
- 4.09 *Approval of Documents.* No document binding the Corporation shall be signed by any officer of the Corporation except its President unless first authorized by majority vote of the Board.

ARTICLE V
FISCAL YEAR

- 5.01 The fiscal year for the Corporation shall commence on the first day of September and end on the thirty-first day of August each year. *(FYI – Society is set up for calendar year reporting with the first day being Jan 1)*

ARTICLE VI BYLAWS

- 6.01 *Approval.* These bylaws shall become effective upon an affirmative vote by at least three directors then serving on the Board. Action Required
- 6.02 *Amendment.* These bylaws may be amended upon the affirmative vote of at least two thirds of the directors then serving on the Board, provided, however, that notice of the proposed amendment to the bylaws was given to each director in writing at least ten (10) days before the date of the meeting at which the amendment will be considered by the Board. Need to determine if action is required.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the Corporation 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 corporation). Such indemnification shall apply only to a person who was or is a director or officer of the Corporation or who was or is serving at the request of the Corporation 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 the corporation. 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 the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
- 7.02 *Derivative Actions.* Subject to all of the provisions of this article, the Corporation 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 the Corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b)

the person was or is serving at the request of the Corporation 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 the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation 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.

- 7.03 *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 7.01 or 7.02 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.
- 7.04 *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 the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the Corporation 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.
- 7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The corporation 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 7.01 or 7.02, 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.

- 7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 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, the Corporation 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.
- 7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the Corporation 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 the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.
- 7.08 *Nonexclusivity 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 the corporation. 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.
- 7.09 *Indemnification of Employees and Agents of the Corporation.* The Corporation 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 the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.
- 7.10 *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.
- 7.11 *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation 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 the Corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

- 7.12 *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 the Corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE VIII
DISSOLUTION

- 8.01 *Dissolution.* In the event of the dissolution of the Corporation, all assets remaining after liquidation of any liabilities shall be distributed as determined by the Board, subject to the restrictions described in this article.
- 8.02 After liquidation, the remaining assets of the Corporation may only be distributed to:
- (a) to one or more tax exempt not-for-profit organizations described in Section 501(c)(3) of the United States Internal Revenue Code subsequent Revenue acts; or
 - (b) to federal, state, or local government agencies to be used solely for public purposes.