

AMENDED AND RESTATED BYLAWS
of
MICHIGAN PUBLIC HEALTH INSTITUTE

Effective December 3, 2012

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ARTICLE I

OFFICES

1.1. Principal Office. The principal office of the Corporation shall be 2436 Woodlake Circle, Suite 300, Okemos, Michigan 48864, but may be changed to such place within the State of Michigan as the Board of Directors shall determine.

1.2. Other Offices. Other offices for the Corporation may be designated by the Board of Directors as the business of the Corporation may require.

ARTICLE II

DIRECTORS

2.1. General. Management of the business and the property of the Corporation shall be by a Board of Directors who shall, unless otherwise provided in the Articles of Incorporation or these Bylaws, exercise all of the powers of the Corporation. The Board of Directors shall annually review and establish goals and criteria for evaluating the performance of the Corporation.

2.2. Number. The number of directors shall be at least twelve (12), but not more than fifteen (15).

2.3. Classes. The Board of Directors of the Corporation shall be divided into five classes. One class shall consist of two Directors selected by The University of Michigan (the "Michigan Directors"). The second class shall consist of two Directors selected by Michigan State University (the "Michigan State Directors"). A third class shall consist of two Directors selected by Wayne State University (the "Wayne State Directors"). A fourth class shall consist of six Directors selected by the Michigan Department of Community Health, or its successor (the "Community Health Directors"). Of the six Directors appointed by the Michigan Department of Community Health, at least one shall represent local public health departments. The fifth class of Directors shall consist of three Directors elected by the existing Board of Directors (the "At Large Directors").

2.4. Voting. There shall be no distinction between classes of Director except for purposes of appointment, removal, and the filling of vacancies of any Director position as expressly provided in these Bylaws. Each Director shall have one vote on all matters requiring Board action, and all such action shall be taken by the Directors collectively and not by individual Director classes.

2.5. Term and Appointment. Each Director shall serve a two year term and until his or her successor is appointed and qualified; provided, however, that in order to provide some staggering of terms of office, one of the two Michigan Directors, one of the two Michigan State Directors, and one of the two Wayne State Directors, and up to three of the six Community Health Directors, may initially be appointed to one year terms. The appointment of the Michigan Directors, Michigan State Directors, Wayne State Directors, and Community Health Directors shall take place during the month of April, and shall be communicated to the Corporation through correspondence from the appointing organization to the Secretary/Treasurer of this Corporation. The At Large Directors shall be elected at the annual meeting of the Board of Directors. All newly appointed or elected Directors shall take office immediately following the conclusion of the annual meeting of the Board of Directors.

2.6. Compensation and Expenses. Directors shall not receive any salary or other compensation for their services as such, provided that they may receive reasonable per diem compensation for their attendance at meetings and/or an allowance for actual expenses incurred or to be incurred exclusively in the conduct of the business of the Corporation.

2.7. Place of Meetings. The place of all meetings of the Directors shall be the principal office of the Corporation, unless otherwise stated in the Notice of Meeting or as the Board may have previously determined.

2.8. Annual Meeting. The annual meeting of the Directors shall be held in May. At the annual meeting, the Directors shall elect At-Large Directors, appoint officers, appoint the three (3) additional members to the Executive Committee (see Section 3.1), and transact such other business as may properly be brought before the meeting. All new Directors, officers and members of the Executive Committee shall take office at the close of that meeting.

2.9. Regular Meetings. In addition to the annual meeting of the Board of Directors, the Directors shall ordinarily hold at least three (3) other regular meetings every calendar year. Regular meetings may be held without notice at such time and place as shall from time to time be determined by a vote of a majority of the Board of Directors at a duly called meeting. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

2.10. Special Meetings. Special meetings of the Board of Directors may be called by the Chief Executive Officer or the President, and shall be called by either of them upon written request of any Director. Any such request shall be in writing and shall state the purpose or purposes of the proposed meeting. The business transacted at a special meeting of the Board shall be limited to the purpose or purposes of the meeting as stated in the notice.

2.11. Notice. Notice of annual, special and adjourned meetings of the Board of Directors shall be required. Notice of the time, place and purpose of the meeting of the Board shall be delivered, mailed or sent by electronic transmission at least ten (10) days prior to such meeting. Any required notice of meeting may be waived by a Director in writing either before or after such meeting. With the consent of all of the Board of Directors, meetings may be held without notice.

2.12 Electronic Transmission. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act to be given in writing, electronic transmission is written notice. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person.

2.13. Quorum; Taking Action. Presence of at least a majority of the Board of Directors shall constitute a quorum. The vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board.

2.14. Resignation; Removal; Filling of Vacancies. Any Director may resign from the Board by presenting to the Secretary/Treasurer a written statement of resignation at least sixty (60) days prior to the proposed termination date. Any Michigan Director may be removed at any time and for any reason by the University of Michigan. Any Michigan State Director may be removed at any time and for any reason by Michigan State University. Any Wayne State Director may be removed at any time and for any reason by Wayne State University. Any Community Health Director may be removed at any time and for any reason by the Michigan Department of Community Health. Removal of any such Director shall be communicated to the Corporation in the form of correspondence by the removing organization to the Secretary/Treasurer of this Corporation, and shall be effective upon receipt thereof by the Secretary/Treasurer, or at such later time as indicated in the correspondence. Any At Large Director may be removed by the Board of Directors acting as a whole, but only by two-thirds vote of all of the Directors. Any vacancy in the position held by a Michigan Director may at any time be filled by the University of Michigan. Any vacancy in a Michigan State Director position may be filled at any time by Michigan State University. Any vacancy in a Wayne State Director position may be filled at any time by Wayne State University. Any vacancy in a Community Health Director position may be filled at any time by the Michigan Department of Community Health. The appointment of a Director to fill a vacancy shall be made in the form of correspondence by the appointing organization to the Secretary/Treasurer of this Corporation, and shall be deemed effective immediately or at such later time as specified in the correspondence. Any vacancy in an At Large Director position may be filled at any time by a majority vote of the remaining Directors.

ARTICLE III

EXECUTIVE COMMITTEE

3.1. Composition. At each annual meeting of the Board of Directors, there shall be elected an Executive Committee composed of six (6) Directors. The Executive Committee shall be composed of the President of the Corporation, the Vice President of the Corporation, the Secretary/Treasurer of the Corporation, and three (3) additional members to be selected by a majority vote of the Board of Directors. The three (3) additional members to be selected by the Board of Directors shall consist of one (1) Community Health Director, one (1) Michigan Director, Michigan State Director or Wayne State Director who is not already represented on the Executive Committee, and one (1) At Large Director. In no event shall any of the three (3) representatives to be selected by the Board of Directors be officers of the Corporation.

3.2. Authority. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation; provided, however, that the Executive Committee shall not have the power or authority to:

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) sell, lease, or exchange all or substantially all of the Corporation's property or assets;
- (d) dissolve the Corporation or revoke a decision of the Board of Directors to dissolve the Corporation;
- (e) amend the Bylaws of the Corporation;
- (f) remove any At Large Directors or fill any vacancies in At Large Director positions;
- (g) fix compensation of Directors for serving on the Board or on a committee;
- (h) appoint, employ, suspend, terminate or remove the Chief Executive Officer; or
- (i) adopt the annual budget for the Corporation, except that the Executive Committee may amend a budget that has been previously adopted by the Board.

3.3. Removal. The President may not be removed at any time from membership on the Executive Committee, and shall be a member of the Executive Committee concurrently with his or her term of office as President. The Vice President and/or the Secretary/Treasurer of the Corporation may be removed as members of the Executive Committee at any time and for any reason, but only if, and contemporaneously with, the removal of such individuals as officers

pursuant to Section 8.3 of these Bylaws. If a successor Vice President and/or a successor Secretary/Treasurer are appointed, such individuals shall automatically, by virtue of their officer positions, also become members of the Executive Committee. Any one or more of the other three members of the Executive Committee (other than those holding their position by virtue of being the President, Vice President and Secretary/Treasurer of the Corporation) may be removed at any time and for any reason by action of the Board of Directors; provided, however, that in the event of such removal, the Board shall, at the same meeting at which the removal takes place, appoint successor Executive Committee members to fill those vacancies. To the extent possible, the Board shall fill those vacancies with individuals who meet the qualifications and requirements set forth in Section 3.1 of these Bylaws above; however, if no such individuals are available for appointment, the Board shall fill the vacancy with a Board member even if the qualifications and requirements of Section 3.1 of these Bylaws would not otherwise be satisfied.

3.4. Meetings. Meetings of the Executive Committee shall be held at such times and places as the Executive Committee may from time to time determine, and otherwise at the call of the Chief Executive Officer or the President. The actions of the Executive Committee shall be reported at the next regular meeting of the Board of Directors.

ARTICLE IV

AUDIT COMMITTEE

4.1. Purpose. The Corporation shall at all times have and maintain an Audit Committee. The purpose of the Audit Committee shall be to assist the Board of Directors in fulfilling its responsibilities to: (i) oversee the Corporation's accounting and financial reporting principles and policies and internal controls and procedures; (ii) oversee the Corporation's financial statements and the independent audit; and (iii) select the Corporation's outside auditors and evaluate their independence.

4.2. Members. The Audit Committee shall consist of three members of the Board, each of whom shall be non-employee Directors with no relationship to the Corporation that would interfere with the exercise of independence from management and the Corporation. Members of the Audit Committee shall be appointed by the Board of Directors at every other annual meeting, and shall serve for two (2) year terms or their earlier death, resignation or removal. The Board may remove a member from the Audit Committee, and fill any vacancies thereon, at any time at the pleasure of the Board.

4.3. Duties; Responsibilities. To carry out its purpose, the Audit Committee shall have the following duties and responsibilities:

- (a) With respect to the outside auditor, (i) to provide advice to the Board of Directors in selecting, evaluating or replacing outside auditors; (ii) to review the fees charged by the outside auditors for audit and non-audit services; (iii) to ensure that the outside auditors prepare and deliver annually a Statement as to Independence (it being understood that the outside auditors are responsible for the accuracy and completeness of

this Statement), to discuss with the outside auditors any relationships or services disclosed in this Statement that may impact the objectivity and independence of the Corporation's outside auditors and to recommend that the Board of Directors take appropriate action in response to this Statement to satisfy itself or the outside auditors' independence; and (iv) to instruct the outside auditors that the outside auditors are ultimately accountable to the Board of Directors and Audit Committee;

(b) With respect to financial reporting principles and policies and internal audit controls and procedures, (i) to advise management and the outside auditors that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices; (ii) to consider any reports or communications (and management's responses thereto) submitted to the Audit Committee by the outside auditors required by or referred to in SAS 61 (as codified by AU Section 380), as such may be modified or supplemented; (iii) to meet with management and/or the outside auditors to discuss the scope of the annual audit, to discuss the audited financial statements, to discuss any significant matters arising from any audit or report or communication referred to in item b(ii) above, whether raised by management or by the outside auditors, relating to the Corporation financial statements, to discuss the form of opinion the outside auditors propose to render to the Board of Directors, to discuss significant changes to the Corporation's auditors and accounting principles, policies, controls, procedures and practices proposed or contemplated by the outside auditors, or by management, and to inquire about significant risks and exposures, if any, and the steps taken to monitor and minimize such risks; and (iv) to discuss with the Corporation's legal counsel any significant legal matters that may have material effect on the financial statements, the Corporation's compliance policies, including material notices to or inquiries from governmental agencies; and

(c) With respect to reporting and recommendations, (i) to review and reassess this Article IV of the Corporation's Bylaws at least annually and recommend any changes to the full Board of Directors; and (ii) to report its activities to the full Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.

4.4 Meetings. The Audit Committee shall meet periodically as set forth in the annual schedule of Board and committee meetings and as necessary upon the request of the Chairman of the Audit Committee or upon the initiation of any one of the Audit Committee members. In addition, the Audit Committee shall meet separately, and at least annually, with management and with the outside auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately with the Audit Committee. The Audit Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or outside auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. Except in ordinary circumstances as determined by the Audit Committee Chairman, notice shall be delivered to all Committee members at least forty-eight (48) hours in advance of the meeting date.

4.5 Reporting. At the meeting of the Board of Directors following any meeting of the Audit Committee, a report of Audit Committee findings and actions shall be rendered by the Chairman of the Audit Committee.

ARTICLE V

COMMITTEES GENERALLY

5.1 Designation. The Board of Directors may at any time designate one or more committees in addition to the Executive Committee and the Audit Committee which will have such powers and duties, and such term of existence, as may be determined by the Board of Directors. The Board of Directors shall appoint the chairperson and other members of each such committee, and may remove members from such committees at any time, with or without cause.

5.2 Quorum; Taking Action. Presence of at least a majority of committee members shall constitute a quorum for any committee. The vote of a majority of the committee members present at a committee meeting at which quorum is present shall constitute the action of the committee.

5.3 Limitations. No committee shall have or exercise any of the powers prohibited of the Executive Committee in Section 3.2 of these Bylaws.

5.4 Reporting. All committees shall keep minutes of their proceedings and report to the Board of Directors when requested.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

6.1. Appointment; Responsibilities. The Board of Directors shall appoint and employ, and at any time may suspend or terminate and remove, a Chief Executive Officer. The Chief Executive Officer shall be the general manager and fiscal agent responsible for the administration of the Corporation's programs, finances and personnel within the framework of the policies, guidelines, and directives established by the Board of Directors. This shall include but not be limited to responsibilities incident to a chief executive officer of a business corporation. It shall be the responsibility of the Board of Directors to periodically define in writing, and to communicate to the Chief Executive Officer, the duties, responsibilities and expectations, the scope of authority, and the communication and reporting obligations attendant to the position of Chief Executive Officer.

6.2. Staff. The Chief Executive Officer shall employ and discharge, and determine the compensation and benefits of, such staff as the Chief Executive Officer may deem appropriate subject to the budget provisions and personnel policies established from time to time by the Board of Directors.

6.3. Management Authority. The Chief Executive Officer shall be responsible to the Board of Directors for the administrative management of the affairs of the Corporation subject to the approval and direction of the Board of Directors and shall work within an administrative budget and project budget(s) approved by the Board. The Chief Executive Officer shall have the authority: (a) to make administrative expenditures in the ordinary course of business, (b) to incur indebtedness or obligations in the ordinary course of business, and (c) to make expenditures and/or incur indebtedness or obligations outside the administrative budget, internal service fund, or project budget(s) approved by the Board of Directors, or outside the ordinary course of business, provided that such expenditures, indebtedness, or obligations do not exceed \$25,000 per occurrence or \$100,000 in the aggregate per fiscal year, unless prior approval has been granted by the Board of Directors or the Executive Committee. The Chief Executive Officer shall also have the authority, without the necessity of any action by the Board, to submit proposals or applications for grants and contracts, and to make and execute grants, contracts and private awards.

6.4. Delegation. Subject to these Bylaws and any other directives, limitations or restrictions imposed by the Board, the Chief Executive Officer may, in writing, delegate his or her responsibilities and authority to such other responsible persons as the Chief Executive Officer may, in his or her discretion, deem appropriate.

6.5. Ex-Officio Status. The Chief Executive Officer shall be an ex-officio member of the Board, with voice and without vote, and shall attend all meetings of both the Board of Directors and the Executive Committee. Notwithstanding the preceding sentence, the Chief Executive Officer shall not be deemed a director or an officer of the Corporation as those terms are defined in the Michigan Nonprofit Corporation Act, nor shall the Chief Executive Officer's presence at a meeting count toward the establishment of a quorum.

6.6. Employment Contract; University Appointments. The Chief Executive Officer shall be provided with a contract specified by the Board of Directors. Length and conditions of adjunct, associate or permanent appointments at the University of Michigan, Michigan State University and/or Wayne State University are at the discretion of the respective university.

6.7. Annual Evaluation. The Executive Committee shall conduct an annual evaluation of the Chief Executive Officer, and shall annually make a recommendation to the Board of Directors on the continuation of the contract and amount of compensation for the Chief Executive Officer. The recommendation of the Executive Committee shall be well documented in the Committee's minutes, and any recommended compensation shall be just and reasonable.

ARTICLE VII

MEETINGS

7.1. Participation by Conference Telephone. Except for closed meetings, members of the Board of Directors or of any committee of the Board may participate in meetings by means

of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting. Participation by conference telephone or similar communications equipment is not permitted for closed meetings of the Board or of any committee of the Board.

7.2. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors or committee may be taken without a meeting if all the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. Electronic transmission of consents is permitted. A consent given by electronic transmission is delivered when reproduced in paper form and the paper form delivered to the Corporation's principal office or to an officer or agent of the Corporation. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or the committee and the consent shall have the same effect as a vote of the Board of Directors or the committee for all purposes.

ARTICLE VIII

OFFICERS

8.1. Identity; Manner of Selection; Term of Office. The officers of the Corporation consist of the President who shall be the Director of the Michigan Department of Community Health or his or her appointee, as well as a Vice-President and a Secretary/Treasurer. The Vice-President and the Secretary/Treasurer shall be selected from among the Michigan Directors, Michigan State Directors, and Wayne State Directors. In no event shall the office of Vice President and the office of Secretary/Treasurer be held by a representative of the same University. Subject to the foregoing, the officers of the Corporation shall be selected by the Board of Directors at its annual meeting. Each officer's term of office shall continue until the next annual meeting of Directors and/or until his or her successor shall be appointed by the Board.

8.2. Other Officers and Agents. Other officers and agents may be appointed at any time by the Board of Directors as it shall deem necessary for the transaction of business. Such officers and agents shall exercise such powers and perform such duties as are delegated from time to time by the Board of Directors.

8.3. Removal. With the exception of the President, any officer may be removed from office at any time and for any reason by the Board of Directors.

8.4. Vacancies. Vacancies occurring in any office shall, to the extent practicable, be filled by the Board of Directors on or before the next regularly scheduled meeting of the Board following the creation of the vacancy.

ARTICLE IX

DUTIES OF OFFICERS

9.1. President. The President shall preside at all meetings of the Board of Directors and all meetings of the Executive Committee, and in addition, shall have such other duties as may be delegated to him or her by the Board of Directors.

9.2. Vice President. During the absence or incapacity of the President, the Vice President shall have all the powers and be subject to all responsibilities that are imposed on the President.

9.3. Secretary/Treasurer. The Secretary/Treasurer of the Corporation shall keep the minutes of all the meetings of the Board of Directors in books provided for that purpose; he or she shall attend to the giving and receiving of all notices of the Corporation; and he or she shall have charge of all books and records as the Board of Directors may direct; all of which shall, at all reasonable times, be open to the examination of any Director upon application at the office of Secretary/Treasurer; and in addition shall have such other duties as may be delegated to him or her by the Board of Directors.

ARTICLE X

FINANCIAL AND FISCAL MATTERS

10.1. Banking and Checks. The Board of Directors shall by resolution designate the bank or other depository in which funds shall be deposited in the name of the Corporation. All checks, drafts, notes, receipts, orders or other instruments for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

10.2. Execution of Legal Documents, Etc. The Board of Directors may specifically designate the officers and agents who shall have the power to execute any contract, conveyance or other instrument in the name of and on behalf of the Corporation.

10.3. Books and Records. Such books, records and accounts of the Corporation's business shall be kept and maintained as the Board of Directors shall deem advisable and as are required by law or by these Bylaws. Any such books, records and accounts shall be available for review by any Director of the Corporation at all reasonable times, upon application at the office of the Secretary/Treasurer.

10.4. Audit. The books, records and accounts of the Corporation's business shall be audited on an annual basis by such person(s) or organization(s) as selected by the Board of Directors.

10.5. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors.

ARTICLE XI

CONFLICT OF INTEREST

11.1. Disclosure of Conflicts. Whenever the Corporation may purchase from, sell to, borrow from, contract with or otherwise deal with any organization in which any Director of the Corporation might benefit or is in any way interested or involved, such interest or involvement shall be disclosed in advance to the Board of Directors and recorded in the minutes.

11.2. Disclosure of Competition. Any Director who has knowledge that his/her organization has competed or intends to compete for a grant or contract which the Corporation is also seeking to obtain shall promptly disclose that fact to the Board of Directors.

11.3. Recusal. Any Director having conflict of interest shall, during the course of discussion on the matter giving rise to the conflict of interest and at such time during that discussion as is determined by the President (or chair of the meeting), recuse himself or herself from further discussion of the matter, and also from a vote on the matter. The minutes should reflect the recusal from a portion of the discussion and from voting on the matter.

11.4. Director's Ability to Provide Information. The foregoing requirements shall not be construed as preventing the Director from briefly stating his/her position on the matter, nor from answering pertinent questions of other Directors, since his/her knowledge may be of assistance to the Board in its deliberations.

ARTICLE XII

AMENDMENTS

12.1. Amendment Procedure. These Bylaws may be altered, amended, added to, or repealed at any meeting of the Board of Directors, if notice of the proposed alteration, amendment, addition, or repeal be contained in the notice provided to each Director at least ten (10) days before such meeting. Amendment of the Bylaws shall require a vote of a majority of all of the members of the Board of Directors; provided, however, that no amendment which would adversely affect the rights of a specific class of Director under these Bylaws shall be effective unless at least one representative Director from that class votes in favor of that amendment, or unless the amendment is approved by unanimous written consent of the Directors.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

13.1. Indemnification; Third Party Actions. The Corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Corporation) by reason of the fact that the person is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

13.2. Indemnification; Actions in the Right of the Corporation. The Corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of this Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

13.3. Indemnification; Mandatory and Permissive Payments.

(a) To the extent that a Director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 13.1 or Section 13.2 of this Article, or in defense of a

claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

(b) An indemnification under Section 13.1 or Section 13.2 of this Article, unless ordered by a court, shall be made by this Corporation only as authorized in a specific case upon a determination that indemnification of the Director, officer, employee, volunteer or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 13.1 or Section 13.2. That determination shall be made in any of the following ways:

(1) By majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.

(2) If that quorum is not obtainable, then by a majority vote of a committee of Directors who were not parties to the action, suit, or proceeding. The committee shall consist of not less than two (2) disinterested Directors.

(3) By independent legal counsel in a written opinion.

(c) If a person is entitled to indemnification under Section 13.1 or Section 13.2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may 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.

13.4. Indemnification; Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 13.1 or Section 13.2 of this Article may be paid by this Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, volunteer or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

13.5. Indemnification; Continuation of Right. The indemnification provided in Sections 13.1 through 13.4 of this Article shall continue as to a person who has ceased to be a Director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors and administrators of any deceased or former Director, officer, employee or agent who would have been entitled to indemnification.

13.6. Indemnification; Hereunder Not Exclusive. The indemnification or advancement of expenses provided in Sections 13.1 through 13.4 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, these Bylaws or a contractual agreement. 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.

13.7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under Sections 13.1 through 13.6 of this Article.

13.8. Mergers. For purposes of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of the constituent corporation, or is serving as a director, officer, employee, volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation or business corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

ARTICLE XIV

DISSOLUTION

14.1. Discretionary Dissolution of Corporation. A dissolution of the Corporation shall be authorized only by the affirmative vote of a majority of Directors then in office. Notice of the meeting to authorize the dissolution shall be given to each Director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the Corporation. The notice shall include a copy or summary of the plan of distribution of assets.

14.2. Dissolution Procedure. If the dissolution is approved, the Corporation shall cease to conduct its affairs except as may be necessary for the winding up of the Corporation. It shall immediately, or at such other time as may be set forth in the Board resolution, cause a certificate of dissolution to be executed and filed with the State of Michigan setting forth: (a) the name of the Corporation; (b) the date and place of the meeting of Directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Directors.

14.3. Distribution of Assets. In the event of dissolution, all assets of this Corporation, real and personal, shall be distributed as provided in the Articles of Incorporation and applicable law.

CERTIFICATE

I, Dean Sienko, MD, MS, Secretary/Treasurer of Michigan Public Health Institute, a Michigan nonprofit corporation, hereby certify that these Amended and Restated Bylaws were duly adopted by the Board of Directors of the Corporation on December 3, 2012.

Dated: _____, 2012

Secretary/Treasurer

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