

**AMENDED AND RESTATED BYLAWS
OF
COREWELL HEALTH FOUNDATION WEST MICHIGAN**

A Michigan Nonprofit Corporation

**[As amended and restated effective June 26, 2018, and subsequently amended
December 12, 2022]**

ARTICLE I

Purpose and Powers

The purpose for which the Corewell Health Foundation West Michigan (“Foundation”) is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

ARTICLE II

Membership

2.1. Sole Member. The Foundation shall have one class of members, the only member of which shall be Spectrum Health Hospitals (“SHH”), a Michigan nonprofit corporation dba “Corewell Health West” (“CHW”), a wholly owned subsidiary of Corewell Health, a Michigan nonprofit corporation (the “System”).

2.2. Reserved Powers Retained by CHW. CHW shall have the reserved powers set forth in this section; provided, however, all such reserved powers shall remain subject to the rights of the System, as the sole shareholder of CHW, which may take any of the following actions with or without approval of CHW, within its sole and exclusive power and discretion. All references to “CHW” in these Bylaws shall be deemed to include the System where necessary to give effect to the reserved powers set forth in this Section 2.2. The Foundation’s Board of Trustees (or a committee thereof) may recommend action to CHW with respect to the following reserved powers. Subject to the rights of the System set forth above, the actions listed below may, notwithstanding any other provision of these Bylaws or the Articles, be unilaterally caused and/or taken by CHW, within its sole and exclusive power and discretion, and shall not be deemed authorized unless and until approved by CHW, even if such actions are delegated to the Foundation’s Board or others pursuant to these Bylaws or pursuant to the Authority Matrix as may be adopted from time to time by the System, a current copy of which is attached hereto as Exhibit A (the adoption of which by the System shall be deemed a delegation of the authorities set forth below) (the “Authority Matrix”):

- (a) Amendment of the Articles of Incorporation or Bylaws of the Foundation;

- (b) Election and/or removal of the members of the Foundation's Board of Trustees (including lifetime trustees, but not including honorary and emeritus trustees);
- (c) Election and/or removal of the Foundation's Chairperson of the Board of Trustees;
- (d) Hiring, discharge, and evaluation of the Foundation's President;
- (e) Adoption of the Foundation's strategic plans;
- (f) Adoption of the Foundation's annual operating and capital budgets and any amendments to such budgets;
- (g) All capital expenditures by the Foundation in excess of that amount (the "Authority Matrix Amount") set forth in the Authority Matrix;
- (h) All borrowings or guarantees of indebtedness by the Foundation (or any entity controlled by the Foundation);
- (i) All lending by the Foundation (or any entity controlled by the Foundation) to persons other than the System or any entity controlled by the System;
- (j) The Foundation's investments of cash and/or reserves, whether on an individual basis or as part of a pooled investment strategy;
- (k) Any merger or consolidation of the Foundation (or any entity controlled by the Foundation), or any other change in membership, control, or capital structure of the Foundation (or any entity controlled by the Foundation);
- (l) The creation of any entity controlled, directly or indirectly, by the Foundation;
- (m) The sale or transfer of more than ten percent (10%) of the assets of the Foundation (or any entity controlled by the Foundation) to any person or entity not controlled by CHW;
- (n) Dissolution of the Foundation;
- (o) The selection, retention, and oversight of the outside auditors for the Foundation (or entity controlled by the Foundation); and
- (p) In other cases when required by law or as otherwise provided in these Bylaws.

Notwithstanding the above, nothing in this Section 2.2 shall be construed to restrict the Board of Trustees' authority to acquire, sell and/or reinvest investment assets of the Foundation in the ordinary course.

2.3. Manner of Acting. CHW shall exercise its rights as sole member of the Foundation by resolution duly approved by its Board of Directors at any annual, regular or special meeting (or authorized by unanimous written consent of the directors of CHW). In addition, CHW's Board of Directors may delegate (in these Bylaws, the Bylaws of CHW or by resolution) some or all of its authority to act as the Foundation's sole member to the President of CHW. As long as CHW is the sole member of this Foundation, no meetings of the membership shall be required.

2.4. Compliance with System Policies. Notwithstanding anything contained in these Bylaws to the contrary, the Foundation shall at all times, to the extent not inconsistent with applicable law, comply with and implement the directives, policies, and procedures established by System.

ARTICLE III

Board of Trustees

3.1. Board of Trustees. Subject to CHW approval and/or action pursuant to Article II of these Bylaws, the business and affairs of the Foundation shall be managed by the Board of Directors (sometimes referred to herein as the "Board of Trustees"), which shall be the governing body of the Foundation. The Board of Trustees shall have charge, control and management of the business, property, personnel, affairs and funds of the Foundation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the code not inconsistent with these Bylaws, with the Articles of Incorporation or with the laws of the State of Michigan, in addition to, and not in limitation of, all powers express or implied, now or hereafter conferred upon boards of directors of nonprofit corporations.

3.2. Number and Term. The Board of Trustees shall consist of (a) the *ex officio* trustees identified by these Bylaws; and (b) the trustees in such number as CHW chooses to elect from time to time but in no event shall the total number of trustees be less than twelve trustees. Unless appointed by CHW for a shorter period and except as provided in Section 3.6 below, terms of the trustees shall be for a period of three (3) years and will commence on the date designated by CHW and will be arranged so that approximately one-third (1/3) of the terms expire each year (except for those individuals designated in Section 3.3 and serving in their capacities as *ex officio* trustees, whose terms shall not expire until they no longer hold that position by virtue of which they are an *ex officio* trustee).

3.3. Ex Officio Trustees. The following individuals will serve as trustees *ex officio* and with full voting rights:

President	Spectrum Health Hospitals dba CHW
Immediate Past President(s)	Butterworth Auxiliary Blodgett Auxiliary
President	Corewell Health Foundation West Michigan
Chairperson	Helen DeVos Children's Hospital Foundation Committee

3.4. Honorary Trustees. CHW may appoint one or more honorary trustees (non-voting) to serve until death, resignation, or removal. The position of honorary trustee is an honorary position only. While honorary trustees are welcome to participate in the Foundation's activities and provide guidance. An honorary trustee shall not be deemed to be a trustee for purposes of the Michigan Nonprofit Corporation Act or these Bylaws. Accordingly, honorary trustees shall not be entitled to vote, included in determining whether a quorum exists, entitled to notice of regular or special meetings of the Board of Trustees, or permitted to participate in executive sessions of meetings of the Board of Trustees. The position of honorary trustee, in addition to any other requirements created from time to time by the Board, shall be limited to those individuals who have not previously served as a member the Board of Trustees, but because of their commitment to the mission of CHW or their influence in the community deserve such recognition.

3.5. Emeritus Trustee. CHW may appoint one or more emeritus trustees (non-voting) to serve until death, resignation, or removal. The position of emeritus trustee is an honorary position only. While emeritus trustees are welcome to participate in the Foundation's activities and provide guidance, an emeritus trustee shall not be deemed to be a trustee for purposes of the Michigan Nonprofit Corporation Act or these Bylaws. Accordingly, emeritus trustees shall not be entitled to vote, included in determining whether a quorum exists, entitled to notice of regular or special meetings of the Board of Trustees, or permitted to participate in executive sessions of meetings of the Board of Trustees. The position of emeritus trustee, in addition to any other requirements created from time to time by the Board, shall be limited to those individuals who have served the Board of Trustees with particular distinction and made significant contributions to the work of the Board of Trustees and to the Foundation as a whole and have a continuing strong interest in the Foundation and a desire to remain involved.

3.6. Lifetime Trustee. CHW may confer on a limited number of trustees the honor of lifetime membership on the Board of Trustees. A lifetime membership will be conferred only upon trustees who have provided extraordinary and exemplary service and leadership on a sustained basis and a unique level of commitment to the Board of Trustees, the Foundation and

CHW and who meet all of the criteria for emeritus trustee. A lifetime trustee may attend Board meetings with full voting rights as long as he or she is able to participate in the meetings on a regular basis (and attends at least a majority of the meetings in each calendar year in person or via electronic participation as set forth in Section 4.9 below). At such time that a lifetime trustee is no longer able to participate in Board meetings on a regular basis (as described in the previous sentence), he/she will remain a lifetime member of the Board but without a vote.

3.7. Nomination and Designation of Board. CHW shall, at the annual meeting of its board of directors, elect and appoint the members of the Board of Trustees and appoint the Chairperson of the Board. Not less than thirty (30) days prior to CHW annual meeting, the Board of Trustees shall submit nominations to CHW board of directors for: (i) the seats of those trustees whose terms will expire during the twelve (12) month period immediately following such annual meeting; (ii) the seats of those trustees that are otherwise vacant; (iii) the appointment of lifetime trustees (if any), but not honorary and/or emeritus trustees; and (iv) the Chairperson of the Board. CHW will take such nominations under advisement, but shall not be obligated to elect or appoint the persons named in such nominations. In addition to the foregoing, CHW may at any regular or special meeting (or by unanimous written consent of the directors of CHW) elect and appoint members of the Board and/or lifetime trustees, but not honorary and/or emeritus trustees, and/or appoint the Chairperson of the Board, following non-binding consultation with the Chairperson of the Board.

3.8. Resignation and Removal. Any member of the Board of Trustees may resign from the Board at any time by giving written notice to CHW and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. CHW may, following consultation with the Chairperson of the Board of Trustees, remove any member (or members) of the Board of Trustees for any cause or without cause. Notwithstanding the foregoing, an *ex officio* trustee shall be removed only by removal of that individual from the position giving rise to his or her *ex officio* trustee status.

3.9. Vacancies. Upon the resignation or removal of a trustee, CHW shall, in its discretion, either: (i) designate a replacement trustee to serve out the remainder of the trustee's term, or for such term as designated by CHW, following non-binding consultation with the Foundation's Board of Trustees; or (ii) allow the seat to remain vacant until an individual is designated at a CHW board meeting pursuant to Section 3.7 of these Bylaws. In the case of an *ex officio* trustee position, the appointment of an individual to the underlying position giving rise to the *ex officio* trustee status shall automatically, and without the necessity of any further action by CHW or the Board of Trustees, make that individual an *ex officio* trustee of the Foundation by virtue of that appointment.

3.10. Meeting Attendance. Trustees are expected to attend the meetings of the Board and the committees on which they serve. Attendance records will be considered in determining which trustees should be recommended for reelection and in making appointments to committees.

3.11. Compensation; Conflicts of Interest. No person serving on the Board of Trustees shall be entitled to any compensation for services as a trustee, except as otherwise determined by a specific resolution of the Board of Trustees. Provided, however, that the foregoing shall not prevent the Board of Trustees from providing reasonable compensation to a trustee for services which are beyond the scope of his or her duties as a trustee, including services as a trustee, director or officer of another related entity, from reimbursing any trustee for expenses actually and necessarily incurred in the performance of his or her duties as a trustee, or from entering into a contract directly or indirectly with a trustee for the providing of goods or services to the Foundation, provided that such contract is entered into in accordance with the Corewell Health Conflict of Interest (Management) Policy. The term "conflict of interest," as defined in such policy, means any circumstance, relationship (financial or otherwise), activity, demand, or decision (made in the course of governance, management or professional responsibilities or otherwise) that adversely influences or appears to adversely influence the ability to (a) make objective decisions on behalf of the Foundation; and/or (b) act in the best interests of the Foundation in a manner consistent with the Foundation's tax-exempt purposes.

3.12 New Trustees. Each new trustee shall have an opportunity to participate in an orientation session and shall receive a Board orientation resource including current copies of the Articles of Incorporation, Bylaws, and other pertinent information regarding the organization and operation of the Foundation.

ARTICLE IV

Trustees' Meetings

4.1. Regular Meetings. The Board shall establish a schedule of the time and place for regular meetings which shall include at least four (4) regular meetings each year. The last regular meeting each year which precedes CHW's annual meeting at which trustees are to be elected shall be the annual meeting. Notice of regular meetings shall be mailed to each trustee not less than two (2) days before the meeting.

4.2. Special Meeting. The Chairperson, Vice Chairperson, or President may call a special meeting of the Board at any time.

4.3. Notice of a Special Meeting. Notice of a special meeting of the Board of Trustees stating the time, place, and purposes of the meeting must be given to each trustee by one of the following methods:

4.3.1. by mailing a written notice of such meeting to such address as the trustee designates from time to time or, in the absence of designation, to the last known address of the director at least two (2) days prior to the date set for such meeting;

4.3.2. by personally delivering a written notice of such meeting at least two (2)

days in advance of such meeting;

4.3.3. by orally notifying the trustee of such meeting at least two (2) days in advance, either personally or by telephone; or

4.3.4. by transmitting notice to the trustee at least two (2) days in advance by fax or email to the trustee's last known office or home fax number or email address or to such other location as the trustee designates from time to time.

4.4. Waiver of Notice. A trustee's attendance at or participation in a meeting waives any required notice to the trustee of the meeting, unless, at the beginning of the meeting or upon the trustee's arrival, the trustee objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A trustee may waive in writing any right to notice before or after a meeting.

4.5. Quorum. A majority of the trustees (excluding honorary or emeritus trustees) constitutes a quorum for the transaction of business. The act of a majority of those trustees present at any meeting at which there is a quorum is the act of the Board, except as provided by law, the Articles of Incorporation, or these Bylaws.

4.6. Voting Rights. With the exception of honorary or emeritus trustees, each trustee present in person at a Board meeting is entitled to one (1) vote.

4.7. Conduct of Meetings. Trustees' meetings shall generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

4.8. Action by Written Consent. Action required or permitted to be taken under authorization voted at a Board meeting may be taken without a meeting if, before or after the action, all trustees then in office consent to the action in writing. The written consents must be filed with the minutes of the Board. The consent has the same effect as a vote of the Board for all purposes.

4.9. Electronic Participation in Meeting. A trustee may participate in a meeting by means of a conference telephone or similar communications device through which all persons participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE V

Officers

5.1. Appointment or Election. CHW shall appoint the President of the Foundation, who shall hold office for an indefinite term at the pleasure of CHW. The Board of Trustees at its annual meeting shall appoint a Secretary and a Treasurer and may also appoint one or more other

officers. The Board, at its annual meeting, shall also elect a Chairperson and a Vice Chairperson from its members. The Chairperson shall be appointed by CHW pursuant to Section 2.2(c) hereof. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or verified by two or more officers.

5.2. Term and Reappointment. All officers other than the President shall hold office for an initial term of two (2) years or until a successor is elected or appointed and qualified, or until the officer's death, resignation, or removal. An officer other than the President who has served his/her initial two (2) year term may be reappointed for a limit of up to two (2) subsequent and successive one (1) year terms in the same office with the possibility of (2) additional years in that office (not to exceed a total of six (6) successive years in a particular office) if determined by the Board that continuity in leadership is required. An officer may serve in another office after completion of his/her term in office. The term limits set forth in this Section 5.2 shall apply only to time periods served on or after October 2012. The Vice Chairperson is not the Chairperson-elect and need not succeed the Chairperson in that office.

5.3. Removal and Vacancies. The Board may remove any officer other than the President with or without cause. The President may be removed at any time, with or without cause, but only by CHW. An officer may resign by written notice to the Foundation's President. The resignation is effective upon its receipt by the President or at a later date specified in the notice. The Board may but is not required to fill any vacancies in any officer position other than that of the President. In the event the Board does elect to fill a vacancy, the individual so elected shall hold office for the remainder of the term being filled and until a successor is elected or appointed and qualified, or until the individual's death, resignation, or removal. A vacancy in the office of President shall be filled by action of CHW.

5.4. Chairperson and Vice Chairperson. The Chairperson of the Board shall preside when present at all meetings of trustees. The Vice Chairperson shall preside in the Chairperson's absence. The Chairperson and Vice Chairperson shall perform other duties and have such powers as the Board specifies or these Bylaws provide.

5.5. President. The President is the chief executive officer of the Foundation. The President shall be appointed by CHW pursuant to Section 2.2(d) of these Bylaws. The President of CHW shall exercise the full authority of the Board of Trustees of the Foundation with regard to hiring, discharge, and evaluation of the Foundation's President and shall have the power to remove the President of the Foundation, with or without cause, as provided in and subject to CHW bylaws and subject to the terms of any applicable employment agreement; provided that the compensation and benefits payable to the President shall, prior to taking effect, be presented by the President of CHW. The President shall be accountable to and subject to the direction of CHW and the Board of Trustees of the Foundation and shall report periodically to the Board on Foundation matters as necessary or as the Board may request.

The President and/or his/her designees shall have the authority to adopt and revise policies and procedures for the Foundation. Except as otherwise provided in these Bylaws and subject to the Expenditure Authority Matrix, the President shall have authority to act on behalf of the Foundation in all matters in which the Foundation (or an entity directly or indirectly controlled by the Foundation) may act in its capacity as a member or shareholder of another entity. Subject to powers reserved to CHW in Section 2.2 hereof, the President shall sign contracts and agreements on the Foundation's behalf, except when the Board specifies the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the Board are carried into effect and performs all other duties necessary or appropriate of the office. In addition, the President shall have such other authorities specified in these Bylaws (including but not limited to those specified in Article VI) and as time to time authorized by the Board of Trustees or CHW.

5.6. Secretary. The Secretary shall:

5.6.1 Sign documents of the Foundation from time to time as required;

5.6.2 Keep (or cause to be kept) the minutes of the meetings of the Board and a record of actions of the voting members in one or more books or other archival means provided for that purpose;

5.6.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

5.6.4 Be custodian of the Foundation's corporate records; and

5.6.5 Perform such additional duties as may be assigned by the President or the Board.

5.7. Treasurer. The Treasurer shall:

5.7.1 Advise the Board respecting the Hospital's and Foundation's financial condition and the handling of its monies; and

Perform such additional duties as may be assigned by the President or the Board.

5.8. Other Officers. The Board may appoint other officers to perform duties and exercise authority that the Chairperson assigns or the Board prescribes.

ARTICLE VI

Committees

6.1. Establishment; Appointment of Chairpersons. The Board may establish standing or special committees from time to time as it deems appropriate to conduct the activities of the Foundation and shall define the powers and responsibilities of each such body. Except as otherwise provided in these Bylaws, the Chairperson shall appoint the members and chairperson of all committees, development councils or other groups for a term of at least one (1) year or until their successors are duly elected, subject to removal at any time by the Chairperson or by the Board; provided, however, no person may serve more than four (4) consecutive years as the chairperson of a committee. This general guideline of a maximum of four (4) consecutive years of service as a committee chairperson may be exceeded within the discretion of the Board during periods determined by the Board to require leadership continuity; however, in no event shall the chairperson serve more than six (6) consecutive years of service as a committee chairperson. A committee chairperson may serve as chairperson of another committee after completion of his/her term as committee chairperson. Individuals who are not members of the Board may serve on a committee other than the Executive Committee so long as such committee is not authorized to take action on behalf of the Board. The standing committees shall be the Executive Committee, the Committee on Trusteeship, the Finance Committee, and the Helen DeVos Children's Hospital Foundation Committee.

6.2. Executive Committee. There shall be an Executive Committee of the Board consisting of the trustees holding the following offices or positions: Chairperson, Vice Chairperson, President, Secretary, Treasurer, Chairperson of the Committee on Trusteeship, Chairperson and Vice-Chairperson of the Helen DeVos Children's Hospital Foundation Committee and President of CHW. The Board, at its discretion, may name additional members to serve on this Committee. Within limits prescribed by law or these Bylaws, the Executive Committee may exercise all powers and authority of the Board in management of the Foundation between meetings of the Board, or may have such lesser powers and responsibilities as the Board determines. All actions of the Executive Committee shall be reported to the Board at the Board meeting next succeeding such action.

Section 6.3. Committee on Trusteeship. The Board shall determine, from time to time, the scope of duties of the Committee on Trusteeship. Those duties shall include, but not be limited to, the following: assessment of the needs of the Foundation to assure that the Board membership reflects the needed characteristics, oversight of the Board orientation and development process and materials, oversight of the Board evaluation process, and the search for and evaluation of trustee candidates.

6.4. Finance Committee. The Finance Committee is charged with overseeing the financial affairs of the Foundation, including but not limited to financial performance, budgets, audits, risk management, insurance and tax compliance. The responsibilities of the Finance Committee shall include, but shall not be limited to, the following:

- (a) Establishing basic policies guiding (i) the development of operating and capital budgets for the Foundation; and (ii) subject to CHW's reserved powers, the investment and distribution of Foundation assets;
- (b) Reviewing and recommending to the Board of Trustees the annual capital and operating budgets for the Foundation;
- (c) Participating in decisions regarding capital expenditures as provided in the Expenditure Authority Matrix;
- (d) Conducting any internal or external audit functions assigned or delegated by CHW to the Foundation; and
- (e) Performing any other duties assigned by the Board of Trustees.

6.5. Helen DeVos Children's Hospital Foundation Committee. The Helen DeVos Children's Hospital Foundation Committee, which may from time to time also be referred to as the "Helen DeVos Children's Hospital Foundation Board," shall provide such general consultation, advice and recommendations to the Board of Trustees as may be appropriate with regard to the Foundation's activities in support of the Helen DeVos Children's Hospital, together with such other duties and responsibilities as may from time to time be assigned by the Board of Trustees. The Committee shall meet on an as needed basis as determined by the Chairperson of the Committee. The terms of the Helen DeVos Children's Hospital Foundation Committee shall be three (3) years each. Membership on the Helen DeVos Children's Hospital Foundation Committee shall be determined from time to time by the Helen DeVos Children's Hospital Foundation Committee, based upon nominations from the Committee on Trusteeship.

ARTICLE VII

Indemnification

7.1. Scope of Indemnity. Unless otherwise provided by law or the Articles of Incorporation or these Bylaws, the Foundation shall indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened against them, including actions by or in the right of the Foundation, by reason of the fact that such person was serving as a director or officer of the Foundation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The Foundation may indemnify other persons, including directors and officers, who were or are a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened against them, including actions by or in the right of the Foundation, by reason of the fact that the person is or was (i) an employee of the Foundation, (ii) a nondirector volunteer of the Foundation, (iii) an agent of the Foundation, (iv) serving at the

request of the Foundation as a director, officer, employee, partner, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise whether for profit or not, only to the extent authorized by resolution of the Board of Trustees or by contractual arrangement authorized by the Board of Trustees. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

7.2. Authorization of Indemnification. Unless ordered by a court or otherwise provided by law, the Foundation shall indemnify a person upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the Foundation's or CHW's best interests, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. Such determination shall be made (1) by a majority vote of a quorum of the Board consisting of trustees who were not parties to the action or suit, (2) if a quorum of disinterested trustees is not obtainable, by a majority vote of a committee of trustees who were not parties to the action and consisting of not less than two disinterested trustees, or (3) by independent legal counsel in a written opinion. Indemnification shall not be made, however, for a claim, issue, or matter in which the person has been found liable to the Foundation unless and only to the extent that the court in which the action or suit was brought has determined upon 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 expenses which the court considers proper.

7.3. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, nondirector volunteer or agent of this Foundation or is or was serving at the Foundation's request in any other enterprise against any liability incurred in such capacity.

ARTICLE VIII

Dedication of Assets

8.1. Prohibited Activities. Notwithstanding any other provisions of these Bylaws, no director, officer, employee, or agent of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization described in Section 501(c)(3) and 170(c)(2) of the Code, or any successor provisions thereto.

8.2. Use of Funds. The Foundation's funds and property shall be used exclusively for the Foundation's purposes described in the Articles of Incorporation. No part of the income or assets of the Foundation shall inure to the private benefit of any individual, member, or trustee.

8.3. Dissolution and Liquidation. If the Foundation's purposes fail or if the Foundation ceases to be approved as a tax-exempt organization under the federal Internal

Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Foundation's assets and accumulated income shall be distributed to CHW, or, if neither it nor a successor are in existence, to such other organizations as the trustees (or in default of designation by the trustees, the Circuit Court for the County of Kent, Michigan) shall designate as best accomplishing the purposes for which this organization was formed. An organization receiving such distribution must be qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Foundation shall be dissolved after all its property has been so distributed.

ARTICLE IX

Amendments

These Bylaws may be amended only by CHW acting pursuant to Section 2.2 of these Bylaws. No amendment of the Bylaws that is inconsistent with the Articles of Incorporation shall become effective prior to an amendment that may be required in the Articles of Incorporation.

EXHIBIT A



EFFECTIVE _____, 2022

AUTHORITY MATRIX

**FOR CAPITAL EXPENDITURES, LOANS TO NON-COREWELL HEALTH ENTITIES, DEBT, CAPITAL INVESTMENTS
AND SWAPS AND OTHER FINANCIAL ARRANGEMENTS**

COREWELL HEALTH WEST

Includes fiduciary governing boards of Corewell Health Grand Rapids Medical Center, Corewell Health Medical Group West, Corewell Health Big Rapids Hospital, Corewell Health Ludington Hospital, Corewell Health Reed City Hospital, Corewell Health Zeeland Hospital, Corewell Health Gerber Hospital, Corewell Health Pennock Hospital, Corewell Health Greenville Hospital, Corewell Health Kelsey Hospital, Corewell Health Continuing Care and Corewell Health Foundation West Michigan

APPROVAL AUTHORITY BY TYPE & AMOUNT OF EXPENDITURE	Capital expenditures [1]	Loans, Guarantees and Capital contributions/ investments in an entity owned less than 80% by Corewell Health or non-Corewell Health entities [2]	Leases [3]	Debt, Swaps and other financing arrangements
Greater than \$15,000,000	CH Board	CH Board	CH Board	CH Board
Greater than \$5,000,000 but Less than or Equal to \$15,000,000	CHWB [4] approves and reports to SHS Board	CH President/CEO approves and reports to CH Board	CH President/CEO approves and reports to CH Board	CH President/CEO, CH SVP/CFO and CH Finance & Audit Committee
Greater than \$2,000,000 but Less than or Equal to \$5,000,000	CHW Finance Committees	CH SVP/CFO approves and reports to CH President/CEO	CH SVP/CFO approves and reports to CH President/CEO	CH President/CEO, CH SVP/CFO and SHS Finance & Audit Committee
Greater than \$1,000,000 but Less than or Equal to \$2,000,000	CHW President	CH SVP/CFO approves and reports to CH President/CEO	CH SVP/CFO approves and reports to CH President/CEO	CH SVP/CFO approves and reports to CH President/CEO

NOTE: A higher level of authority in the matrix may unilaterally approve anything in the columns beneath that level of authority.

[1] Requires Business Plan signed by President and CEO prior to committee and board approvals.

[2] Includes the authority to create entity controlled, directly or indirectly, by the corporation. The authority to initiate joint ventures is always vested in the CH President/CEO.

[3] Represents any lease that is required to be recorded as a liability on the balance sheet. The amount of the lease is calculated by the initial lease term, not including renewals and/or extensions.

[4] CHWB acting in its capacity as either SHHG or SHMG Board, depending on which entity needs to approve.

AUTHORITY MATRIX FOR CAPITAL EXPENDITURES

Definitions

"**Approve**" shall mean the authority to review and either accept or modify, disapprove or send back for further consideration an expenditure or loan recommended at the subordinate level of authority.

"**Approve and Report**" shall include the authority to approve an expenditure, but shall require that such expenditure be affirmatively reported to the entity's governing board no later than the next meeting of the governing board.

"**Non-Corewell Health Entity**" shall mean any entity that is not controlled, directly or indirectly, by Corewell Health.

"**Recommend**" shall mean to initiate an action for consideration and approval or ratification by another entity or person in the System.

"**Review and Recommend**" shall include the authority to review and either accept for recommendation to the next level of expenditure authority or modify, disapprove, or send back for further consideration an expenditure recommended at the subordinate level of authority.