

**AMENDED AND RESTATED BYLAWS
OF
FOX MANOR, INC.**

ARTICLE I

NAME, REGISTERED OFFICE AND PURPOSES

Section 1.1: The name of this Corporation shall be “Fox Manor, Inc.” (herein referred to as the “Corporation”).

Section 1.2: The registered office and principal place of business of the Corporation is at 2300 Watkins Lake Road, in the City of Waterford, State of Michigan. The Corporation may establish or discontinue, from time to time, such other offices and places of business as may be deemed proper for the conduct of the Corporation’s business.

Section 1.3: The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as set forth in its Articles of Incorporation.

ARTICLE II

MEMBERSHIP

Section 2.1: The Corporation shall be organized on a nonstock, membership basis under the Michigan Nonprofit Corporation Act of 1982, as amended (the “Act”).

Section 2.2: The Members of the Corporation shall be the Prioress of the Dominican Sisters of Peace, Inc., a Kentucky nonprofit corporation (hereinafter the “Dominican Sisters of Peace”), her Council, and those persons who, from time to time, are appointed as Members by the Prioress. Members who are appointed by the Prioress may be removed at any time by the Prioress or the Members, with or without cause. The Prioress serves as Chairperson of the Members.

Section 2.3: The annual meeting of the Members of the Corporation shall be held at a time and place designated by the Chairperson of the Members.

Section 2.4: Special meetings of the Members shall be called by the Chairperson of the Members or at the request in writing of a majority of the Members, stating the purpose or purposes of such meeting. Subject to the notice requirements of Section 2.5 of this Article, any business which properly may be transacted by the Members may be transacted at any special meeting thereof. Special meetings shall be held at a place designated by the Chairperson of the Members.

Section 2.5: Except as otherwise required by Michigan law, notice of an annual, a regular or a special meeting of the Members shall be given to each Member of record entitled to vote at the meeting at least ten (10) but not more than sixty (60) days before the meeting either

personally, by mail, or by electronic transmission in a manner authorized by the Member receiving notice via electronic transmission. The notice of a meeting shall specify the purpose or purposes of such meeting and shall set forth an agenda of matters to be acted upon at such meeting. No action of the Members shall be deemed duly authorized or valid nor shall be deemed to have been taken by or on behalf of the Corporation unless these notice provisions shall have been complied with. Notwithstanding the generality of the foregoing, notice of any meeting of the Members called for the purpose of voting upon a merger or consolidation of the Corporation shall be given at least twenty (20) days before the date of such meeting, and such notice shall include a copy or summary of the plan or merger or consolidation. Further, any notice of a meeting called for the purpose of voting upon the dissolution of the Corporation shall include a copy or summary of the plan of distribution of the Corporation's assets.

Section 2.6: A Member or his or her attorney-in-fact may waive notice of a meeting by a signed waiver delivered to the Chairperson of the Members, either before or after the meeting. Attendance of a Member at a meeting also constitutes a waiver of notice of the meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.7: A Member may participate in a meeting of Members by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other, if all participants are advised of the remote communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 2.8: Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Members may be taken without a meeting if, before, at the time of, or after the action, all of the Members consent to the action in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1: The Board of Directors ("Board") of the Corporation shall consist of no fewer than nine (9) and no more than twenty-two (22) Directors, as follows:

- 3.1(a) *Ex Officio Directors.* The President of the Corporation and the Prioress of the Dominican Sisters of Peace (or, at the discretion of the Prioress, her designated representative) shall be voting "ex officio" Directors of the Corporation, and shall have all rights of a Director under the Corporation's Articles of Incorporation and Bylaws and applicable laws.
- 3.1(b) *At Large Directors.* In addition to the ex officio Directors of the Corporation, the Chairperson of the Members shall appoint at least seven (7) at large Directors, one of whom shall be a Roman Catholic cleric from the Archdiocese of Detroit.

Section 3.2: The term of the at large Directors shall be three years (3) and may be renewable for up to two more successive terms, for a total of no more than nine (9) years[, excluding initial partial terms (any initial partial term served by an at large Director shall be in addition to such nine (9) year term limitation).]

Section 3.3: The Board shall have such powers, authority, duties and responsibilities as may be provided by these Bylaws and are provided for the Board of Directors of a Michigan nonprofit corporation organized on a nonstock, membership basis.

Section 3.4: The at large Directors may be removed by the Chairperson of the Members with or without cause.

Section 3.5: Any at large Director of the Corporation may resign at any time by giving written notice to the Board Chairperson or Secretary, which notice shall be promptly forwarded to the Members and the Board. A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 3.6: Vacancies in the Board created by resignation, removal or otherwise shall be filled by the Chairperson of the Members of the Corporation in such a manner that the membership of the Board of Directors shall at all times satisfy the requirements of Section 3.1 above. An at large Director chosen to fill a vacancy for a partially completed term shall initially hold office until the scheduled end of the newly vacant term, or until his/her resignation or removal.

Section 3.7 The Board, by a duly adopted corporate resolution, may appoint such special committees of the Board, consisting of Directors and, if desired, one or more advisory members, as deemed necessary or convenient. Such resolution creating a special committee shall set forth among other things, the powers delegated to such committee and those reserved to the Board (subject to the limitations on committee powers set forth in sections 527 and 528 of the Act); the rights, duties, membership qualifications, and term of service of committee members; function of the advisory members (who shall not have a vote on committee matters); and such other specifications as are deemed to be administratively convenient to assist the Board in achieving the charitable purposes of the Corporation.

Section 3.8: The powers and duties of the Board shall include the following:

- 3.8(a) To recommend to the Members amendments to the philosophy, values, mission, objectives and purposes of the Corporation;
- 3.8(b) To recommend to the Members amendments to the Articles of Incorporation and Bylaws of the Corporation;
- 3.8(c) To recommend to the Members any merger, sale of substantially all assets, consolidation, liquidation, or dissolution involving the Corporation and the acquisition or creation of a subsidiary corporation;

- 3.8(d) To recommend to the Members the borrowing of funds in that amount which the Members have determined requires their approval;
- 3.8(e) To approve the distribution and the borrowing of funds (except as set forth in the preceding provision) for the purposes of the Corporation;
- 3.8(f) To recommend to the Members the distribution of assets upon liquidation and dissolution in a manner consistent with Michigan law, the Articles of Incorporation and these Bylaws;
- 3.8(g) To recommend the sale, purchase, lease or encumbrance of real property in excess of an amount set by the Members from time to time;
- 3.8(h) To review the financial statements, the annual operating and capital budget, and reports of the Treasurer at least annually;
- 3.8(j) To designate those individuals authorized to sign checks and draw funds in the name of the Corporation;
- 3.8(k) To designate the financial advisors, auditors, and legal counsel and any other major or material advisor to the Corporation;
- 3.8(l) To designate the registered agent of the Corporation;
- 3.8(m) To adopt, amend and ensure compliance with written corporate policies including a conflict of interest policy;
- 3.8(n) To perform long-term strategic planning and annually prepare a written assessment of the Board's performance which shall be delivered to the Members;
- 3.8(o) To review expenditures and legally binding instruments to be entered into in the name of the Corporation and approve those which are not required to be approved by the Members pursuant to Article XI;
- 3.8(p) To approve the proposed initiation of legal action in the name of or on behalf of the Corporation;
- 3.8(q) To recommend candidates for the Board of Directors to the Members; and
- 3.8(r) To recommend candidates to serve as the President of the Corporation to the Members.

ARTICLE IV

ORGANIZATION AND MEETING OF THE BOARD

Section 4.1: The Board shall hold its regular meetings on such dates and at such times as shall be fixed by resolution of the Board. Subject to the notice requirements of Section 4.3 of

this Article, any business which properly may be transacted by the Board may be transacted at any regular meeting thereof.

Section 4.2: Special meetings of the Board shall be called by the Secretary at the request of the Board Chairperson or at the request in writing of a majority of the Directors, stating the purpose or purposes of such meeting. Subject to the notice requirements of Section 4.3 of this Article, any business which properly may be transacted by the Board may be transacted at any special meeting thereof.

Section 4.3: Notice of a regular or a special meeting of the Board shall be given to each Director at least five (5) days before the meeting either personally, by mail, or by electronic transmission in a manner authorized by the Director receiving notice via electronic transmission. The notice of a meeting shall specify the purpose or purposes of such meeting and shall set forth an agenda of matters to be acted upon at such meeting. No action of the Board shall be deemed duly authorized or valid nor shall be deemed to have been taken by or on behalf of the Corporation unless these notice provisions shall have been complied with. However, any Director or his or her attorney-in-fact may waive the requirements related to notice set forth in this Section 4.3 of this Article by a signed waiver delivered to the Board Chairperson or Secretary, either before, during or after the meeting. Attendance of a Director at a meeting also constitutes a waiver of notice of the meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.4: Each Director who participates at a meeting, including each ex officio Director, shall be entitled to one vote on each matter considered by the Board. At every meeting of the Board, a simple majority of the Directors then in office shall constitute a quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board.

Section 4.5: A member of the Board or of a committee of the Board may participate in a meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with each other, if all participants are advised of the remote communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting by this method constitutes presence in person at the meeting.

Section 4.6: Any action required or permitted to be taken at any meeting of the Board or a committee thereof may be taken without a meeting, without prior notice, and without a vote, if all of the Directors or committee members entitled to vote thereon consent in writing or by electronic transmission. The consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

ARTICLE V

OFFICERS

Section 5.1: The officers of the Corporation shall be composed of a Board Chairperson, a Vice-Chair, a President, a Secretary, and a Treasurer. The Board Chairperson and the Vice-Chair shall be elected from among the Directors by the Board. The Secretary and the Treasurer shall be selected by the Board and may, but are not required to, be Directors. The President shall be appointed by the Members. Officers may be removed by the Board, except for the President, who serves at the pleasure of the Members. The offices of Secretary and Treasurer may be combined.

Section 5.2: The Board Chairperson shall preside at all meetings of the Directors. In the absence of the Board Chairperson, the Vice-Chair, President, and, if they are Directors, the Secretary or Treasurer, in that order, shall preside at meetings of the Directors.

Section 5.3: The President of the Corporation shall be the Chief Executive Officer and shall have the responsibilities set forth in the Act. Subject to the authority and oversight of the Board, the President shall:

- 5.3(a) Have general charge of the business of the Corporation;
- 5.3(b) Keep the Board fully informed and freely consult with them concerning the business of the Corporation in his or her charge;
- 5.3(c) Be responsible for the overall management of the facilities, the enforcement of the rules and regulations relative to the level of health care and safety of residents, and the protection of their personal and property rights;
- 5.3(d) Maintain through meetings and periodic reports an ongoing liaison with the Board Chairperson, the Board, medical and nursing staffs, and chief staff persons of the facilities;
- 5.3(e) Execute in the name of the Corporation all contracts or other obligations authorized in accordance with these Bylaws; and
- 5.3(e) Perform such other duties as from time to time may be assigned by the Board, and plan, organize, and direct those responsibilities assigned to him or her by the Board.

The duties of the remaining officers of the Corporation shall, subject to the express provision of these Bylaws, be such as usually attach to such offices and such further duties as may be assigned from time to time by the Board.

Section 5.4: The Board Chairperson, the Vice-Chair, the President and the Chairperson of the Members or her designee shall make up the Executive Committee of the Board. The Executive Committee shall have such duties as are delegated to it by the Board.

Section 5.5: All officers except the President shall hold office for a period of three (3) years, or until their successors are elected. The President shall serve at the pleasure of the Members.

ARTICLE VI

GENERAL POLICIES

Section 6.1: In all matters of policy which involve religious doctrine, the decision of the Board shall be subject to the approval of the Members.

ARTICLE VII

FISCAL YEAR

Section 7.1: The fiscal year of this Corporation shall be the calendar year, or such other fiscal year as the Board may determine.

ARTICLE VIII

REVERSION OF PROPERTY

Section 8.1: If at any time the purpose of the Corporation is abandoned, or the Corporation is liquidated or dissolved, any and all tangible and intangible real or personal property of the Corporation shall, unless otherwise expressly provided elsewhere and subject to the requirements set forth in the Articles of Incorporation, revert and be distributed to the Dominican Sisters of Peace.

ARTICLE IX

AMENDMENT OF BYLAWS

Section 9.1: The Bylaws of the Corporation may be altered, amended, changed, or repealed at any meeting of the Board by a majority vote of the entire Board upon notice to the Directors in writing specifying the time, place and proposed change, alteration or repeal contemplated. No alterations, amendment, change or repeal of any provision of these Bylaws shall become effective unless approved by resolution of the Members.

ARTICLE X

INSURANCE, INDEMNIFICATION AND VOLUNTEER DIRECTOR LIABILITY PROTECTION

Section 10.1: The Corporation shall indemnify any director, officer, employee or agent of the Corporation in the manner and to the extent specified in Sections 561 through 565 (MCL 450.2561, 450.2562, 450.2563, 450.2564a, 450.2564b, 450.2564c and 450.2565) of the Act, or such similar law as may be enacted from time to time.

Section 10.2: The Corporation shall carry, or shall cause to be carried liability insurance on its behalf and that of its directors, officers, employees and agents of the Corporation as provided in Section 567 (MCL 450.2567) of the Act, or such similar law as may be enacted from time to time.

Section 10.3: All rights of indemnification shall inure to the benefit of the heirs and personal representatives of the person involved.

The operation of this Article shall be subject to any applicable law, including the federal tax laws.

ARTICLE XI

APPROVAL BY MEMBERS

Section 11.1: The following actions in this Section 11.1 shall first be approved by the Directors and thereafter shall be submitted to the Members for approval.

- 11.1(a) Amendments to the philosophy, values, mission, objectives and purposes of the Corporation;
- 11.1(b) Amendments to the Articles of Incorporation and Bylaws of the Corporation;
- 11.1(c) Any merger, sale of substantially all assets, consolidation, liquidation, or dissolution involving the Corporation and the acquisition or creation of a subsidiary corporation;
- 11.1(d) The amount of the borrowing of funds which will require the approval of the Members;
- 11.1(e) The distribution of assets upon liquidation and dissolution in a manner consistent with Michigan law, the Articles of Incorporation and these Bylaws;
- 11.1(f) Acquisition, purchase, lease or other disposition of any real property in excess of an amount set by the Members from time to time;
- 11.1(g) The adoption of the annual operating and capital budgets;
- 11.1(h) Expenditures for (i) non-budgeted items in excess of such amount as may be set from time to time by the Members and (ii) items which are included in the Corporation's annual budgets but which exceed the budgeted amount by an amount in excess of such amount as may be set from time to time by the Members;
- 11.1(i) Incurrence, assumption or guarantee of any indebtedness to be secured by real property;

11.1(j) Execution of any contract that calls for the Corporation to expend a sum in excess of such amount as may be set from time to time by the Members; and

11.1(k) Adoption of the Corporation's long-range plans.

Section 11.2: The Members shall appoint the President and may remove the President with or without cause.

These Amended and Restated Bylaws were approved and adopted by the Members of the Corporation effective as of _____, 2022.