BY-LAWS OF THE
INSTITUTE FOR PATIENT MEDICATION SAFETY
AND PHARMACIST PEER-REVIEW (IPMSPPR)

ARTICLE I

OFFICES

SECTION 1. Office. The initial registered office of the Institute for Patient Medication Safety and Pharmacist Peer-Review (“IPMSPPR”) in the State of Michigan shall be in the City of Detroit, County of Wayne. The Board of Directors may change the location of the registered office of IPMSPPR.

SECTION 2. Purpose. The purpose for which IPMSPPR is organized is as follows:

(A) To improve patient safety and the quality of health care delivery, specifically as these relate to safe and effective medication use. Activities include:

(1) The collection and analysis, using peer-review and other appropriate measures, of patient safety data, reports, and records.

(2) The development and dissemination of information with respect to improving patient safety, such as recommendations, protocols, or information regarding best practices.

(3) Encouraging a culture of safety and of providing feedback and assistance to health care providers to effectively minimize patient risk.

(4) The maintenance of procedures to preserve confidentiality of and provide appropriate security for patient safety data, reports and records.

(B) IPMSPPR shall be operated in conformity with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (“Code”). No part of the earnings of IPMSPPR shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that IPMSPPR shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article.

No substantial part of the activities of IPMSPPR shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as provided
in Section 501(h) of the Code and IPMSPPR shall not participate in, or intervene on behalf of or in opposition to any candidate for public office. IPMSPPR shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

(C) To acquire, own, dispose of and deal with property and interest therein and to apply gifts, grants, bequests and devise the proceeds thereof in furtherance of the purposes of IPMSPPR.

(D) To do such things and to perform such acts and to accomplish such purpose as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c) of the Code, with all of the power conferred on non-profit corporations under the laws of the State of Michigan.

SECTION 3. Non-Profit Operation. IPMSPPR shall be operated exclusively for non-profit, tax exempt, purposes within the meaning of Section 501(c)(3) of the Code as a Michigan non-profit Corporation. No member of the Board of Directors, Trustee, or Officer of IPMSPPR shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of IPMSPPR shall inure to the benefit of any Director, Trustee, Officer or individual. No substantial part of the activities of IPMSPPR shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall IPMSPPR participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. General Powers. A Board of Directors shall initially be appointed by the Executive Board of the Michigan Pharmacists Association and shall have responsibility for organizational oversight including fiscal operation and management and organization and performance of appointed IPMSPPR officers. There shall be seven (7) directors. Six of the directors will be selected to represent the following areas of pharmacy and pharmacy practice: academia, hospital practice, community practice (independent), community practice (chain), ambulatory care, and long term care. The seventh director will be the chairman of the executive board of the Michigan Pharmacists Association.

The Board of Directors shall appoint the officers of IPMSPPR and have management of the property and funds of IPMSPPR and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Sections 501(c)(3) of the Code not inconsistent with these By-Laws and with the Articles of
Incorporation, or with the laws of the State of Michigan, including the power, duty, and responsibility to do all things which are lawful and necessary to the complete execution of the purposes for which IPMSPPR is formed. The general policies under which IPMSPPR shall operate in the fulfillment of its purposes shall be established and its business and affairs managed, controlled, and directed by the Board of Directors.

SECTION 2. Number, Tenure and Selection. Directors initially appointed by the Executive Board of the Michigan Pharmacists Association shall serve staggered terms of one to three years. Three directors, including the Chairman of the Board of the Michigan Pharmacists Association, will be initially appointed to one year terms, two will be appointed to two year terms and two will be appointed to three year terms. Following expiration of these initial appointments, new directors, with the exception of the Chairman of the Board of the Michigan Pharmacists Association who will rotate off the Board of Directors on an annual basis, will be elected to three year terms by the IPMSPPR Board of Directors following consultation with the Executive Board of the Michigan Pharmacists Association. If a mid-term vacancy occurs, the Board of Directors shall appoint a replacement to fill the unexpired term.

SECTION 3. Appointment of Officers. The Board of Directors shall appoint a President who shall serve as the Chief Executive Officer (CEO). The Board of Directors may appoint a secretary and/or a treasurer, however if no such appointments are made, the President will be responsible for carrying out the responsibilities of the unfilled office(s). The Board of Directors may appoint other individuals to serve in such offices or in such other capacities as it deems necessary to assure the orderly conduct of the business of IPMSPPR. Special committees may be appointed for the purposes and terms which the Board of Directors approves.

SECTION 4. Business. The business and affairs of IPMSPPR shall be managed by the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of IPMSPPR, but at least annually.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by the CEO upon written request of at least two (2) members of the Board of Directors.

SECTION 6. Notice of Special Meetings. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting.

SECTION 7. Waiver of Notice. Attendance at a Board of Directors meeting constitutes a waiver of notice of the meeting, except where someone attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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SECTION 8. Electronic Participation. A member of the Board of Directors may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

SECTION 9. Quorum. A quorum of the Board of Directors consists of four members.

SECTION 10. Voting. Each member of the Board of Directors is entitled to one (1) vote on each matter submitted to a vote. When an action is to be taken by a vote of the Board of Directors it shall be authorized by a majority of the votes cast by the Board of Directors.

SECTION 11. Action by Written Consent. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, not less than three-quarters of all members of the Board of Directors consent to the action in writing. Written consents shall be filed with the minutes of the proceedings of the Board of Directors. The consent has the same effect as a vote of the Board of Directors for all purposes.

SECTION 12. Compensation of Members of Board of Directors. No member of the Board of Directors shall be entitled to any compensation for his or her services as a member of the Board of Directors or as an officer. However, the foregoing shall not prevent IPMSPPR from providing reasonable compensation to the member or officer for services which are beyond the scope of his or her duties, reimbursing any member or officer for expenses actually and necessarily incurred in the performance of his or her duties, or from entering into a contract directly or indirectly with a member or officer for the provision of goods or services to IPMSPPR, if such contract is in the best interest of IPMSPPR and on fair and reasonable terms. In addition, IPMSPPR may provide reasonable compensation to Officers and staff who will handle the day-to-day activities of IPMSPPR.

SECTION 13. Robert's Rules of Order. Unless it is otherwise specified by these By-Laws, all meetings, voting, and procedures are to be governed by Robert's Rules of Order.

SECTION 14. Conflict of Interest. The Board of Directors shall adopt a Conflict of Interest policy governing the activities of its members.

ARTICLE III
OFFICERS

SECTION 1. Officers. The Board of Directors shall appoint a President who shall serve as the Chief Executive Officer (CEO). The Board of Directors may appoint a secretary and/or a treasurer, however if no such appointments are made, the President will be responsible for carrying out the responsibilities of the unfilled office(s). The Board of Directors may appoint other individuals to serve in such offices or in such other capacities as it deems necessary to assure the orderly conduct of the business of IPMSPPR.

Two or more offices may be held by the same person, however no person may execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation to be executed, acknowledged, or verified by two or more officers.

SECTION 2. Compensation. Compensation of Officers, if any, shall be established from time to time by the Board of Directors.

SECTION 3. The President. The President will serve as the Chief Executive Officer (CEO) and shall be appointed to serve a one (1) year term, or until a successor is named. The President shall be privileged to attend and participate without vote in the meetings of all committees of which he/she is not otherwise a member. He/she shall, subject to the control of the Board of Directors, have general and active management of the IPMSPPR business and affairs with such general powers and duties of supervision and management as are usually vested in the office. The President shall have power to appoint or discharge employees or agents, and to prescribe their duties and to fix their compensation.

The President shall preside at all meetings of the Board of Directors. He/she shall appoint, with the approval of the Board of Directors, members of all committees, and shall be an ex officio member of all committees.

Unless otherwise provided for in these By-Laws, the President shall sign all corporate documents and agreements on behalf of IPMSPPR, except when he/she or the Board of Directors instruct what signing be done with or by some other officer, agent, or employee. He/she shall see that all actions taken by the Board of Directors are carried out and shall perform all other duties incident to the office; subject, however, to his/her right and the right of the Board of Directors to delegate any specific power to any other officer of IPMSPPR. The President may not negotiate for or enter into any agreement on behalf of the IPMSPPR without the prior consent of the Board of Directors.

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SECTION 4. Secretary. A Secretary may be appointed by the Board of Directors to serve a one (1) year term, or until a successor is named. If no Secretary is appointed, the President shall carry out the roles and responsibilities of the office. The Secretary shall cause a record to be kept in permanent record form of all the meetings of the Board of Directors. The Secretary is responsible for providing notice to Members as required by law, the Articles of Incorporation, or by these By-Laws. He/she shall be the custodian of the corporate records, including a register of the names and addresses of each officer and director. The Secretary shall perform all duties incidental to his/her office and other duties assigned to him/her by the Board of Directors.

SECTION 5. Treasurer. A Treasurer may be appointed by the Board of Directors to serve a one (1) year term, or until a successor is named. If no Treasurer is appointed, the President shall carry out the roles and responsibilities of the office. The Treasurer shall be responsible for the safeguarding of all funds received by the IPMSPPR and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board of Directors.

SECTION 6. Removal and Resignation. Any officer appointed or elected by the Board of Directors may be removed by the Board of Directors with or without cause pursuant to these By-Laws. The authority of all other officers to act may be suspended by the Board of Directors or by the CEO for cause. An officer's removal shall not prejudice his contract rights, if any. However, appointment to an office does not itself create contract rights. An officer may resign by providing written notice to IPMSPPR. Notice of resignation is effective upon receipt or at a subsequent time designated in the notice.

SECTION 7. Vacancies. In the event of an officer's death, resignation, removal or other inability to serve, the Board of Directors shall select a successor who shall serve until the expiration of the normal term of such officer.

ARTICLE IV

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of IPMSPPR. The authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by a written instrument. When the Board of Directors authorizes the execution of a contract or of any other instrument in the
name of and on behalf of IPMSPPR without specifying the executing officers, the
President may execute the instrument.

No contract or transaction between IPMSPPR and one or more of its officers, or between
IPMSPPR and any other corporation, partnership, association or other organization in
which one or more of its officers are Directors or officers or have a financial interest,
shall be void or voidable solely for this reason, or solely because the officer is present at
or participates in the meeting of the Board of Directors or a committee of the Board of
Directors which authorizes the contract or transaction, or solely because his or her votes
are counted for such purpose, if:

(A) The material facts as to the relationship or interest and as to the
contract or transaction are disclosed or are known to the Board of
Directors or the committee, and the Board of Directors, in good faith,
authorizes the contract or transaction by the affirmative vote of a majority
of the disinterested members of the Board of Directors, even though the
disinterested members are less than a quorum; or

(B) The contract or transaction is fair to IPMSPPR as of the time it is
authorized, approved or ratified by the Board of Directors.

SECTION 2. Loans. No loans shall be contracted on behalf of IPMSPPR, and no
evidences of indebtedness shall be issued in its name unless authorized by a resolution of
the Board of Directors. Such authority may be general or confined to specific instances.
No loan or advance to, or overdraft of, withdrawal by an officer of IPMSPPR other than
on ordinary and usual terms of payment and security shall be made or permitted, unless
each transaction is approved by a vote of two-thirds (2/3) of the members of the Board of
Directors, excluding any officer involved in the transaction. A full and detailed statement
of all transactions and any payments shall be submitted at each Annual Meeting of the
Members, and the aggregate amount of such transactions, less any repayments, shall be
stated in each Annual Report to officers.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for payment of
money, notes, or other evidences of indebtedness issued in the name of IPMSPPR shall
be signed in accordance with the policies established by the Board of Directors.

SECTION 4. Deposits. All funds of IPMSPPR not otherwise employed shall be
deposited from time to time to the credit of IPMSPPR in the banks, trusts, companies, or
other depositories that are selected by the Board of Directors.

ARTICLE V

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SELECTION OF YEAR

SECTION 1. The fiscal year of IPMSPPR shall begin on the 1st day of January and end on the last day of December in each year.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Indemnification. Provided such indemnification does not violate the status of IPMSPPR as an organization described in Section 501(c)(6) of the Code and subject to all of the other provisions of this Article, IPMSPPR shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of IPMSPPR). Such indemnification shall apply only to a person who was or is an Officer of IPMSPPR, a member of its Board of Directors, or who was or is serving at the request of IPMSPPR as an Officer, Director, Partner, Trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of IPMSPPR or its Members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of IPMSPPR or its Members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Derivative Actions. Subject to all of the provisions of this Article, IPMSPPR shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of IPMSPPR to procure a judgment in its favor because (a) the person was or is an Officer of IPMSPPR (b) the person was or is a member of the Board of Directors, (c) the person was or is serving at the request of IPMSPPR as an Officer, Director, Partner, Trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and

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amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of IPMSPPR or its Members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to IPMSPPR unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

SECTION 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of an Officer as an employee or agent of IPMSPPR as well as in such person’s capacity as a member of the Board of Directors. Except as provided in Section 3 of this Article, IPMSPPR shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

SECTION 5. Determination that Indemnification is Proper. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by IPMSPPR only as authorized in the specific case. IPMSPPR must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, which is applicable. Such determination shall be made in any of the following ways:

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

(b) If the quorum described in clause (a) above is not obtainable, then by a committee of members of the Board of Directors who are not parties to the action. The committee shall consist of not less than two disinterested members.

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

(d) By the Members.
SECTION 6. Proportionate Indemnity. If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, IPMSPPR shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 or 2 of this Article may be paid by IPMSPPR in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses. If it is ultimately determined that the person is not entitled to be indemnified by IPMSPPR. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

SECTION 8. Non-Exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with IPMSPPR. 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.

SECTION 9. Indemnification of Employees and Agents of IPMSPPR. IPMSPPR may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of IPMSPPR to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Officers of IPMSPPR.

SECTION 10. Former Officers. The indemnification provided in this Article continues for a person who has ceased to be an Officer or member of the Board of Directors and shall inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 11. Insurance. IPMSPPR may purchase and maintain insurance on behalf of any person who (a) was or is an Officer, employee, or agent of IPMSPPR or (b) was or is serving at the request of IPMSPPR as an Officer, Director, employee or agent of another IPMSPPR, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not IPMSPPR would have power to indemnify against such liability under this Article or the laws of the State of Michigan.
SECTION 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to IPMSPPR and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits IPMSPPR to provide broader indemnification rights that such provisions permitted IPMSPPR to provide before any such change.

ARTICLE VII

AMENDMENTS

The By-Laws may be amended or altered during a business meeting of the Board of Directors by a majority vote provided that the proposed change was introduced for discussion at the immediately preceding business meeting of Board.

Discussion Draft: August, 2010