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**BYLAWS**  
**of**  
**NATIONAL PRESERVATION PARTNERS NETWORK**

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**BYLAWS**  
**OF**  
**NATIONAL PRESERVATION PARTNERS NETWORK**  
(A Michigan Nonprofit Corporation)

**ARTICLE I - OFFICES**

**Section 1.01**     **Name.** The name of the corporation is as stated above (hereinafter referred to as the “Corporation”).

**Section 1.02**     **Resident Agent and Registered Office.** The Resident Agent and Registered Office of the Corporation shall be a person and a location in the State of Michigan stated in the Articles of Incorporation. The Board of Directors may change the Resident Agent and/or Registered Office at any time.

The Board of Directors may authorize the Corporation to qualify to do business in such foreign states as the Board determines are necessary for the Corporation to conduct its affairs.

The Board of Directors may designate the Corporation’s resident agent and/or registered office in any State, and may change this at any time. Upon any change in the resident agent or registered office of the Corporation in any State, the Chair shall cause to be filed in such State an appropriate form containing the name of the new resident agent and/or new address of the registered office and such other information as may be required to accomplish the change.

**Section 1.03**     **Business Offices.** The Corporation may have business offices at such places as the Board of Directors may determine.

**ARTICLE II - PURPOSE**

**Section 2.01**     **General.** The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation. The National Preservation Partners Network advances the growth and effectiveness of the organized preservation movement through communication, education, training, and a common advocacy agenda.

**ARTICLE III - ORGANIZATION**

**Section 3.01**     **Organization.** The Corporation shall be a non-stock corporation, organized on a directorship basis pursuant to the Michigan Nonprofit Corporation Act, P.A. 162 of 1982, and any amendments thereto (“Act”).

**ARTICLE IV - BOARD OF DIRECTORS**

**Section 4.01**     **Functions.** Except as specifically provided in the Corporation’s Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. All rights, powers, duties and responsibilities relative to the management and control of the Corporation’s property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on

behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

**Section 4.02**     **Number, Selection and Term.** The number of Directors which shall constitute the Board of Directors shall be not less than five (5) people and not more than twenty-five (25) people. The number to serve on the initial Board of Directors shall be determined by the Incorporator. Thereafter, the size of the Board of Directors shall be determined by the Directors. If the number of Directors falls below the minimum established by these Bylaws or the Board (but not less than three (3)), the Board shall be deemed to have approved an amendment to these Bylaws to approve such lower number and the Board, as so constituted, may take action that binds the Corporation.

All Director positions shall initially be filled by a vote of the Incorporator and thereafter, as these Directors terms expire, by a vote of the Board of Directors, as provided in Section 4.09 below.

All Directors shall serve three year terms, with the terms of one-third of the Directors expiring each year. To accomplish this, one-third of the initial Board of Directors shall serve for a one-year term; one-third shall serve for a two-year term and one-third shall serve for a three-year term, with the Incorporator designating which Directors will serve terms of one, two or three years. Thereafter as a Director's term expires, the person elected to fill that position shall serve for a three-year term. If the size of the Board is reduced in number, then the Board, if it determines it is necessary, may change the terms of any Directors serving on the Board and assign to them terms of less than three (3) years so that the terms of approximately one-third of the Directors will expire each year.

A Director may serve two (2) consecutive three-year terms. Except as provided herein, after a Director has served two (2) consecutive three-year terms, such Director must wait one year before he/she can be reelected or reappointed as a Director. If a Director serves two consecutive full terms, but one of these terms is less than three (3) years, then this Director may be reelected for a third consecutive term of three (3) years and then must wait one-year before he/she can be reelected or reappointed as a Director. Notwithstanding the foregoing limits, an Officer who is also a Director may continue to serve as a Director as long as he/she is an Officer.

Notwithstanding the foregoing, the Board of Directors shall contain representation from Preservation Action and the National Trust for Historic Preservation (each a "Designated Organization"). Each Designated Organization may appoint one individual to serve as a Director for a three-year term and such individual may serve consecutive terms as a Director for so long as he/she is a representative of such Designated Organization. Additional organizations may be appointed as Designated Organizations upon the affirmative vote of a majority of all Directors then in office.

**Section 4.03**     **Meetings.**

The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Corporation. The Board shall use its best efforts to meet in person at least two (2) times per year, including the annual meeting. Each Director shall use his/her best efforts to attend at least one in-person meeting annually.

The annual meeting of the Board of Directors of the Corporation shall be held on a date, time and place determined by the Board of Directors; however, the Board shall use its best efforts to not schedule a meeting for a holiday. At the annual meeting, the Board shall fill any Director

positions whose terms have expired or that are vacant and the Board may consider any other business that is properly brought before the meeting. If less than a quorum of Directors attends an annual meeting, then the matters that were to be considered at such annual meeting may be taken up by the Board at any later regular, special or annual meeting or by unanimous written consent.

Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the Chair, by a majority of the Executive Committee, or by five (5) of the Directors.

Regular monthly meetings of the Board of Directors, other than the in-person meetings, shall be held at times and places convenient to the Directors and shall include a conference call option. Directors shall use their best efforts to attend on an annual basis at least two-thirds of the scheduled monthly meetings.

**Section 4.04 Notice of Meetings.** Unless required by the Act or otherwise provided in these Bylaws, the annual, regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof given to each Director by notice at least seven (7) days before the meeting in any of the following manners: (a) given personally, either orally (including by telephone) or in writing; (b) by electronic transmission (as described in Section 11.05 below); or (c) by written notice sent by mail.

If a purpose of any Director meeting is to vote to amend the Corporation's Articles of Incorporation or Bylaws, then notice of the meeting shall be given to all Directors as stated in Section 12.01.

The Board of Directors may, by resolution, set the date, time and place for regular meetings of the Board, or approve a method for determining when a regular meeting will be held (e.g. 5:30 pm on the first Monday of each month at a designated location). A Director shall have received notice of the regular meeting dates if he or she is present at the meeting at which the resolution approving the meeting dates was adopted, or, if the Director was not present at the meeting and was given a notice, as described above, informing him or her of the regular meeting dates, times and locations; in such case, no further notice has to be given to the Director of the date, time and place of any regular meeting. In case the Board shall change the date, time or place of regular meetings, notice of this action shall be promptly given to each Director who shall not have been present at the meeting at which the action was taken, with the notice being given as required for annual meetings of the Board.

If the Board decides that a Director can participate in a meeting by conference call or other remote communication, pursuant to Section 4.15 below, this shall be stated in the notice of the meeting, together with instructions the Director can use to join the meeting by conference call or other remote communication.

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting, unless he or she, at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

**Section 4.05 Resignation.** A Director may resign at any time by giving written notice (including email) to the Board or to the Chair or Secretary of the Corporation. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 4.06**     **Removal.** Any Director may be removed at any time, for cause, by vote of a majority of Directors then in office.

**Section 4.07**     **Vacancies.** An opening on the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled at any time, at an annual, regular or special meeting, by the affirmative vote of a majority of the remaining Directors, though less than a quorum, or by an action by unanimous written consent. A person elected by the Directors to fill a vacancy in a Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A Director elected by the Directors because of an increase in the number of Directors shall serve for an initial term that is approved by the Directors, not to exceed three (3) years, with the number of years in the initial term being such that the terms of approximately one-third of all Directors will expire every year.

**Section 4.08**     **Quorum.** The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

**Section 4.09**     **Voting.** The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote. Except for voting by unanimous written consent, pursuant to Section 4.10, Directors must be present in person to vote (including being present by remote communication). Except for voting to elect Directors, as provided below, no proxy voting is allowed and Directors cannot send persons to act in their place.

In voting to elect Directors, Directors shall be elected by a plurality of the votes cast at an election.

Unless prohibited by the Corporation's Articles of Incorporation or these Bylaws, a Director who cannot attend a meeting of the Board of Directors (either in person or by remote communication) at which Directors are to be elected (an "Absent Director") may deliver a proxy to another Director that authorizes such Director to act for the Absent Director with respect to the election of Directors.

If an Absent Director wishes to give a proxy to another Director to vote in the election of Directors, such proxy shall meet either of the following requirements:

be in writing and delivered to the Director whom the Absent Director is authorizing to vote on his or her behalf in the election of Directors and such writing shall authorize such Director to vote in the election of Directors as the Absent Director's proxy. The Absent Director shall sign the writing or cause his or her signature to be affixed to the writing by any reasonable means, including facsimile signature; or

be transmitted by means of electronic transmission to the Director whom the Absent Director is authorizing to vote in the election of Directors as proxy. Any electronic transmission must either set forth or include with it information from which it can be determined that the electronic transmission was authorized by the Absent Director. If an electronic transmission is determined to be valid, the person making the determination at the election shall specify the information on which he or she relied to make this decision.

An original or a copy of the writing or electronic transmission granting the proxy shall be presented at or before the meeting at which the vote will be cast so that it can be verified to be valid. A copy, facsimile telecommunication or other reliable reproduction of the writing that authorizes a person to act as a proxy for an Absent Director may be substituted or used in lieu of the original writing or electronic transmission for any purpose for which the original writing could be used, if the copy, facsimile telecommunication or other reliable reproduction is a complete reproduction of the entire original writing or transmission.

An Absent Director may only grant a proxy for the election of Directors. If other matters will be voted on by the Board, in addition to the election of Directors, an Absent Director is not allowed to grant a proxy to another person to vote on these other matters and any such proxy given by an Absent Director is invalid and ineffective for these other matters.

A proxy may be revoked or cancelled at any time and it is not valid after three years from its date unless otherwise provided in the proxy. A proxy shall also cease to be valid if the person who granted the proxy is no longer serving as a Director.

**Section 4.10**     **Action by Unanimous Consent.** Action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the Board of Directors or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board of Directors or the committee. The consent has the same effect as a vote of the Board of Directors or the committee for all purposes.

**Section 4.11**     **Compensation of Directors.** A Director, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, receive reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the Director in his or her capacity as a Director. A Director may also be compensated for duties or services he/she performs that are beyond the scope of his/her duties as a Director, with the payment being subject to the provisions of Article IX below.

**Section 4.12**     **Discharge of Duties.** A Director or Officer shall discharge the duties of that position in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner he or she reasonably believes is in the best interests of the Corporation. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

(a) one or more Directors, Officers, or employees of the Corporation, or of a domestic or foreign corporation or business organization under joint control or common control, whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;

(b) legal counsel, public accountants, engineers, or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence;

(c) a committee of the Board of which he or she is not a member if the Director or Officer reasonably believes that the committee merits confidence.

A Director or Officer is not entitled to rely on information described in subsections (a), (b) or (c) above if he or she has knowledge concerning the matter in question that makes reliance otherwise unwarranted.

If a Director or Officer is subject to the Uniform Prudent Management of Institutional Funds Act, MCLA 451.921 to 451.931 (the “UPMIFA”), the Director, in discharging his/her duties under such act shall conform to the standards of the UPMIFA .

**Section 4.13 Directors’ Liability for Corporate Actions.** Directors who vote for or concur in any of the actions described in Section 551(1) of the Act, including, making a loan to a Director or Officer of the Corporation or to a subsidiary that is contrary to the Act, are jointly and severally liable to the Corporation for its benefit or for the benefit of its creditors for any legally recoverable injury suffered by the Corporation or those creditors as a result of the action in an amount that does not exceed the difference between the amount paid or distributed and the amount that lawfully could have been paid or distributed. A Director is not liable under this section if he or she complied with the requirements of Section 541 of the Act.

**Section 4.14 Presumption of Director’s Concurrence in Absence of Dissent.** If a Director is present at a meeting of the Board of Directors, or an executive committee of which he or she is a member, and action on a corporate matter referred to in Section 4.13 of this Article is taken at that meeting, the Director is presumed to concur in that action unless his or her dissent is entered in the minutes or unless he or she files a written dissent to the action with the person acting as secretary of the meeting before or promptly after the adjournment of the meeting. The right to dissent does not apply to a Director who voted in favor of the action.

A Director, who is absent from a meeting of the Board of Directors or an executive committee of which he or she is a member, and action on a corporate matter described in Section 4.13 is taken at that meeting, the Director is presumed to concur in the action unless he or she files his or her dissent with the secretary of the Corporation within a reasonable period of time after he or she has knowledge of the action.

**Section 4.15 Participation in Meeting by Telephone or Remote Communication.** Provided the Chair or the Board approves of using conference telephone or other means of remote communication during a meeting, a member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. This includes participation through the internet or other forms of electronic communications approved by the Board, provided that a record of the communications at the meeting can be created and maintained for the minutes of the meeting.

If conference telephone or other means of remote communication will be used in a meeting, the notice of the meeting shall advise Directors of this and provide them with instructions on how to remotely connect to the meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting and a Director may vote, as if physically present at the meeting.

The Board may adopt procedures for conducting meetings by means of electronic communications devices. Such procedures shall comply with the Act, these Bylaws and the Corporation’s Articles of Incorporation.

**Section 4.16 Minutes of Meetings.** Minutes shall be taken for all meetings of the Board of Directors and committees with authority to act on behalf of the Board. The minutes shall document the action taken at the meeting, when it was taken and who made the motions and the decisions that were made and any information required to show how decisions complied with any policies of the Corporation, including the conflict of interest and compensation policies. The person who records such minutes shall use his or her best efforts to prepare written minutes and circulate these

to the Board by the later of the following dates: the next meeting of the Board or committee or sixty (60) days after the date of the meeting.

**Section 4.17 Report to Directors.** The Corporation, at least once each calendar year, shall prepare or have prepared a report of the Corporation for the preceding fiscal year and present the report at the annual meeting of the Board of Directors and such other times as the Board may direct. The report shall include all of the following for the Corporation's preceding fiscal year:

- (a) its income statement.
- (b) its year-end balance sheet, including trust funds and funds restricted by donors or the Board.
- (c) its statement of source and application of funds, if the Corporation prepared that statement.
- (d) any other information required by the Act.

The report may be distributed by electronic transmission or by making the report available for electronic transmission. If the report is distributed electronically, the Corporation shall provide the report in written form to a Director on request.

**Section 4.18 Examination of Books and Records.** A Director may examine any of the Corporation's books and records for a purpose reasonably related to his or her position as a Director. A Director wishing to examine any books and records shall submit a notice to the Secretary of the Corporation that he or she wishes to examine books and records and attempt to reasonably describe the books and records to be inspected. The Corporation shall use its best efforts to gather the requested books and records for examination. The examination shall take place at the office of the Corporation, unless the Board or Chair selects another location that is reasonably near to the Corporation's office. The Corporation shall allow the examination to be conducted within a reasonable period of time following receipt of the notice from the Director asking to examine the books and records. The Board may adopt additional procedures for the examination of books and records by a Director.

## **ARTICLE V - OFFICERS**

**Section 5.01 Officers.** The Officers of the Corporation shall be a Chair, Vice Chair, a Treasurer, and a Secretary. The Officers shall be elected by the Board of Directors at its first meeting and at each annual meeting thereafter. The Board of Directors of the Corporation may from time to time elect or appoint other Officers including Vice Chairs, Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of Chair and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Each Officer shall be elected for a term extending until the next annual meeting of the Board of Directors or until his or her resignation or removal.

**Section 5.02**     **Chair.** The Chair shall be the chief executive officer of the Corporation. The Chair shall preside at all meetings of the Board of Directors. Unless otherwise provided by resolution of the Board of Directors, the Chair shall have the power and authority, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, contracts, instruments, papers and certificates of every conceivable kind and character and take all steps that the Chair may deem necessary or desirable to effectuate the actions and policies of the Board. The Chair shall also perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be, ex officio, a member of all standing committees. The Chair shall also supervise the Administrator.

**Section 5.03**     **Vice Chair.** The position of Vice Chair is required. A Vice Chair shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event the Chair is absent, unavailable or no longer in office, then the Vice Chair shall perform the duties and exercise the powers of the Chair. However, the Vice Chair shall not terminate or change the duties of any employees, change any committee appointments, or undertake any other material action normally performed by the Chair unless the Board approves or unless the Board officially elects the Vice Chair as Chair.

**Section 5.04**     **Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of the Board, and all other notices required by law and these Bylaws. The Secretary shall have the responsibility for maintaining the official minutes and records of the Corporation, except such financial records that are the responsibility of the Treasurer, which shall at all times remain the property of the Corporation and be open to inspection by any Officer. The Secretary shall perform such other duties as may be assigned by the Chair or the Board. Unless otherwise directed by the Board or by the Chair, the Secretary may utilize the services of the staff of the Corporation when performing these duties, including the appointment of an Assistant Secretary.

**Section 5.05**     **Treasurer.** The Treasurer shall have the responsibility for the financial records of the Corporation, which shall at all times remain the property of the Corporation and be open to inspection by any Officer. The Treasurer shall be responsible for the receipt, custody and disbursement of the Corporation's funds, under procedures, rules and orders established by the Board. The Treasurer shall report the financial condition of the Corporation at meetings of the Board and such other reports as may be directed by the Board or Chair. The Treasurer shall also assist in preparing the report described in Section 4.17 that is to be presented at the annual meeting of the Board. The Treasurer shall also perform such other duties as may be assigned by the Chair or the Board. The Treasurer and the Chair cannot be the same person holding both of those positions at the same time.

**Section 5.06**     **Giving of Bond by Officers.** All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security, as the Board shall require. The Corporation shall assume the cost of providing any bond required hereunder.

**Section 5.07**     **Compensation of Officers.** No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as an Officer.

**Section 5.08**     **Resignations.** Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chair of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the resignation shall be

immediately effective on receipt and acceptance of such resignation shall not be necessary to make it effective.

**Section 5.09**     **Removal.** Any of the Officers designated in Section 5.01 of this Article V may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a two-thirds majority of the total number of Directors.

**Section 5.10**     **Vacancies.** If there is a vacancy in any Officer position, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall serve until the next election of Officers by the Directors and shall exercise the full power and authority of the Officer position to which he/she is elected.

**Section 5.11**     **Discharge of Duties; Reliance on Reports.** An Officer shall discharge his or her duties as an Officer, and shall be entitled to rely on reports, etc., in the same manner as specified for a Director in Section 4.12.

**Section 5.12**     **Past Chair.** Immediately after serving in the position of Chair of the Corporation, such individual shall continue to serve as an honorary officer of the Corporation in the position of Past Chair. The Past Chair shall serve on committees and perform such honorary functions as may be requested of him/her by the Chair. The Past Chair shall also be invited to all meetings of the Board of Directors; provided, however, that the Past Chair shall not have a vote in the affairs of the Corporation (unless such Past Chair is then-concurrently serving in a separate capacity as a Director) and shall have none of the powers, rights or authority of Directors or Officers of the Corporation.

## **ARTICLE VI HONORARY MEMBERS**

**Section 6.01**     **Non-voting Members.** The Corporation may have honorary members, if approved by the Board of Directors. All honorary members shall meet such requirements for membership as are established by the Board of Directors, from time to time. A person shall be an honorary member for such term as is established by the Board of Directors.

No honorary member of the Corporation shall have any right to vote on any matter involving the Corporation, nor shall any honorary member have any of the rights granted by the Act to members in a membership corporation. An honorary member shall not have any interest in any of the Corporation's assets or have the right to file a claim against the Corporation seeking to compel the Corporation or the Board of Directors to take certain action, or refrain from taking certain action. An honorary member shall also not have any right to file any suit in any court seeking to have the Corporation dissolved or requesting any other relief or remedies from the Corporation or any of its Officers or Directors.

**Section 6.02**     **Member Dues.** The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all honorary members as a condition for becoming and remaining an honorary member. For purposes of dues payment, honorary members may be divided into classes, with honorary members in different classes paying different dues.

## **ARTICLE VII - COMMITTEES**

**Section 7.01**     **General.** The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation. Special committees may be appointed by the Chair, with the consent of the Board of Directors. The Chair, with the consent of the Board of Directors, shall designate the persons to serve on each committee, fill vacancies on committees, and serve as Chairperson of the committee. Membership on committees, except executive committees, is open to all persons, Directors and non-Directors. Each committee shall maintain written records summarizing their proceedings and make regular reports of its activities to the Board of Directors and as the Board may otherwise request. Each member of a committee serves at the pleasure of the Board and may be removed at any time by vote of the Board. Standing committees shall meet as often as required to conduct their business. Special committees shall meet at least as often as prescribed in the resolution establishing the committee or as otherwise necessary to conduct their business.

**Section 7.02**     **Executive Committee.**

(a)     **Appointment.** Pursuant to Section 527 of the Act, the Corporation shall have an Executive Committee, which may exercise any or all powers and authority of the Board, except as stated in these Bylaws. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and one at-large Director. The at-large Director shall be appointed by the Chair. In addition, the Past Chair shall serve, *ex-officio*, as a member of the Executive Committee but shall not be entitled to a vote on any matter presented to the Executive Committee.

(b)     **Quorum.** A quorum shall consist of a majority of the Directors serving on the Executive Committee and entitled to vote, provided that at least one of whom shall be either the Chair or the Vice Chair, who shall act as chair of the meeting of the Executive Committee.

(c)     **Powers.** Subject to the Act and these Bylaws, the Executive Committee shall have the same powers as the full Board of Directors between the regular meetings of said Board of Directors. The Executive Committee shall not have the power or authority to:

- i.     Amend the Articles of Incorporation;
- ii.    Adopt an agreement of merger or consolidation;
- iii.   Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- iv.    Approve dissolution of the Corporation or revocation of a dissolution;
- v.     Amend these Bylaws;
- vi.    Fill vacancies on the Board and/or appoint Officers;
- vii.   Fix compensation of the Directors for serving on the Board or on a committee;
- viii.  Modify the purpose of the Corporation; or
- ix.    Declare a distribution authorized under Section 301 of the Act; or
- x.     Take any other action prohibited by law, the Articles of Incorporation or these Bylaws.

The Executive Committee shall have the right to select, hire, supervise and fire an Administrator for the Corporation who shall be responsible for the Corporation's day-to-day operations in consultation with the Corporation's Chair, including the hiring and termination of employees and

agents (if any) to carry out the work of the Corporation, establishing their duties, and performing any duties and functions as are specified by the Executive Committee.

**Section 7.03      Governance Committee.**

(a) Appointment. Following election of the Officers at the annual meeting, the Board of Directors shall appoint a Governance Committee consisting of at least three (3) persons who may be Directors or volunteer non-Directors. The Board of Directors will also appoint the chair of that committee.

(b) Duties. The Governance Committee shall, at the Annual Meeting of Directors, present nominations for the Board of Directors to fill vacancies caused by the expiration, at the time of such Annual Meeting, of the term of office of any member of said Board, or caused by any other circumstances.

(c) Procedures. Following the Governance Committee report, the Chair of the Board or presiding Officer shall call for nominations from the Directors present. All nominees must be eligible for service on the Board of Directors in compliance with Section 4.02. Upon receiving the nominations, the Chair shall direct that the nominated individuals' names be placed on the list of those nominated for Board of Director membership. Following the close of nominations, the Chair shall open the floor for discussion among the Directors present with regard to those nominated for membership to the Board of Directors.

**Section 7.04      Finance Committee.**

(a) Appointment. Following the election of the Officers at the annual meeting, the Board of Directors shall appoint a Finance Committee consisting of at least three (3) persons who may be Directors or volunteer non-Directors. The Treasurer of the Corporation shall be a member of the Finance Committee and shall serve as its chair.

(b) Duties. The Finance Committee shall oversee the fiscal accountability and budgetary affairs of the Corporation.

(c) Powers. In addition to the duties set forth above, and subject to the Act and these Bylaws, the Finance Committee shall have such additional powers as may be granted it by the full Board of Directors.

**Section 7.05      Membership and Development Committee.**

(a) Appointment. Following the election of the Officers at the annual meeting, the Board of Directors shall appoint a Membership and Development Committee consisting of at least three (3) persons who may be Directors or volunteer non-Directors. The Board of Directors will also appoint the chair of that committee.

(b) Duties. The Membership and Development Committee shall oversee membership recruitment and fund development affairs of the Corporation.

(c) Powers. In addition to the duties set forth above, and subject to the Act and these Bylaws, the Membership and Development Committee shall have such additional powers as may be granted it by the full Board of Directors.

**Section 7.06      Advocacy and Education Committee.**

(a) Appointment. Following the election of the Officers at the annual meeting, the Board of Directors shall appoint an Advocacy and Education Committee consisting of at least three (3) persons who may be Directors or volunteer non-Directors. The Board of Directors will also appoint the chair of that committee.

(b) Duties. The Advocacy and Education Committee shall oversee the advocacy and educational outreach affairs of the Corporation.

(c) Powers. In addition to the duties set forth above, and subject to the Act and these Bylaws, the Advocacy and Education Committee shall have such additional powers as may be granted it by the full Board of Directors.

**Section 7.07 Communications Committee.**

(a) Appointment. Following the election of the Officers at the annual meeting, the Board of Directors shall appoint a Finance Committee consisting of at least three (3) persons who may be Directors or volunteer non-Directors. The Board of Directors will also appoint the chair of that committee.

(b) Duties. The Communications Committee shall oversee the external communications of the Corporation.

(c) Powers. In addition to the duties set forth above, and subject to the Act and these Bylaws, the Communications Committee shall have such additional powers as may be granted it by the full Board of Directors.

**Section 7.08 Other Committees.** Except as specifically provided in Article VII and Article VIII, the Chair may appoint such other special committees and chairs of those special committees as shall be deemed appropriate for efficient operation of the Board of Directors and the Corporation. Such special committees shall be provided with a specific “charge” regulating its or their purposes. The Board resolution that creates the special committee shall state the purposes of the committee, the terms and qualifications of special committee members, and the ways in which special committee members are selected and removed. Membership can include individuals who are and are not Directors or Officers of the Corporation. If no term for the special committee is set, the term shall expire when the Chair, who was Chair when the committee was established, steps down upon expiration of his/her term as Chair.

**Section 7.09 Rules for Committees.** The Board of Directors may adopt rules regarding the conduct of committees and their meetings, including rules for the calling of meetings, quorum requirements and voting but such rules shall not conflict with these Bylaws. To the extent it is not inconsistent with the rules adopted by the Board of Directors or these Bylaws, each committee may establish its own rules to govern the conduct of its activities.

**ARTICLE VIII INDEMNIFICATION OF OFFICERS,  
DIRECTORS, EMPLOYEES AND AGENTS**

**Section 8.01 Indemnification: Claims by Third Parties.** The Corporation may, in the complete discretion of the Board of Directors, and to the extent that the Board may approve, indemnify in full or in part 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, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Corporation) brought or maintained by a third person by reason of the fact that he or

she is or was a Director, Officer, employee, nondirector volunteer or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if the 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 does not, of itself, create a presumption that 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 the Corporation, and with respect to any criminal proceeding, had reasonable cause to believe that the conduct was unlawful.

Indemnification shall not be allowed for any action, suit or proceeding brought by the Corporation against a Director, Officer, employee, nondirector volunteer or agent of the Corporation or brought by a Director, Officer, employee, nondirector volunteer or agent of the Corporation against the Corporation.

**Section 8.02** **Actions by or in Right of the Corporation.** The Corporation may, in the complete discretion of the Board of Directors, and to the extent that the Board may approve, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit brought or maintained by a third person by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, nondirector volunteer or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

The Corporation shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Corporation except to the extent ordered by a court pursuant to Section 564c of the Act. Indemnification shall not be allowed for any action, suit or proceeding brought by the Corporation against a Director, Officer, employee, nondirector volunteer or agent of the Corporation or brought by a Director, Officer, employee, nondirector volunteer or agent of the Corporation against the Corporation.

**Section 8.03** **Expenses.** To the extent that a Director, Officer, employee, nondirector volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.01 and 8.02 of this Article or in defense of any claim, issue or matter in the action, suit or proceeding, or has established that the Corporation is required to assume the person's liabilities under Sections 209(1)(d) or (e) of the Act, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person for actual and reasonable expenses (including attorneys' fees) incurred by him or her in connection therewith; receipts shall be required to be presented. The provisions of this Section 8.03 are

intended to abolish the requirements for mandatory indemnification set forth under Section 563 of the Act.

**Section 8.04**     **Determination of Indemnification.** Except as otherwise provided in Section 564a(5) of the Act, unless ordered by the court, the Corporation shall indemnify a Director, Officer, employee, nondirector volunteer or agent under Sections 8.01 and 8.02 only if authorized in the specific case based on a determination that indemnification of the Director, Officer, employee, nondirector volunteer or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in Sections 8.01 or 8.02 and based on an evaluation that the expenses and amounts paid in settlement are reasonable. The Corporation shall make a determination and evaluation under this Section in one of the following ways:

(a) By a majority vote of a quorum of the Board consisting of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding.

(b) If the Board is unable to obtain a quorum under subdivision (a), then by majority vote of a committee that is duly designated by the Board and that consists solely of two or more Directors who are not at the time parties or threatened to be made parties to the action, suit or proceeding.

(c) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (i) By the Board or a committee of Directors in a manner prescribed in subdivision (a) or (b); or (ii) If a quorum of the Board cannot be obtained under subdivision (a) and a committee cannot be designated under subdivision (b), by the Board.

In the designation of a committee under subsection (b) or in the selection of independent legal counsel under subsection (c)(ii), all Directors may participate.

The Board shall authorize payment of indemnification in any of the ways permitted by Section 564a(4)(a) of the Act.

**Section 8.05**     **Indemnification for Limited Liability of Director.** To the extent that the Corporation's Articles of Incorporation eliminate or limit the liability of a Director under Section 209(1)(c) of the Act, the Corporation may indemnify the Director for expenses and liabilities described in that subsection without a determination that the Director has met the standard of conduct set forth in Sections 8.01 or 8.02. Any indemnification under this Section is subject to the restrictions and limits set forth in Section 564a(5) of the Act.

**Section 8.06**     **Advancement of Expenses.** The Corporation may, in the complete discretion of the Board of Directors, pay or reimburse the reasonable expenses incurred by a Director, Officer, employee, nondirector volunteer or agent of the Corporation or a person that is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee or agent of another domestic corporation, foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, whether for profit or not, that is a party or threatened to be made a party to an action, suit or proceeding in advance of final disposition of the proceeding if the person furnishes the Corporation a written agreement executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by the Act for the indemnification of a person under the circumstance. Such an agreement must be an unlimited general obligation of the Director, Officer, employee, nondirector volunteer or agent but may be unsecured. The Corporation may accept such agreement without reference to the financial ability of the person to make repayment.

The Corporation shall evaluate the reasonableness of advances under this Section in the manner described in in Section 8.04 above and make an authorization of payment in any of the ways permitted by Section 564a(4)(a) of the Act.

**Section 8.07** **Partial Indemnification.** If an Indemnitee seeks indemnification under Section 8.01 or 8.02 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, if approved by the Board of Directors, in its complete discretion, and to the extent that the Board may approve, indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

**Section 8.08** **Liability Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, nondirector volunteer, or agent of the Corporation, or that is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or other enterprise, for profit or nonprofit, against any liability asserted against the person and incurred by the person in that capacity or arising out of the person's status as such, whether or not the Corporation has the power to indemnify the person against liability under the provisions of the Act, as amended.

If the Corporation's Articles of Incorporation include a provision that eliminates or limits the liability of a Director under Section 209(1)(c) of the Act, the Corporation may purchase insurance on behalf of a Director from an insurer owned by the Corporation, but insurance purchased from that insurer may insure a Director against monetary liability to the Corporation only to the extent to which the Corporation could indemnify the Director under Section 564a of the Act.

**Section 8.09** **Definitions.** For purposes of this Article VIII, the terms "corporation", "fines", "other enterprises", "serving at the request of the Corporation" shall be defined as set forth in the Act.

## **ARTICLE IX CONFLICTS OF INTEREST**

**Section 9.01** **Provisions Regarding Payment of Compensation and Property Transfers; Conflicts of Interest.** The Corporation's Directors, Officers, managers and key employees interact and do business with members of the community served by the Corporation. While acting on behalf of the Corporation, they have a duty to not advance their personal interests and to conduct their affairs in a manner that will avoid conflicts of interest with the Corporation.

The Board shall create and enforce a Conflicts of Interest Policy that establishes policies and procedures for determining when a Director, Officer or other person has a conflict of interest and which specifies procedures for reviewing, voting upon and performing any contract or transaction with such an interested person or a family member of such interested person or with an entity in which such person has an interest.

At a minimum any conflict of interest policy must take into consideration the requirements of: (a) Section 301 of the Act, which prohibits a corporation from making a direct or indirect transfer of money or other property or incurring indebtedness to or for the benefit of its Directors

or Officers without adequate consideration, and (b) Internal Revenue Code Section 4958 and the Treasury Regulations promulgated thereunder, which prohibits “excess benefit transactions” between the Corporation, as an entity that is tax exempt under Internal Revenue Code Section 501(c)(3), and persons who are Disqualified Persons (as defined in Code Section 4958 and the Treasury Regulations promulgated thereunder) or between the Corporation and a domestic or foreign corporation, domestic or foreign business corporation, firm or association of any type or kind, in which one or more Disqualified Persons are Directors, employees or are otherwise interested. This requires that payments under a compensation arrangement must be reasonable and transfers of property or the right to use property must be at a fair market value.

In making a decision involving whether a compensation arrangement is reasonable or whether a transfer of property or the right to use property is at fair market value, the Board shall use its best efforts to try and meet the rebuttable presumption that the transaction or contract is not an excess benefit transaction, as described in Treasury Regs. §53-4958-6, including: (i) that the compensation arrangement or the terms of the property transfer be approved in advance by the Board, or other authorized body, that is composed entirely of individuals who do not have a conflict of interest with respect to the compensation arrangement or property transfer; (ii) before the Board (or other authorized body) votes to approve this contract or transaction, the Board (or other authorized body) shall attempt to obtain appropriate data as to comparability from which it can determine if the compensation arrangement in its entirety is reasonable or the property transfer is at fair market value; (iii) the person who is the subject of the conflict of interest shall not be present during the discussion and shall not vote on the transaction; and (iv) at the meeting where the vote is taken, the Board (or other authorized body) must contemporaneously document how it reached its decisions, by including in the minutes of the meeting:

- (a) the terms of the transaction and the date it was approved;
- (b) the members of the Board (or other authorized body) who were present during the debate on the transaction that was approved and who voted for it;
- (c) the comparability data obtained and relied upon and how the data were obtained;
- (d) any actions taken with respect to consideration of the transaction by anyone who is otherwise a member of the Board (or other authorized body) but who had a conflict of interest with respect to the decision on the transaction; and
- (e) if the Board (or other authorized body) determines that reasonable compensation for a specific arrangement or fair market value in a specific property transfer is higher or lower than the range of comparability data obtained, the Board (or other authorized body) must record the basis for its determination.

To the extent additional guidance is needed by the Board regarding transactions involving persons with an interest in a contract or transaction involving the Corporation or about requirements and/or procedures under Internal Revenue Code Section 4958 or the Regulations for Code Section 4958, the Board should consult legal counsel for insight and guidance regarding the requirements of Section 4958 and its Regulations and to determine the steps it should take to meet the requirements for the rebuttable presumption.

## ARTICLE X -FISCAL YEAR

**Section 10.01** **Fiscal Year/Accounting Methods.** The fiscal year of the Corporation shall be July 1 – June 30 of each year unless otherwise determined by the Board of Directors. The Board shall also determine the particular accounting methods and principles to be followed by the Corporation.

## ARTICLE XI - MISCELLANEOUS PROVISIONS

**Section 11.01** **Contracts, Conveyances, Etc.** Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

**Section 11.02** **Execution of Instruments.** Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by such Officers of the Corporation as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

**Section 11.03** **Borrowing.** No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized to do so, any Officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation any and all stocks, securities and other personal property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 11.03 shall be express and confined to specific instances.

**Section 11.04** **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

**Section 11.05** **Method of Giving Notices.** Any notice required by statute or by these Bylaws to be given by the Corporation to the Directors, Officers or other person entitled to receive notice (a "Recipient"), unless otherwise provided herein or in any statute, shall be given by any of the following methods: personal delivery; telephone; mail; or electronic transmission, including email or facsimile. The Corporation may select the method(s) of notice that it wishes to use in any instance. Any notice given pursuant to Section 4.04 above, shall also comply with the terms of that Section.

The Corporation may send and receive notice using any of the methods permitted by these Bylaws. It is not required to use a specific type of notice, even if requested by the person who is

sending or receiving the notice. The Corporation may use more than one method of notice in any instance.

When a notice or communication is required or permitted by these Bylaws to be given by mail, it shall be mailed, except as otherwise provided in these Bylaws or the Act, to the Recipient at his or her last known address. The notice or communication is given by mail when deposited, with proper postage prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be by first class mail except where otherwise provided in the Act.

Notice by telephone shall be deemed given when it is told directly to the Recipient; it shall not be sufficient to leave notice on an answering machine or with a family member of the Recipient.

For purposes of these Bylaws, the term “electronic transmission” shall be defined to mean any form of communication that meets all of the following:

- It does not directly involve the physical transmission of paper;

- It creates a record that may be retained, retrieved and reviewed by the Recipient; and

- It may be directly reproduced in paper form by such recipient through an automated process.

This includes, without limitation, notice given by facsimile telecommunication and electronic mail and other methods approved for use by the Board of Directors.

When a notice or communication is permitted by the Act to be given by electronic transmission, the Corporation may send notice using such means of electronic transmission as it selects and may send it to any electronic address or telephone number that is registered to the Recipient, except as provided below. The notice or communication is given when electronically transmitted to the Recipient at an electronic address or telephone number registered to the Recipient. If a person notifies the Corporation in writing that he or she does not want to receive notice by electronic transmission or if a notice sent by electronic transmission is reported to be undeliverable or not sent, then the Corporation shall use another form of notice when sending notices to this person. If a person notifies the Corporation in writing that he or she wants to receive notice only pursuant to certain type(s) of electronic transmission or only wants electronic transmissions sent to certain electronic addresses or telephone numbers, the Corporation shall comply with this request, provided that the Corporation is not required to use a method of electronic transmission that has not been approved for use by the Board of Directors.

An affidavit of the Secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the giving of such notice by the form stated in the affidavit.

The Corporation may select those forms of electronic transmission that it wishes to utilize for sending and receiving notices and other communications. The Corporation may also rescind, modify or limit the use of any method of electronic transmission for sending and receiving notices. A Director and any other person entitled to send or receive a notice or communication is limited to sending and receiving notice and other communications to and from the Corporation only through those forms of electronic transmission approved by the Board of Directors. A Director or other person may not require that the Corporation use a form of electronic transmission that the

Board of Directors has not elected to use.

**Section 11.06 Corporate Seal.** The Corporation shall have the right to adopt a corporate seal.

**Section 11.07 Headings and Parenthetical Insertions.** The Article and Section headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

**Section 11.08 Severability.** Each and every paragraph, sentence, term and provision of these Bylaws shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and these Bylaws shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

**Section 11.09 Conflict with Statute.** In the event any Article or Section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall control.

## **ARTICLE XII AMENDMENTS AND ADDITIONS**

**Section 12.01 Amendments.** The Articles of Incorporation may be altered or amended as follows: (a) by the affirmative vote of a majority of all Directors present at a meeting provided a quorum exists and that notice of the meeting has been given to all Directors at least twenty (20) days before the meeting; (b) by the affirmative vote of a majority of all Directors then in office who are present at a meeting provided a quorum exists and that notice of the meeting has been given to all Directors at least ten (10) days before the meeting; or (c) by an action by unanimous written consent. The notice of the meeting that is sent to all Directors shall contain a copy of the proposed amendment or describe the substance of the proposed amendment.

These Bylaws may be amended: (a) at a meeting by the affirmative vote of a majority of all Directors then in office provided a quorum exists and that notice of the meeting has been given to all Directors not less than ten (10) days before the meeting; or (b) by an action by unanimous written consent. The notice of the meeting that is sent to all Directors shall contain a copy of the proposed amendment.

Any amendment to the Bylaws shall be effective when approved by the Directors as stated herein, unless the Board approves a later effective date, and for the Articles, when the amendment is approved by the Board and filed with the State of Michigan Department of Licensing and Regulatory Affairs unless the Certificate of Amendment specifies a later effective date.

**Section 12.02 Rules, Regulations and Policies.** The Directors may adopt additional rules, regulations and policies, general or specific, for the conduct of meetings, and additional rules, regulations and policies, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule, regulation or policy shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

I certify that the foregoing Bylaws were adopted by the Corporation on the 14<sup>th</sup> of November, 2018.

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Daniel G. Carey, Incorporator

