

AMENDED AND RESTATED BYLAWS  
OF  
VINE NEIGHBORHOOD ASSOCIATION  
(A Michigan Nonprofit Corporation)

ARTICLE 1 – NAME AND OFFICES

Section 1.1 Name. The name of the Corporation is VINE NEIGHBORHOOD ASSOCIATION (“Corporation”).

Section 1.2 Registered Office. The registered office of the Corporation shall be as set forth in its Articles of Incorporation.

Section 1.3 Business Offices. The Corporation may have business offices at such places as the Board of Directors may determine.

ARTICLE II – PURPOSE

Section 2.1 General. The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

Section 2.2 Restrictions on Powers. No part of the money or other property received by the Corporation from any source, including its operations, shall inure to the benefit of or be distributable to its members, members of its Board, officers or other private persons; excepting that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the Corporation’s purposes, including reimbursement of amounts paid on the Corporation’s behalf.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be elected under Section 501 (h) of the Internal Revenue Code of 1986 (as it may be amended); and the Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (as it may be amended) or by a corporation that may receive contributions which are deductible to their donors under Section 170 (c) (2) of the Internal Revenue Code of 1986 (as it may be amended).

ARTICLE III – GEOGRAPHIC REGION

Section 3.1 Geographic Region. The Vine Neighborhood shall be defined as that region in Kalamazoo, Michigan bounded on the east by Burdick Street, on the south by

Crosstown Parkway and Howard Street, on the west by Oakland Drive and on the north by Lovell Street. This shall include the properties which front the east side of Burdick Street and the north side of Lovell Street.

#### ARTICLE IV – MEMBERS

Section 4.1 Eligibility. Any person is eligible for Membership in the Corporation if he or she is at least 18 years of age and is a resident (including tenants) or property owner in the Vine Neighborhood ( as defined above) or is employed by a business located in the Vine Neighborhood. A person who is eligible for Membership and who wished to become a Member must submit a completed application form, containing such information as the Board of Directors may approve, and pay such annual Membership dues (if any) established by the Board of Directors.

All Members shall have the same rights, responsibilities and privileges.

Section 4.2 Membership Dues. The Board of Directors may, from time to time, establish reasonable annual Membership dues to be paid by all Members. For purposes of dues payment, Members may be divided into classes, with Members in different classes paying a different amount of dues. No person shall be denied membership if such person is unable to pay the dues assessed.

Section 4.3 Members. Each Member shall be a Member for an initial term commencing on the date such person meets the requirements set forth in Section 4.1 above and continuing for such period of time as may be established by the Board of Directors not to exceed two (2) years. If, during the term that a person is a Member, such person no longer meets the requirements for membership, this person shall remain as a member of the Corporation, with full rights, until the term of his membership expires.

Membership shall be renewed, if the Member, within six (6) months prior to the expiration of the term of his or her Membership, submits an application form to renew Membership established by these Bylaws including the payment of Member dues (if any). Members shall be entitled to vote on all matters which Members are entitled to vote upon in Michigan non-profit Corporations organized on a Membership basis. Each Member shall be entitled to cast one (1) vote.

Section 4.4 Place of Meeting. All meetings of the Members of the Corporation shall be held at such place in the City of Kalamazoo, Michigan, as may be determined from time to time by the Board of Directors, and, if possible, shall be in the Vine Neighborhood. The place of the meeting will be convenient for the Membership to attend.

Section 4.5 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Directors to serve on the Board of Directors and for the transaction of other business that may come before the meeting, shall be held in April or May, on a weekday evening. The date, time and place for this meeting will be designated

by the Board of Directors. IF the annual meeting is not held on the date designated therefore, the board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 4.6 Fall Meeting of Members. In addition to the annual meeting of Members described in Section 4.5, there shall also be a Membership meeting in the between September, October, or November of each year. The date, time and place shall be determined by the Board of Directors. The Board of Directors shall give proper notice of this meeting to the Members.

Section 4.7 Special Meeting of Members. A special meeting of members may be called at any time by the Chairperson of the Corporation or by at least five (5) Directors on the Board of Directors then in office, or by not less than ten percent (10%) of the Members entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the Chairperson, or by at least five (5) Directors of the Board of Directors then in office, or by Members as above provided, a person designated by the Board of Directors shall prepare, sign and mail the notices requisite to such meeting. Notice of the special meeting shall be given within the time required by Section 4.8 below.

Section 4.8 Notice of Meeting of Members. Except as otherwise provided in the Michigan Non-profit Corporation Act (the "Act"), written notice of the time, date, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, sent to the last known address of each Member of record entitled to vote at the meeting. IF a purpose of a meeting of Members is to vote upon an amendment to the Corporation's Articles of Incorporation, then the notice of the meeting shall be sent at least twenty (20) days before the date of the meeting to the last known address of each Member and shall state the time, place and object of the meeting and shall also set forth the proposed amendment or a summary of the changes to be affect thereby. Notice of a special meeting shall state by whom such meeting was called.

When a meeting is adjourned, a notice of the time and place of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 4.9 List of Members Entitled to Vote. The Chairperson of the Membership Committee (or if t here is no such position, then the Secretary) shall make and certify a complete list of Members entitled to vote at a Members' meeting and shall have this available at a Members' meeting or any adjournment thereof. The list shall

- (a) Be arranged alphabetically, with the address of each Member.
- (b) Be produced at the time and place of the meeting.

- (c) Be subject to inspection by any Member during the whole time of the meeting.
- (d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 4.10 Organization and Conduct of Meetings. Each meeting of the Members shall be presided over by the Chairperson of the Corporation, or in the case of his/her absence, by the Vice-Chair (in the absence of both the Chairperson and Vice-Chair, the Secretary or in his/her absence, the Treasurer shall preside). The role of the Secretary shall be filled by the Secretary of the Board, or by his/her assistant, or in the absence of both, by a person appointed by the Chairperson. The person presiding over the meeting may choose to conduct the meeting by Robert's Rules of Order, or by a less formal procedure. The agenda for the meeting will be established by the Chairperson or his/her designee. No matters may be voted on at the meeting unless described in the notice for the meeting.

Section 4.11 Quorum of Members. At a meeting of Members, the presence of five (5) voting Members or the presence of ten percent (10%) of the average number of Members who attended the two preceding annual meetings of Members (whichever is greater) shall constitute a quorum for the transaction of business.

Section 4.12 Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote at a meeting of the Members. Members who are physically handicapped or incapacitated may vote by proxy at a meeting; all other Members must vote in person at the meeting. A Member wishing to vote by proxy shall obtain an official proxy form from the Corporation prior to the election. Before a meeting of Members commences, the person holding the proxy shall notify the Chairperson of the Corporation that he/she will be voting as proxy for a certain member. A copy of the proxy form shall be delivered to the Chairperson of the Membership Committee before any voting occurs.

When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon, unless a greater percentage is required by the Article of Incorporation or by law. Directors shall be elected by a plurality of the votes cast at an election.

Section 4.13 Record Date for Determination of Members. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (a) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall

be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held, and (b) the record date for determining Members for any purpose other than that specified in subdivision (a) shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 4.14 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors, which shall accept such resignation.

#### ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Functions. Except as specifically provided in the Corporation’s Articles of Incorporation or these Bylaws, 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 Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party. These powers exist in the Directors acting as a group and not in individual members, except as such powers may be lawfully delegated by the Board.

Section 5.2 Number, Selection and Term. The Board shall consist of not more than thirteen (13) Directors. Nine (9) (“At Large Directors”) shall be elected by the Members to a term of three (3) years, and the terms shall be staggered so that one-third (1/3) shall expire each year at the time of the annual meeting of the Members. Up to four (4) additional Directors (“Special Directors”) may be elected by vote of the Board of Directors to a term which shall expire each year at the time of the annual meeting of the Members. A Special Director may not be elected as the Chairperson or Vice-Chairperson of the Corporation. In all other respects, that At Large Directors and Special Directors shall be equal and enjoy the same rights and privileges, except as specifically set forth in these Bylaws.

The At Large Directors shall be elected by the Members at the annual meeting of Members. Each eligible voting member may vote for as many nominees as there are positions to be filled and the nominees receiving the greatest number of votes shall be deemed elected as Directors. If there is a tie between two (2) or more nominees for the last position, then a new vote shall be taken between these nominees.

Section 5.3 Nomination of Directors. A nominating committee of two (2) members of the Board and one (1) other member of the Corporation shall be named by the Board (composed of the previous year’s elected Board Directors will meet) within sixty (60) days prior to the annual meeting of Members. The committee shall seek out and nominate persons who are willing to actively serve as At Large Directors and who are

representative of the Membership of the Corporation. All nominees for At Large Directors must be eligible voting members of the Corporation.

Anyone may be elected as a Special Director, regardless of whether such person lives or works in the Vine Neighborhood. Persons selected as a Special Director shall have skills, talents or training, which the Board believes, are lacking on the Board or which the Board believes will be helpful in resolving issues which it will face.

A nomination for a Special Director may be made by any Director submitting the nomination to the Executive Committee, together with any biographical information which the Executive Committee may require. The Executive Committee shall initially consider the nomination and make a recommendation to the full Board concerning whether the nominee should be elected as a Special Director.

The election of a person as a Special Director shall be made by the vote of the Board of Directors.

Section 5.4 Meetings. The Board of Directors shall meet ten times per fiscal year. The Board of Directors may set the date, time and place for monthly meetings of the Board. All meetings shall be open to the public; however, upon a vote of two-thirds (2/3) of the Directors present, the Board may conduct business in private and exclude non-Directors.

Unless otherwise agreed by the Board of Directors, the annual meeting of the Board of Directors of the Corporation shall be held at the same place as and immediately following the annual meeting of Members in each year.

Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the Chairperson or three (3) of the Directors.

Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors, however, Directors shall use their best efforts to schedule meetings at locations in the Vine Neighborhood.

Section 5.5 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice than this By-Law. Dates for regular monthly meetings may be set in advance by the Board of Directors for a time and place each month that is agreeable to the Directors. Notice of regular meetings and agendas for such meetings shall, if possible, be given to all Directors at least twenty-four (24) hours before the meeting. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone or telecopy or electronic transmission to each Director not less than twenty-four (24) hours prior to the meeting and if by telephone or telecopy, confirmed in writing before or after the meeting. Notice may also be sent by first class mail to a Director at least three (3) days before the day on which the meeting is to be held. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 5.6 Organization and Conduct. The Chairperson or, in his/her absence, the Vice-Chairperson shall preside over each meeting of the Board (in the absence of both the Chairperson and Vice-Chairperson, the Secretary, or in his/her absence, the Treasurer shall preside.) The meetings may be conducted either formally by Robert's Rules of Order, or informally, at the discretion of the presiding officer. The Secretary (or in his/her absence, a Director appointed by the presiding officer) shall record the minutes of the meetings.

Section 5.7 Attendance at Board Meetings. If a Director misses any three (3) consecutive regularly-scheduled meetings or a total of four (4) meetings in a twelve (12) month period, such Director may be removed by the affirmative vote of a majority of the Members present at a meeting of the Board held immediately after the third consecutive absence or fourth absence in a twelve month period.

Section 5.8 Resignation. A director may resign by giving written notice to the Chairperson or Secretary of the Corporation which notice shall immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Chairperson or Secretary, and acceptance of the resignation shall not be necessary to make it effective.

Section 5.9 Removal. Any Director may be removed at any time, for cause, by vote of three-fourths (3/4) of all Directors entitled to vote at a meeting of Directors, provided notice for this meeting is given within five (5) days of such meeting.

Section 5.10 Vacancies. An opening in the position of an At Large Director resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present, or be the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Members to fill a vacancy in an At Large Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A person elected by the Directors to fill a vacancy in an At Large Director position shall serve until the next annual meeting of the Members. A Director elected by the Members because of an increase in the number of Directors shall serve for an initial term that is approved by the Members, not to exceed three (3) years. If an At Large Director position is filled by the vote of the Directors, because of an increase in the size of the Board, the person so elected shall serve only until the next election of Directors by the Members.

If because of death, resignation or other cause, the Corporation has no Directors in office, and Officer, a Member, an executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the Articles of Incorporation or these Bylaws.

An opening in the position of a Special Directors is not required to be filled, unless authorized by the Board. If the position is to be filled a replacement Special

Director shall be elected by the vote of the Board and shall serve until the next annual meeting of the Members.

Section 5.11 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 5.12 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. The person presiding at the meeting shall not vote unless there is a tied vote.

Section 5.13 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors.

Section 5.14 Executive Director. The Directors shall have the right to select, hire and fire an Executive Director for the Corporation and such other employees and agents who shall be responsible for the Corporation's day-to-day operations. The Directors shall also specify the duties and responsibilities of the Executive Directors and shall determine the salary of the Executive Director and other employees. The Directors may delegate to the Executive Director the right to hire subordinate employees and agents.

## ARTICLE VI – OFFICERS

Section 6.1 Officers. The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary. The Board of Directors shall elect the officers at the annual meeting of the Board, or as soon thereafter as is possible. Only Directors shall serve as officers. The Board may, at any time, appoint such additional or assistant officers as it may deem appropriate. Any two (2) or more offices, except that of Chairperson 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 in the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Each Officer shall be elected for a term of one (1) year or until his/her resignation or removal.



Section 6.2 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. The Chairperson shall be a member of the Corporation. The Chairperson shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents that are necessary for the operation of the Corporation in the name of and on behalf of the Corporation.

Section 6.3 Vice-Chairperson. The Vice-Chairperson 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. The Vice Chairperson shall be a member of the Corporation. In the event the Chairperson is absent or unavailable, then the Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson.

Section 6.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 6.5 Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and to the extent approved by the Board of Directors pursuant to Section 10.4 of these Bylaws, the Treasurer may endorse checks, notes and other obligations for collection on behalf of the Corporation and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation, and whenever required by the Board of Directors shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation; sign and file all tax and other financial reports and returns required to be filed by the Corporation or delegate these duties to the Corporation's certified public accountant, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 6.6 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 6.7 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 expenses incurred on behalf of the Corporation.

Section 6.8 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.9 Removal. Any of the Officers designated in Section 6.1 of this Article VI may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of two-thirds (2/3) of the total number of Directors.

## ARTICLE VII – COMMITTEES

Section 7.1 Executive Committee. Except as otherwise provided in these Bylaws, and as restricted by law, the Board of Directors may delegate its powers to manage, direct and control the operational affairs of the Corporation to the Executive Committee. Unless the Board has given prior approval, all actions of the Executive Committee shall be subject to the approval of the Directors at the following meeting of the Board. The Executive Committee shall not exercise any powers which, by law, may only be exercised by the full Board of Directors.

- (a) Members. The Executive Committee shall consist of the officers of the Corporation and such other Directors as may be selected by the Board of Directors. Each Member of the Executive Committee shall serve for a term of one (1) year or until his or her resignation or removal.
- (b) Meetings. The Executive Committee shall meet as needed. The Chairperson shall serve as the presiding officer. Reasonable notice of the time and place of meetings shall be given by the Chairperson or Secretary. A majority of the committee must be present or constitute a quorum.

Section 7.2 Nominating Committee. The Board of Directors shall appoint a Nominating Committee as described in Section 5.3 above.

Section 7.3 Additional Committees. The Board of Directors may, from time to time, create additional committees (in addition to the Executive and Nominating Committees) whose powers, in terms of office, and rules of procedure shall be determined by the Board. The Board shall approve the Chairperson of each committee, who may select committee members subject to Board of Director review. Membership on committees need not be confined to those who are Directors or Members of The Corporation. Any Member may be removed from a committee at any time (with or without cause) by a vote of the Board of Directors.

Any committee may be abolished at any time by a vote of the Board of Directors.

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

Section 8.1 Indemnification of Directors and Officers: Claims By Third Parties. The Corporation may, in the complete discretion of the Board of Directors, 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 (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, 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 upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2 Actions by or in Right of the Corporation. The Corporation may, in the complete discretion of the Board of Directors, 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 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 or agent of the Corporation or is or was serving at the request of the Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him or her in connection with the defense or settlement of such 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.

Section 8.3 Expenses. To the extent that a Director, Officer, employee 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 8.1 and 8.2 of this Article or in defense of any claim, issue or matter therein, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 8.4 Determination of Indemnification. As a condition precedent to any indemnification under Sections 8.1 and 8.2 of this Article the Board of Directors shall just make a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of

conduct set forth in Sections 8.1 and 8.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 4.11 of these Bylaws) consisting of Directors who were not parties to such action, suit or proceeding or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 8.1 and 8.2, then the Board of Directors shall decide the amount the Corporation shall pay for indemnification. If the Corporation's Board of Directors determines that a person seeking indemnification shall be indemnified under Section 8.1 or 8.2 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines and mounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expense, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Corporation shall not be liable for any additional amounts.

Section 8.5 Repayments of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 8.1 and 8.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 8.6 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

#### ARTICLE IX – FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall end on May 31 of each year.

#### ARTICLE X – MISCELLANEOUS PROVISIONS

Section 10.1 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 10.2 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 10.3 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 10.3 shall be express and confined to specific instances.

Section 10.4 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 10.5 Compensation of Directors and Employees. The Board or the Executive Committee shall establish the salaries and other compensation of the employees and other agents of this Corporation.

The Directors of the Corporation shall serve as such without salary, but the Board may authorized the payment of reasonable expenses incurred by Directors in performance of their Board duties (or per diem) and reasonable compensation for special services rendered by any Director and reimbursement for expenses incurred on behalf of the Corporation. Except as provided in this section, no officer or Director shall receive any compensation directly or indirectly from the Corporation.

Section 10.6 Contracts with Officers and Directors. No officer or Director shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, or in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Directors in a meeting at which the presence of the interested Director is not necessary for its authorization, and the fact and nature of the interest is fully disclosed or known to the Directors voting on the

authorization of the contract and the contract is determined to be fair and reasonable to the Corporation.

Section 10.7 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given by mail, email, fax, or hand delivery to the Directors, or to any Officers of the Corporation unless otherwise provided herein or in any statute, shall be given by mailing first class to such Director or Officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Section 10.8 Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section 10.9 Headings and Parenthetical Insertions. The article and paragraph 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 10.10 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 rule.

#### ARTICLE XI – AMENDMENTS AND ADDITIONS

Section 11.1 Amendments. These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present, by a majority vote of these present, provided that written notice describing the substance of the proposed amendment has been sent to each Member of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members.

These By-Laws may also be altered or amended at any duly called meeting of the Board of Directors by the affirmative vote of three-fourths (3/4) of all Directors then in office, provided that written notice describing the substance of the proposed amendment has been sent to all Directors at least ten (10) days in advance of the meeting. Any amendment approved by the Directors shall be effective when approved by the Directors, unless a later date is specified as the effective date.

Section 11.2 Rules and Regulations. The Directors may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

I certify that the foregoing Amended and Restated Bylaws were adopted by the Corporation on the \_\_\_\_ day of \_\_\_\_\_, 2 \_\_\_\_

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Secretary