

BYLAWS OF THE  
LAKE SUPERIOR COMMUNITY PARTNERSHIP, INC.

**ARTICLE I  
CORPORATION**

**1.1 Name:** The name of the corporation is Lake Superior Community Partnership, Inc. (the "Corporation")

**1.2 Places of Business:** The corporation shall have its principal place of business in Marquette County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

**1.3 Purpose:** The purposes for which the corporation is organized are as follows:

- A. To promote economic/community development in the Upper Peninsula of Michigan, with particular emphasis on building sustainable, diversified employment opportunities for all people, including youth.
- B. To promote a private/public partnership with local units of government that will work together to improve the communities of the Upper Peninsula.
- C. To attract and retain a strong work force by promoting this unique environment as a rewarding place to work and live.
- D. To conduct such other activities as are permitted under Michigan law, particularly the Michigan Nonprofit Corporation Act, 1982 PA 162, as amended, MCL 450.2101 to 450.3192 (the "Nonprofit Corporation Act") and shall be operated within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and for the purposes set forth in the Corporation's Articles of Incorporation.

**1.4 Nonprofit Operation:** The corporation shall be operated exclusively for nonprofit purposes permitted under the laws of the State of Michigan, particularly the Nonprofit Corporations Act, and the Internal Revenue Code as it pertains to organizations described in Section 501(c)(6). No director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, director, officer or any private shareholder or individual. The organization shall not engage in any activity ordinarily carried on for profit.

**1.5 Definitions:** Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws have the meaning set forth in the Nonprofit Corporation Act.

## **ARTICLE II MEMBERSHIP**

**2.1 Eligibility for membership:** Voting membership shall be open to any current Lake Superior Community Partnership partner in good standing. Good standing means that the member dues have been paid no later than 90 days after the annual membership's commencement.

**2.2 Annual dues:** Annual dues shall be determined from time to time by the Corporation and billed by Corporation staff to members.

**2.3 Rights of members:** Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

**2.4 Resignation and termination:** Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the board.

**2.5 Non-voting membership:** The board of directors, as defined in article 3, shall have the authority to establish and define non-voting categories of membership.

**2.6 Annual meeting:** One annual meeting of the members shall take place, the specific date, time and location of which will be designated by the board of directors. At the annual meeting the members shall elect board directors, receive reports on the activities of the association, and determine the direction of the association for the coming year. The board may determine that a meeting of the members may be held solely by means of remote or electronic communication.

**2.7 Special Meetings:** Special meetings of the members of the corporation may be called by the Board of Directors or the Chairperson and shall be called by the Secretary at the written request of ten (10) percent or more of voting members of the corporation. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

**2.8 Notice of meetings:** Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the members of the corporation shall be given not less than three (3) weeks before the date of the meeting to each member, personally, by mail, or by electronic transmission at the address designated or in the manner authorized by the member for such purpose or, if none is designated, at the member's last known address. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original

meeting.

**2.9 Quorum:** Ten percent of all members in good standing at date of a meeting shall constitute quorum

**2.10 Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

**2.11 Waiver of Notice of Meetings:** Notice of any annual or special meeting of the members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

**2.12 Action Without a Meeting:** Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote thereon. Said written consents shall be filed with the minutes of the proceeding of the members and shall have the same effect as a vote of the members for all purposes.

**2.13 Minutes:** At all meetings of members of the corporation, a record of the proceedings shall be preserved as the minutes of the meeting.

**2.14 Dues:** The dues of members shall be fixed by the Board of Directors from time to time and shall be payable in such manner and at such time as determined by the Board of Directors.

**2.15 Membership Book:** The corporation shall keep at its business office a membership book containing the name and address of each member and the date upon which the applicant became a member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. The membership book may be stored electronically.

**2.16 Non-Transferability of Membership:** No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's dissolution.

**2.17 Termination of Membership:** Membership in the corporation shall automatically terminate upon the occurrence of any of the following events:

- A. If this corporation has provided for the payment of dues by members, upon a failure to renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within the thirty (30) day period following the member's receipt of

the written notification of delinquency or as provided therein;

- B. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any member expelled from the corporation shall receive a pro-rated refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease upon termination of membership as provided by this section.

**2.18 Member Meeting Participation by Teleconference:** If available, members may participate in meetings by teleconference or other means of remote communication by which all persons participating in the meeting may hear each other if all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### **ARTICLE III BOARD OF DIRECTORS**

**3.1 Board of Directors.** The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The corporation is organized on a nonstock, membership basis and, except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation, shall be approved by action of the board of Directors. The board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least quarterly.

**3.2 Board Size.** The Board of Directors shall consist of not less than eleven (11) and not more than fifteen (15) persons, as the Board of Directors shall from time to time determine. All directors shall hold current voting membership in the corporation at the time of their election and throughout their tenure.

**3.3 Ex Officio Members.** The Board of Directors may establish ex officio members by a majority vote. Ex officio members shall not have voting rights, but may participate in discussion. Ex officio members shall not count toward quorum nor the total size of the board as established under section 3.2. Ex officio members may not participate in closed session unless a motion to move into closed session is approved and specifically allows an ex officio member to be present.

**3.4 Duties of Directors:** It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their mailing addresses, e-mail addresses, telephone numbers, and facsimile numbers with the Secretary of the Corporation;
- (f) Establish and disband other committees as appropriate to conduct the work of the Corporation by majority vote;
- (g) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;

**3.5 Board elections:** Directors shall be elected or re-elected by the voting representatives of members at the annual membership meeting. Directors will be elected by a simple majority of members present at the annual meeting.

**3.6 Election procedures:** The Nomination Committee established in section 5.1 shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. Floor nominations will not be accepted. All candidates must be members in good standing. All members will be eligible to send one representative to vote for each candidate.

**3.7 Terms and Limits:** All board members shall serve three-year terms.

At the first election following adoption of these bylaws, all existing seats on the Board of Directors shall be on the ballot and assigned as follows:

- a. Seats 1 – 5 shall be assigned to cycle A and serve a one-year term to expire at the annual membership meeting in 2024.
- b. Seats 6 – 10 shall be assigned to cycle B and serve a two-year term to expire at the annual membership meeting in 2025.
- c. Seats 11 – 15 shall be assigned to cycle C and serve a three-year term to expire at the annual membership meeting in 2026.

Following the expiration of the initial terms above, all cycles shall be elected for full three-year terms with each term beginning upon election at the annual meeting and ending at the annual meeting three years out.

The current Board of Directors shall serve as the nominating committee for the first election.

**3.8 Officers and Duties:** There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

- The Chairperson of the Board of Directors shall be a Director of the Corporation. At all meetings of the Board, the Chairperson shall preside. The Chairperson shall be an ex-officio member of all standing committees and shall be Chairperson of those committees designated by the Board of Directors. If there is no Executive Director, the Chairperson shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as the Chairperson shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. The agents and employees shall hold office at the discretion of the Chairperson. The Chairperson shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Chairperson may authorize any other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in the Chairperson's place and stead. In general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.
- The Vice-Chair shall perform the duties of the Chair in their absence and chair committees on special subjects as designated by the board.
- The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and organizational members and ensure that appropriate financial records are maintained. The Treasurer also shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; (d) complete all required corporate filings; and (e) in general perform all of the duties incident

to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

**3.9 Assistants and Acting Officers:** The Assistants to the Secretary and Treasurer, if any, selected by the Board of Directors, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or Treasurer or by the Chairperson or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may by resolution otherwise determine.

**3.10 Officer Election and Terms:** All officers shall be elected annually at the Board of Directors Annual Meeting. No person shall hold the same office for more than three (3) full terms.

No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

Any officer may be removed from their position for cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors. For cause may mean any of the reasons outlined in the currently adopted "LSCP Directors Expectation Policy" or other cause as allowed under law. Removed officers shall remain on the Board unless removed entirely as outlined section 3.10.

**3.11 Removal:** Any director may be removed from office with or without cause at any annual or special meeting of the membership by the affirmative vote of two-thirds (2/3) of the voting members in attendance. All directors who fail to contact an officer or employee of the Corporation in advance of a meeting which they are unable to attend shall be considered unexcused. Three unexcused absences within a one-year period shall result in automatic removal from the Board of Directors.

**3.12 Board Vacancies and Enlargement:** Any vacancy or allowed enlargement occurring in the Board of Directors may be filled by a person selected by a majority of the remaining Board of Directors. Should the number of directors be increased by adopted bylaw amendment, a majority of the Board of Directors shall appoint individuals to fill the new positions.

**3.13 Annual Meeting.** The annual meeting of the Board of Directors shall be held at such place, date and hour as the board may determine from time to time. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appear

for an annual meeting of the Board of Directors the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

**3.14 Regular and Special Meetings:** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two (2) directors.

**3.15 Notice of Meetings of the Board of Directors:** Written notice of the time and place of all meetings of the Board shall be given to each director at least seven (7) days before the date of the meeting, either personally, by mail, e-mail or fax of such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting. Any Director may waive notice of any meeting by written statement, telegram, radiogram or cablegram sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**3.16 Action Without a Meeting:** Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing or electronically. Said consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

**3.17 Quorum and Voting Requirements:** A majority of the directors then in office constitutes a quorum for the board. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. Amendment of the bylaws or articles of incorporation by the board requires the vote of not less than a majority of the members of the board then in office. Further, if at any time fewer than eight (8) directors constitute the board of the Corporation, then a majority of the board shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**3.18 Powers of the Board of Directors:** The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted



for an organization described in Section 501(c)(6) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon of directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

**3.19 Compensation:** Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 4.1 nor shall it prevent the Board of Directors from providing the reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.

**3.20 Execution of Conveyances, Mortgages, and Contracts:** The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

**3.21 Presumption of Assent:** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

**3.22 Committees:** The Board of Directors by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors may designate one or more committees, each committee to consist of one or more Directors elected by the Board of Directors, which to the extent provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, except action in respect to the fixing of compensation for or the filling of vacancies in the

Board of Directors or committees created pursuant to this Section, or amendments to the Articles of Incorporation or Bylaws. The Board of Directors may elect one or more of its members as alternate members of any committee who may take the place of any absent member or members at any meeting of a committee, upon request by the Chair of the meeting. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

**3.23 Meeting by Teleconference or Similar Method:** Meetings shall be held at mutually agreed place and times to encourage maximum participation. Meetings may be held in person or by any combination of audio, document, or video conferencing techniques. A Director may participate in a meeting by teleconference or any similar method through which all persons participating in the meeting may hear each other, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

#### **ARTICLE IV INDEMNIFICATION**

**4.1 Non-Derivative Actions:** Subject to all of the other provisions of this article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person 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 the person reasonably 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 his or her conduct was unlawful.

**4.2 Derivative Actions:** Subject to all of the provisions of this article, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director

or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

**4.3 Expenses of Successful Defense:** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 4.1 or 4.2 above, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by such person in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided by this article.

**4.4 Definition:** For the purposes of Sections 4.1 and 4.2 above, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in Sections 4.1 and 4.2 above.

**4.5 Contract Right; Limitation on Indemnity:** The right to indemnification conferred in this article shall be a contract right, and shall apply to services of a director or officer as an employee or agent of the Corporation as well as in such person's capacity as a director or officer. Except as provided in Section 4.3 above, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

**4.6 Determination that Indemnification is Proper.:** Any indemnification under Section 4.1 or 4.2 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of

conduct set forth in Section 4.1 or 4.2 above, whichever is applicable. Such determination shall be made in any of the following ways:

- (i) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit or proceeding.
- (ii) If the quorum described in clause (i) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (iii) By independent legal counsel in a written opinion.

**4.7 Proportionate Indemnity:** If a person is entitled to indemnification under Section 4.1 or 4.2 above 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 shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**4.8 Expense Advance:** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 4.1 or 4.2 above may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

**4.9 Non-Exclusivity Rights:** The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**4.10 Indemnification of Employees and Agents of the Corporation:** The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

**4.11 Former Directors and Officers:** The indemnification provided in this article continues as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

**4.12 Insurance:** The Corporation may 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 director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under this article or the laws of the State of Michigan.

**4.13 Changes in Michigan Law:** In the event of any change of the Michigan statutory provisions applicable to the Corporation relating to the subject matter of this article, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide prior to any such change.

## **ARTICLE V COMMITTEES**

**5.1 Standing Committees:** The following standing committees shall be established for the purposes set forth below:

- **Executive Committee:** The Executive Committee shall consist of the Board Chair, Vice Chair, Secretary, Treasurer, and one additional Director as approved by a majority vote of the Board of Directors. The Board Chair shall chair the Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, including **approving any expenditures exceeding the threshold set forth in the Corporation's financial control procedures and personnel oversight for the Executive Director.** A quorum of the Executive Committee shall be three (3) members.
- **Finance Committee:** The Finance Committee shall consist of the Board Chair, Treasurer and at least one additional Corporation member in good standing. The Finance Committee shall be chaired by the Treasurer. The Finance Committee must meet at least annually. The Finance Committee shall be responsible for promoting sound financial management of the Corporation's fiscal resources, including review of the annual budget prior to adoption by the full Board of Directors. Quorum of the finance committee shall be one-half of appointed members.

**Nominating Committee:** The Nominating Committee shall consist of at least three (3) but no more than five (5) members of the Corporation in good standing, including at least two current members of the Board of Directors. The Nominating Committee

shall be responsible for identifying, vetting, and nominating new potential directors for presentation at the annual meeting outlined in section 2.6. Members on the Nominating Committee may not be up for appointment at the annual meeting in which it is preparing for. The Chair of the Board of Directors shall name the chair of the Nominating Committee.

**5.2 Additional Standing Committees:** The Board of Directors may, by a majority vote, establish additional standing committees as it deems necessary. The Board shall set the number and terms of the members of any committee.

**5.3 Additional Committees or Workgroups:** The Board of Directors may, by a majority vote, establish ad hoc committees or workgroups as it deems necessary. The Board shall set the number and terms of the members of any committee or workgroup. Such committees or workgroups shall exist until such time that the Board of Directors deems their task has been satisfactorily completed. Each committee or workgroup shall contain at least one (1) Board of Director member.

## **ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

**6.1 Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the Chairperson and the Secretary or Treasurer may execute the same and may affix the corporate seal thereto.

**6.2 Loans:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft of withdrawal by an officer, Director or member of the Corporation otherwise than in the ordinary and usual course of the business of the Corporation, and on the ordinary and usual course of the business or security, shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds (2/3) of the members of the Board of Directors excluding any Director involved in such transactions and a full and detailed statement of all such transactions and any payments shall be submitted at the next annual meeting of members and the aggregate amount of such transactions less any repayments shall be stated in the next annual report to members.

**6.3 Checks, Drafts, etc.:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**6.4 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.

**6.5 Gifts:** The Board of Directors may accept on behalf, and for the benefit, of the Corporation any contribution, gift, bequest, due, or other fee for the nonprofit purposes of this Corporation.

**6.6 Voting of Securities Owned by this Corporation:** Subject always to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the Chairperson of this Corporation or by proxy appointed by the Chairperson, or in the absence of the Chairperson and the Chairperson's proxy, by the Secretary of this Corporation or by proxy appointed by the Secretary. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation shall be executed in the name of this Corporation by the Chairperson or the Secretary of this Corporation without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

**6.7 Contracts Between Corporation and Related Persons:** Any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of this Corporation's Directors are members or employees, or in which one or more of this Corporation's Directors are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director's or Directors' participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE VII DIRECTOR AND STAFF**

**7.1 Executive Director:** The board may employ the services of an Executive Director (or similar titled official) and other staff as determined necessary. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board may designate other duties as necessary.

The Executive Committee shall be responsible for all personnel actions related to the Executive Director with the exception of termination which must be a majority vote of the full Board of Directors in attendance at a meeting conducted in accordance to the provisions in article III.

## **ARTICLE VIII AMENDMENTS**

**8.1 Amendments:** Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, these Bylaws may be amended or repealed by a vote of two-thirds of the Members of the Corporation at any Annual Member Meeting or Special Member Meeting, or by vote of two-thirds of the Directors constituting the full Board of Directors, at any Regular Board Meeting or Special Board Meeting of the Board of Directors; provided, however, that notice of such proposed amendment or repeal shall have been contained in a written notice of such meeting delivered to such Member or Directors in a manner approved by these Bylaws; and further provided that the Board of Directors shall not have the authority to amend or repeal any Bylaw or amendment thereto adopted by the Members fixing the requirements or classifications of membership, the qualification, classification or terms of office of Directors, the Director Quorum requirements for Members' or Directors' meetings, the method or procedure for amending these Bylaws or affecting the Bylaw on interests in property.

Amended April 2001  
Amended July 2001  
Amended January 2002  
Amended August 2002  
Amended January 2006  
Amended June 2013  
Amended April 2022  
Amended February 2023