

AMENDED AND RESTATED BYLAWS

of

Ballet Arts Ensemble, Inc.

Effective: August 19, 2011

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**AMENDED AND RESTATED BYLAWS
OF**

BALLET ARTS ENSEMBLE, INC.

(A Michigan Nonprofit Corporation)

ARTICLE I - OFFICES

Section I.1 **Registered Office/Resident Agent.** The Resident Agent and Registered Office of the Corporation shall be a person and a location in the State of Michigan selected by the President. The registered office of the Corporation and the Resident Agent shall be as set forth in its Articles of Incorporation. The President may change the Resident Agent and/or Registered Office at any time.

The President 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 President 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.

Section I.2 **Business Offices.** The Corporation may have business offices at such places as the Board of Directors may determine.

ARTICLE II - PURPOSE

Section II.1 **General.** The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

ARTICLE III - ORGANIZATION

Section III.1 **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 IV.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 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.

The Board of Directors shall have the right to select, hire, supervise and fire an Executive Director for the Corporation who shall be responsible for the Corporation's day-to-day

operations. The Board of Directors shall also specify the duties and responsibilities of the Executive Director.

The Board of Directors shall have the right to select, hire, supervise and fire an Artistic Director for the Corporation. The Board of Directors shall specify the duties and responsibilities of the Artistic Director. The Artistic Director shall not be considered a member of the Board of Directors and shall have no voting privileges.

Section IV.2 Number, Selection and Term. The number of Board Members which shall constitute the Board of Directors shall be not less than five (5) persons and not more than fifteen (15) persons. The number of persons serving on the Board of Directors (each a "Director") at the time these Amended and Restated Bylaws are adopted shall be the size of the Board. Thereafter, the size of the Board of Directors shall be determined and may be changed by vote of the Board of Directors.

All Board Member positions shall be filled 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 Board Members expiring each year. To accomplish this, upon approval of these Amended and Restated Bylaws, the terms of the current Directors shall be modified by vote of the Directors so that one-third of the 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 Board 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. A Director shall hold office until the annual meeting of the Corporation in the year in which his or her term expires, but if no replacement is elected at the annual meeting, then he or she shall serve until his or her replacement is elected and takes office.

Section IV.3 Meetings.

(a) 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 at least nine (9) times per year.

(b) The annual meeting of the Board of Directors of the Corporation shall be held sometime in June of each year, and shall be a part of the annual retreat. The date of the annual meeting shall be determined by the Board.

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

(d) Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors.

Section IV.4 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 in any of the following manners: (a) by notice given personally, either orally or in writing, at least twenty four

(24) hours before the meeting; (b) by notice given by speaking directly to the Director orally by telephone at least twenty four (24) hours before the meeting; (c) by electronic transmission (as described in Section 11.05 below) given at least twenty four (24) hours before the meeting; or (d) by written notice sent by mail, which is mailed at least three (3) days before the date of the meeting.

If a purpose of any Director meeting is to vote to amend the Corporation's Articles of Incorporation, then written notice of the meeting shall be given to all Directors at least ten (10) days before the date of the meeting and shall be accompanied by a copy of the proposed amendment or a summary of the changes to be effected by the amendment

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 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 sent a written notice informing him or her of the regular meeting dates; 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 using a method that is acceptable for the giving of notice for a special meeting 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. Attendance of a Director at a meeting constitutes a waiver of notice of the 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.

Section IV.5 Resignation. A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section IV.6 Removal. Any Director may be removed at any time, with or without cause, by vote of a majority of Directors entitled to vote at an election of Directors.

Section IV.7 Vacancies. An opening on the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. 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.

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

Section IV.8 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 IV.9 Voting. Unless otherwise provided herein or in the Act, 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). No proxy voting is allowed.

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

Section IV.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 IV.11 Compensation of Directors. The Directors, as such, shall not 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 IV.12 Discharge of Duties. A Director shall discharge the duties of that position in good faith and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging the duties, a Director, when acting in good faith, may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board, or upon financial statements of the Corporation represented to the Director as correct by the President or the officer of the Corporation having charge of its books or account, or as stated in a written report by an independent public or certified public accountant or firm of accountants fairly to reflect the financial condition of the Corporation.

If a Director is subject to the Uniform Prudent Management of Institutional Funds Act, MCLA 451.921 to 451.931, the Director, in discharging his/her duties under such act shall conform to the standards of this Act.

Section IV.13 Directors' Liability for Corporate Actions. In addition to any other liability imposed upon Directors by the Act or other law, Directors who vote for, or concur in making a loan to an officer, Director or employee of the Corporation or of a subsidiary thereof contrary to the Act are jointly and severally liable to the Corporation for the benefit of its creditors to the extent of any legally recoverable injury suffered by such persons as a result of the action, but not to exceed the amount unlawfully paid or distributed. A Director is not liable under this Section if he/she complies with Section 4.12 of this Article.

Section IV.14 Presumption of Director's Concurrence in Absence of Dissent. A Director who is present at a meeting of the Board of Directors, or a committee thereof of which he is a member, at which an action referred to in Section 4.13 of this Article is taken, is presumed to have concurred in that action unless a dissent is entered in the minutes or unless a written dissent to the action is filed with the person acting as secretary of the meeting before or promptly after the adjournment. 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 a committee thereof of which he is a member, at which any such action is taken is presumed to have concurred in the action unless a written dissent is filed with the Secretary within a reasonable time after he/she had knowledge of the action.

Section IV.15 Participation in Meeting by Telephone or Remote Communication. Provided 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. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V - OFFICERS

Section V.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary. All Officers must be members of the Board of Directors. 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 Presidents, 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 President 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 V.2 President. The President shall preside at all meetings of the Board of Directors. The President shall 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 President 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 of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation.

Section V.3 Vice President. The Vice President 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 President is absent, unavailable or no longer in office, then the Vice President shall perform the duties and exercise the powers of the President; however, the Vice President shall not terminate or change the duties of any employees, change any committee appointments, or undertake any other material action normally performed by the President unless the Board approves or unless the Board officially elects the Vice President as President.

Section V.4 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 President or the Board. Unless otherwise directed by the Board or by the President, the Secretary may utilize the services of the staff of the Corporation when performing these duties, including the appointment of an Assistant Secretary.

Section V.5 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 President. The Treasurer shall present an annual report, no later than the first Board meeting following the beginning of each fiscal year, which shall set forth in appropriate detail: the assets and liabilities, including relevant trust funds, of the Corporation for the preceding fiscal year; the principal changes in assets and liabilities, including trust fund monies, incurred during that fiscal year; the revenues of the Corporation for that fiscal year, including receipts restricted to any particular purpose; the expenses and other disbursements for that fiscal year; and any other information which the Treasurer, or Board may so direct. A copy of the report, or an abstract, shall be included in the minutes of the meeting.

Section V.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 V.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 actually incurred on behalf of the Corporation.

Section V.8 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President 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 V.9 Removal. Any of the Officers designated in Section 5.01 of this Article V 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 a majority of the total number of Directors.

Section V.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 V.11 Discharge of Duties; Reliance on Reports. An officer shall discharge the 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.

ARTICLE VI - MEMBERS

Section VI.1 Non-voting Members. The Corporation may have honorary members, if approved by the Board of Directors. All members shall meet such requirements for membership as are established by the Board of Directors, from time to time. A person shall be a member for such term as is established by the Board of Directors.

No member of the Corporation shall have any right to vote on any matter involving the Corporation, nor shall any member have any interest in any of the Corporation's assets. A member shall not 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. A 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.

Section VI.2 Member Dues. The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all Members as a condition for becoming and remaining a member. For purposes of dues payment, members may be divided into classes, with members in different classes paying different dues.

ARTICLE VII - COMMITTEES

Section VII.1 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 President, with the consent of the Board of Directors. Any Special Committee shall be dissolved as soon as it has fulfilled its functions. The President, with the consent of the Board of Directors, shall designate the persons to serve on each committee and to serve as Chairperson of the committee. Membership on committees is open to all persons, Directors and non-Directors. Each committee shall make such reports of its activities to the Board of Directors as the Board may request.

Section VII.2 Powers. Any committee shall exercise such powers and perform such duties as are stated in these Bylaws or as the Board of Directors may, from time to time authorize, including any or all powers and authority of the Board in the management and affairs of the Corporation; however, no committee shall have power or authority to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Amend the Bylaws of the Corporation.
- (d) Fill vacancies in the Board.
- (e) Fix compensation of the Directors for serving on the Board or on a committee.
- (f) Take any other action prohibited by law, the Articles of Incorporation or these Bylaws.

Section VII.3 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. To the extent it is not inconsistent with the rules adopted by the Board of Directors, each committee may establish its own rules to govern the conduct of its activities.

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

Section VIII.1 Indemnification: 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, 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, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against 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 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 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 the conduct was unlawful.

Section VIII.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, 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, business 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 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. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section VIII.3 **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, 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. The provisions of this Section 8.03 are intended to abolish the requirements for mandatory indemnification set forth under Section 563(1) of the Act.

Section VIII.4 **Determination of Indemnification.** As a condition precedent to any indemnification under Sections 8.01 and 8.02 of this Article, the Board of Directors of the Corporation shall first make a determination that indemnification of the Director, Officer, employee, nondirector volunteer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 8.01 and 8.02. Such determination shall be made in any of the following ways: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, then by a majority vote of a committee of directors who are not parties to the action, with the committee consisting of at least two (2) disinterested directors; or (iii) 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 8.01 and 8.02, then the Board of Directors, in its discretion, shall decide if the Corporation will indemnify this person and 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 8.01 or 8.02 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expenses, 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 VIII.5 **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 8.01 or 8.02 above may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, if approved by the Board of Directors, in its complete discretion, and to the extent that the Board may approve, upon receipt of an undertaking by or on behalf of the Indemnatee to repay the expenses if it is ultimately determined that the Indemnatee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made and may be evidenced by a promissory note if required by the Board. The Corporation may require such security, guarantees, bonds or other assurances, as the Board deems advisable to secure the undertaking to repay the expenses advanced by the Corporation.

Section VIII.6 **Partial Indemnification.** If an Indemnatee 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 Indemnatee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnatee is entitled to be indemnified.

Section VIII.7 **Liability Insurance.** The Corporation shall have the power to purchase and maintain insurance (including insurance issued by an affiliated insurer and insurance for which premiums may be adjusted retroactively, in whole or in part, based upon claims experience, or similar arrangements and may also create a trust fund or other form of funded arrangement) 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, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Act, as amended.

Section VIII.8 **Severability.** Each and every paragraph, sentence, term and provision of this Article 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 this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE IX - CONFLICTS OF INTEREST

Section IX.1 Provisions Regarding Payment of Compensation and Property Transfers. Any contract or other transaction between the Corporation and one or more of its Directors or other person who is a Disqualified Person, as defined in Section 4958 of the Internal Revenue Code of 1986 (the "Code") and the Regulations promulgated thereunder (herein a "Disqualified Person"), 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, or are otherwise interested, must not constitute an

excess benefit transaction pursuant to Section 4958 of the Code and the Regulations promulgated thereunder, and any such contract or transaction shall comply with the requirements of Section 4958 and its Regulations. Any economic benefit that is provided to a Disqualified Person for the performance of services shall be documented with written substantiation that is contemporaneous with the transfer of the economic benefit.

To the extent feasible, the Corporation shall attempt to meet the requirements established in the Regulations for Section 4958 to qualify a payment or transfer of property involving a Disqualified Person for the rebuttable presumption that such payment or transfer is not an excess benefit transaction.

Section IX.2 Conflict of Interest Policy. The Board may approve a Conflicts of Interest Policy that establishes policies and procedures for determining when a Director, Officer or other person involved with the Corporation 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 with an entity in which such person has an interest. The policies and procedures approved by the Board may be stricter than those set forth in the Act or in these Bylaws, including Sections 9.01 and 9.03 above.

ARTICLE X - FISCAL YEAR

Section X.1 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

ARTICLE XI - MISCELLANEOUS PROVISIONS

Section XI.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 XI.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 XI.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 11.03 shall be express and confined to specific instances.

Section XI.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 XI.5 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given by the Corporation to the Board Members, 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. 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 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:

- (a) It does not directly involve the physical transmission of paper;
- (b) It creates a record that may be retained, retrieved and reviewed by the Recipient; and
- (c) 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, 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 a 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 Board Member 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 Board Member 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 XI.6 Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section XI.7 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 XI.8 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 XII.1 Amendments. These Bylaws and the Articles of Incorporation may be altered or amended by the affirmative vote of a majority of all Directors then in office, provided that if the proposed amendment will be presented for a vote at a meeting of the Board, then written notice describing the substance of the proposed amendment shall be sent to each Director of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Directors. Any amendment shall be effective when approved by the Directors.

Section XII.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 Bylaws were adopted by the Corporation on the ____ day of _____, 2011.

_____, Secretary

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