

AMENDED BYLAWS OF
THE BERNARD HISTORICAL SOCIETY AND MUSEUM

ARTICLE I
OFFICES

- 1.01 *Principal Office.* The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.
- 1.02 *Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.

ARTICLE II
MEMBERS

- 2.01 *Eligibility for Membership.* Any persons interested in the history of Barry County who applies for membership and who tenders the necessary dues shall thereby become a member.
- 2.02 *Membership Dues.*
- a. Initial and Annual Dues. The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.
 - b. Life Membership. Life membership for individual members shall be available. The amount of fee for life membership shall be determined by the board of directors.
 - c. Patron Membership. Patron membership for organizations, businesses, companies and other entities shall be available. The amount of fee for patron membership shall be determined by the board of directors.
- 2.03 *Termination of Membership.* Membership may be terminated by the board of directors on the occurrence of any of the following events:
- a. Failure to pay dues within 90 days after written notice of payment due.
 - b. Failure to satisfy the requirements of section 2.01 of this article.
- 2.04 *Annual Meeting.* The annual meeting of the members shall be held the 2nd Monday in June, at the regular June meeting of the members.
- 2.05 *Regular Meetings.* Regular meetings of the Society shall be held the second Monday of each month, except January, February, July and August.
- 2.06 *Special Meetings.* Meetings of the board of directors may be called by the President. Special meetings of the members may be called by the board of directors or by the

president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

- 2.07 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.
- 2.08 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.
- 2.09 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.
- 2.10 *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
- 2.11 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented two thirds (2/3) of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- 2.11 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.
- 2.12 *Voting.* Each member is entitled to one vote on each matter submitted to a vote. All officers and trustees shall be elected by a plurality of votes by secret ballot at the annual

meeting.

- 2.13 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III BOARD

- 3.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.
- 3.02 *Members of the Board.*
- a. Officers. There shall be a president, vice-president, secretary, treasurer, and registered/resident agent.
- a. Board of Directors. There shall be not less than ____ nor more than ____ directors on the board as shall be fixed from time to time by the board of directors. At any meeting of the board of directors, five (5) members shall constitute a quorum.
- The board of directors shall appoint an understudy to the secretary. The understudy shall become sufficiently acquainted with the duties of the office to be able to carry on the secretary's duties in emergencies.
- b. Trustees. There shall be a minimum of three (3) Trustees elected for terms of three (3) years. Elections shall be scheduled so that the terms of trustees overlap to give continuity to the Society leadership.
- 3.03 *Tenure.* Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.
- 3.04 *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.
- 3.05 *Removal.* Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.
- 3.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.
- 3.07 *Annual Meeting.* An annual meeting shall be held the 2nd Monday in June immediately after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

- 3.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 3.09 *Special Meetings.* Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.
- 3.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.
- 3.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute 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. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 3.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 3.13 *Quorum.* Five (5) members constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE IV COMMITTEES

- 4.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power 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 on the board; or
- e. fix compensation of the directors for serving on the board or on a committee.

- f. recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- g. recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- h. terminate memberships.

4.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

4.04 *Committees.* The Society shall have the following committees:

- a. *Library Committee.* The Library Committee shall be responsible for collecting, cataloging, care, arrangement and repair of books, manuscripts, newspapers and other historical source material.
- b. *Museum Committee.* The Museum Committee shall be responsible for collecting, cataloging, cleaning, repair and storage of historic objects; for arranging exhibits; and for the correct historic interpretation of these exhibits.
- c. *Publication Committee.* The Publication Committee shall be responsible for finding ways and means for publishing joint or individual research studies, newsletter to members, a quarterly bulletin, or books, for publicity, for staging radio and television programs.
- d. *Historic Sites Committee.* The Historic Sites Committee shall be responsible for establishing the historic validity for sites proposed for marking, for marking historical sites; for arranging historical tours.
- e. *Program Committee.* The Program Committee shall be responsible for arranging suitable programs, establishing hour of meeting and providing for a meeting place. Should the date of meeting deviate from Article _____, it will be done with concurrence of the majority present at the previous meeting. The chairman of the publication committee shall be informed about coming programs in sufficient time so that adequate news items can be published.
- f. *Membership Committee.* The Membership Committee shall be responsible for membership drives and processing new candidates for membership.
- g. *Building and Grounds Committee.* The Building and Grounds Committee shall

be responsible for maintenance of building and grounds that includes security, miscellaneous repairs, painting and lawn maintenance.

- 4.05 *Additional Committees.* Other committees, standing or special, may be appointed by the president as directed by the Society of the board of directors.

ARTICLE V OFFICERS

- 5.01 *Number.* The officers of the corporation shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.
- 5.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.
- 5.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.
- 5.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.
- 5.05 *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall preside at all meetings. The president shall appoint the members of committees and delegates not otherwise provide for. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.
- 5.06 *Vice President.* The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

- 5.07 *Chairperson.* The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.
- 5.08 *Secretary.* The secretary shall have an understudy. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; (e) render an annual account; and (f) perform all duties incident to the office and other duties assigned by the president or the board.
- 5.09 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate and tax filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board. In addition to the aforementioned, the Treasurer shall have the following additional duties/responsibilities:
- a. Maintaining the Operating Fund checking account. The Treasurer shall replenish the operating fund checking account from the investment accounts, from time to time.
 - b. Maintaining Endowment Fund. The Treasurer shall maintain a minimum balance of \$200,000.00 in the Endowment Fund. The Treasurer, will invest an/all future bequests and memorials in excess of this minimum balance in other income accounts as approved by the board of directors.
 - c. Use of Interest of Income Accounts. Interest generated by the Endowment Fund and other income accounts will be available for the General Operating fund or special projects.
 - d. Disposition of Miscellaneous Income. All undesignated gifts, contributions and donations may be deposited in the Operating Fund, as well as all appropriations for operating.
 - e. Petty Cash Fund. The Treasurer may establish a petty cash fund not to exceed one hundred (\$100.00) dollars. Funds may be used for supplies, mailing, postage, stationary, wrapping, etc.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or

attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII INDEMNIFICATION

- 7.01 *Nonderivative 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is 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 for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
- 7.02 *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 because (a) the person was or is a director or officer of the corporation or (b) the person was or is 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 or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney 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 or its members. 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 on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

- 7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 7.04 *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 7.03 of this article, 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.
- 7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:
- a. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - b. If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - c. By independent legal counsel in a written opinion.
 - d. By the members.
- 7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, 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.
- 7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 7.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided

under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with 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.

- 7.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, 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.
- 7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 7.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- 7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.]

ARTICLE VIII COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall end on May 31st.

ARTICLE X
AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

AMENDED
ARTICLES OF INCORPORATION OF
THE BERNARD HISTORICAL SOCIETY AND MUSEUM

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the "Act"), as amended, corporation executes the following articles:

ARTICLE I

The name of the corporation is The Bernard Historical Society and Museum.

ARTICLE II

The business and purpose of this corporation shall be to bring together those people interested in history, and especially in the history of Barry County. Understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our state and nation, and promotes a better appreciation of our American Heritage.

The corporation's major function will be to discover and collect any material which may help to establish or illustrate the history of the area, its exploration, settlement, development, and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation. It will collect printed material such as histories, genealogies, biographies, descriptions, gazettes, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs and posters, manuscript materials such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field books, and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics and material objects illustrative of life, conditions, events and activities of the past and the present.

The society will provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with officials in insuring the preservation and accessibility of the records and archives of the county and of its cities, towns, villages and institutions; and to undertake the preservation of historic buildings, monuments and markers.

The society will disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding meeting with pageants, addresses, lectures, papers and discussion, by marking historical buildings, sites and trails; and by using the media of radio and television to awaken public interest.

All articles submitted to The Bernard Historical Society and Museum become property of the Corporation. The display, storage and handling of these donated articles will be at the discretion of the Board of Directors.

ARTICLE III

The corporation is organized upon a membership basis.

The corporation is to be financed under the following general plan: donations, dues, and fees.

ARTICLE IV

The address of the registered office is: 7135 West Delton Road
Delton, MI 49046

The mailing address of the registered office is: P.O. Box 307
Delton, MI 49046

The name of the registered agent is: as reflected in the annual filing

ARTICLE VI

Any action required or permitted by the Act to be taken at an annual or special meeting of the members may be taken without a meeting, prior notice, or a vote, if a consent in writing setting forth the action so taken is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to members who have not consented in writing.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or

otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VIII

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE IX

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors or members, a court of equity jurisdiction within this state may order a meeting of the affected creditors or members. The corporation, a creditor or member of the corporation, or a receiver appointed for the corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the affected creditors or 3/4 of the affected members agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors and members, and also on this corporation.

ARTICLE X

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), or a volunteer officer shall be personally liable to this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:

1. a breach of the director's or officer's duty of loyalty to the corporation or its members;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. a violation of section 551(1) of the Act;
4. a transaction from which the director or officer derived an improper personal benefit;
5. an act or omission occurring before the filing of these articles of incorporation; or

6. an act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act, or a volunteer officer incurred in the good faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors or officers, in addition to that described in article X, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of article X shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XI

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

These Amended Articles of Incorporation are signed on

*

