

AMENDED AND RESTATED BY-LAWS OF
MARQUETTE COUNTY COMMUNITY
FOUNDATION COMMUNITY FOUNDATION OF
MARQUETTE COUNTY, INC.

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**BY-LAWS
OF**

~~MARQUETTE COMMUNITY FOUNDATION, INC.~~ COMMUNITY FOUNDATION OF
MARQUETTE COUNTY

Amended 6-12-92, 6-9-94, 6-26-97, 6-25-98, 8-11-00, 7-19-02, 6-26-08,
12-11-08, 10-05-15, 8-10-17 [PED1]

Signature, Board ~~President~~Chair

Mission Statement

The ~~Marquette Community Foundation, Inc.~~Community Foundation of Marquette County (hereinafter called "the corporation") seeks to provide a means by which individuals can join together to create an endowment, which through sound management, will provide sufficient income to make grants that will enhance the quality of life in Marquette County by improving the charitable, educational, cultural, recreational, environmental and social welfare resources of Marquette County and will develop youth for community leadership.

ARTICLE I

MEMBERSHIP

(a) Qualifications. The membership of this corporation shall consist of the incorporators and such persons as may be elected from time to time by a majority of the members present at any meeting, such election to be subject to the new member agreeing to be bound by the By-Laws of this corporation.

(b) Termination by Resignation or Death. Any member may, by notice in writing to the Board of Trustees of this corporation, resign from membership. In the event of death or resignation of a member, his or her successor shall be selected at the next annual or special meeting of members.

(c) Suspension and Expulsion of Members. Any member of this corporation may be suspended or expelled by a major action of all members, including himself or herself, for failure to attend meetings or other evidence of lack of interest in the corporation.

(d) Powers and Duties. The members of this corporation shall:

1. Elect members of the Board of Trustees.
2. Consult and advise with the Board of Trustees about any matter affecting the corporation.
3. Determine the purpose and philosophy of the corporation.
4. Amend the articles and by-laws of the corporation.
5. Encourage applications to the corporation by grant applicants worthy of consideration and direct the attention of the Board of Trustees to such applicants.
6. Advise the members of the Board of Trustees of the corporation's resources, needs, problems and conditions that exist in the area to be served by the corporation and, to the extent possible, assist the Board of Trustees in the day to day operation of the affairs of the corporation.

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ARTICLE II

MEETING OF MEMBERS

(a) Annual Meetings. The annual meeting of the members of this corporation shall be held ~~during~~ at a time and place determined annually by the Executive Committee.

(b) Special Meetings. Special meetings of the members may be called by the ~~president~~Chair, or, in the case of his or her absence, death or disability, the Vice ~~President~~Chair authorized to exercise the authority of the ~~President~~Chair, the Trustees by action at a meeting, a majority of the Trustees acting without a meeting, or by not fewer than 25% of the members.

(c) Place of Meetings. All meetings shall be held in the Marquette County as the Board of Trustees shall designate.

(d) Notice of Meetings of Members. Written notice along with a proxy form shall be ~~mailed~~provided to each member not less than ten (10) days nor more than sixty (60) days before the date set for the annual meeting and not less than ten (10) days nor more than sixty (60) days before the date of any special meeting.

Except as otherwise required by the [PED2]Nonprofit Corporation Act, Nnotice shall be delivered either personally, ~~by publication~~publication as defined in the statute [PED3], or by mail.

The notice of the annual meeting shall state that the meeting is

being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. The notice of special meetings shall state the purpose or purposes for which the meeting is called. Notice shall be deemed to have been given when deposited with postage prepaid in the post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. Attendance at a meeting shall constitute waiver of notice requirement.

(e) Voting. Each member shall be entitled to one (1) vote in person or by proxy, including via electronic communication, on each matter properly submitted to the members for their vote, consent, waiver, release or other action.

(f) Conflict of Interest. Members of the Foundation shall excuse themselves from voting on any issue brought before the Foundation in which they have a financial, governance or program interest.

(g) Informal Action by Members. Any action required to be taken at a meeting of members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the

action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

ARTICLE III

TRUSTEES

(a) Number and Qualifications of Trustees. The Board shall consist of not more than twenty (20) and not less than seven (7) active members. Honorary members may also be elected. Such members may be increased by amendment to these By-Laws except that in no event shall the number of Trustees be less than seven. Members of the Board of Trustees shall be elected on the basis of knowledge of the educational, cultural, civic, moral, public, and other charitable needs of the Marquette area and on the basis of activity in or representation of institutions and organizations in the area which are concerned with charitable, educational, recreational, social welfare and/or natural resources needs. The purpose of this provision is to make the Board of Trustees representative of the public interests in these needs in the Marquette area. Members of the Board of Trustees shall serve without compensation except for reasonable expenses incurred on behalf of the corporation. Vacancies by death, resignation, refusal to serve or otherwise shall be filled for the unexpired term by a majority vote of the Trustees then serving although less than a quorum. A vacancy may only be filled by a person who possesses the qualifications referred to in this paragraph. Such person shall remain a member of the Board of Trustees until the annual meeting of the members

immediately preceding the expiration of his or her unexpired term and until his or her successor is elected and qualified.

Honorary members of the Board of Trustees may, from time to time, be selected by the Board. Honorary members shall be elected on the basis of valuable service to the Foundation when such members are unable to participate as active members. Such members shall not be voting members of the Board but shall act in an advisory capacity to the Board.

Youth Advisory Council Member - The Board of ~~Directors~~Trustees may elect to the Board, the ~~President~~President of the Youth Advisory Council or such other nominee as the Youth Advisory Council may from time to time recommend to the Board of ~~Directors~~Trustees. The nominee under this provision shall be at least 16 years of age. Any person elected under this provision shall serve a term of one year.

(b) Terms and Conditions of Office.

1. The term of office of a member of the Board of Trustees shall be three (3) years. No Trustee may serve for more than three (3) consecutive terms, except the Board in rare instances may approve an additional term when a continuity issue arises related to a Board of Trustees officer. [PED4] A person shall be eligible to be reelected as a member of the Board of Trustees after one (1) year off the Board after three (3) successive terms.

2. The initial Board shall be appointed by the members as follows:

Two (2) members of the Board of Trustees for an initial one (1) year term.

Two (2) members of the Board of Trustees for a two (2) year term.

Three (3) members of the Board of Trustees for a three (3) year term.

3. Persons who would be described in Section 4946 (a)(1)(A) or (C) through (G) of the current Internal Revenue Code if the corporation were a private foundation shall not constitute more than one-third (1/3) of the Board of Trustees.

4. Persons described in Paragraph (b)1 of Article III together with salaried officers or employees of any banks or trust companies which serve as trustees, agents or custodians of the corporation's funds, shall not constitute a majority of the Board of Trustees.

(c) Conflict of Interest. Trustees of the Foundation shall excuse themselves from voting on any issue brought before the corporation in which they have a financial, governance or program interest.

(d) Powers and Duties of Trustees.

1. Except as otherwise provided in the Articles of Incorporation or in these By-Laws, all the powers, duties and functions of the corporation conferred by the Articles of Incorporation, these By-Laws, State statutes, common law, court decisions, or otherwise shall be exercised, performed or controlled by the Board of Trustees.

2. The Board of Trustees shall have general charge of the affairs, property and assets of the corporation. It shall be the duty of the Board of Trustees to carry out the aims and purposes of this corporation and to this end, to manage and control all of this property or assets.

3. The Board of Trustees may from time to time appoint as advisers persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the corporation's purposes.

4. The Board of Trustees is authorized to employ such persons, including an Executive Director, who will implement the policies of the Board and manage the day to day corporation of the corporation, as well as attorneys, agents, and assistants, as, in its opinion, are necessary for the administration of the corporation, and to pay reasonable compensation for services and expenses thereof.

5. The Board of Trustees shall have the power to replace any participating Trustee, custodian, or agent for breach of fiduciary duty under Michigan law or for failure to produce over a reasonable period of time as determined by the Board of Trustees a reasonable (as determined by the Board of Trustees) return of net income (or appreciation when not inconsistent with the corporation's need from current income), with due regard to safety of principal.

6. Trustees shall automatically be removed for failure to attend three (3) consecutive regularly scheduled board meetings without prior notification to the Executive Director.

(d) Meetings:

1. An annual meeting of the Board of Trustees for the election of officers and the transaction of such business as may properly come before the Board shall be held in the same place as and immediately following the annual meeting of members in each year. The Board of Trustees shall hold such regular meetings at such time and place as may be fixed by the Board or, if no time or place has been fixed by the Board, at such time and place as may be fixed by the ~~President~~Chair. Special meetings of the Board of Trustees may be called by the ~~President~~Chair and shall be called by the ~~President~~Chair upon request of any four (4) trustees. A majority of the members of the Board of Trustees must be present at any meeting to constitute a quorum.

2. Written notice shall be mailed to each member of the Board of Trustees not less than ten (10) days nor more than sixty (60) days before the date set for the annual meeting and not less than three (3) days nor more than ten (10) days before the date regular meetings or any special meeting.

Notice shall be delivered either personally or by mail.

The notice of the annual meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the Board.

The notice of special meetings shall state the purpose or

purposes for which the meeting is called. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting is given at the meeting so adjourned. Attendance at a meeting or special meeting constitutes waiver of the notice requirement.

3. A member of the Board of Trustees may participate in a meeting of the Board by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communication equipment and the names of the participants at the meeting are divulged to all participants. Participation in a meeting pursuant to this paragraph shall constitute the presence of a person at the meeting.

(e) Miscellaneous.

1. When the assets of the corporation exceed \$750,000.00, or if an audit is required for any year by the Attorney General, an independent auditor shall be appointed by the Board of Trustees to prepare such financial records as may be requested by the Board. The auditor's charges and expenses shall be proper expenses.

2. Copies of all audits, statements, reports and data delivered by the auditor to the Board of Trustees shall be made

available or furnished to each agent having custody of the funds of the corporation. The Board of Trustees shall, at least annually, distribute a written report of its financial condition, activities, and distributions to the members of the corporation.

A copy of Form 990 shall be available for public inspection at the corporate office.

3. The Board of Trustees shall take all other appropriate action to make the corporation and its purposes known to the people of the Marquette County and in that connection, seek gifts to the corporations from a wide segment of the population of the area.

4. Each member of the Board of Trustees shall serve in a fiduciary capacity and shall refrain from exercising any powers in such manner as to disqualify the corporation from federal income tax exemption as a qualified charitable organization and an organization described in Section 170 (b) (1) (a) (vi) of the current Internal Revenue Code or any gift from deduction as a charitable contribution, gift, or bequest in computing federal income, gift, or estate tax of the donor or his estate.

ARTICLE IV

OFFICERS

(a) The officers of this corporation, who shall all be Trustees, shall be a PresidentChair, a Vice PresidentChair, a secretary, and a Treasurer. Said officers shall be chosen by the

Trustees by a majority vote, and except in the case of the PresidentChair, the Trustees may choose one person to hold two or more offices. Officers shall hold office until the date fixed by the By-Laws for the annual meeting of the members next following the election of such officers, and until their successors are elected and qualified.

(b) The officers of this corporation shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board of Trustees.

ARTICLE V

EXECUTIVE COMMITTEE

(a) The PresidentChair, Past-PresidentChair, Vice-PresidentChair, Secretary, Treasurer, and chairpersons of the Personnel, Development, Grants, and Finance committees shall serve as the members of the Executive Committee.

(b) Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee may act on behalf of the Board of Trustees between meetings of the Board of Trustees.

(c) Meetings of the Executive Committee will normally be held monthly, but may be called at any time by the PresidentChair or by not fewer than two other members of the Executive Committee.

(d) A quorum of not less than fifty percent of the membership of the executive committee, shall be required for action to be taken

on business before the committee. A majority vote of those voting, when a quorum is present, shall be required for action to be approved.

(e) The Executive Committee will keep a written record of all actions taken by it and will report such actions to the Board of Trustees at the regular meeting of the Board next following the meeting of the Executive.

ARTICLE VI

COMMITTEES

The standing committees of the corporation shall be described as follows: personnel, development, grants, finance, youth, and nominating.

(a) Selection.

1. The Chair of the Finance Committee shall be the Treasurer of the Board of Trustees; all other chairs shall be selected by the ~~President~~Chair of the Board of Trustees.

2. Membership of the committees shall be selected by the chair of each committee with approval from the Board of Trustees. All standing committees, except the Nominating Committee and the Youth Committee, must include at least two (2) Trustees. The Youth Committee shall include one Trustee and at least 50% of its members shall be under the age of 21. The Nominating Committee shall be comprised of at least 3 members of the corporation, who need not be Trustees.

3. The ~~President~~Chair of the Board of Trustees shall serve as an ex officio member of the Personnel Committee.

(b) Meetings. Standing committees shall meet as often as necessary to carry out their responsibilities and no less than quarterly, with the exception of the Nominating Committee, which shall meet at least annually.

(c) Powers and Duties. The standing committees shall act in an advisory capacity to the Board of Trustees and shall have the powers and duties granted herein:

1. PERSONNEL. The Personnel Committee shall conduct an annual evaluation of the Executive Director, including a compensation review for report and recommendation to the Board; evaluate the corporation's salary scale and fringe benefits annually for report and recommendation to the Board; and periodically review the personnel policies for possible recommendation of change to the Board.

2. DEVELOPMENT. The Development Committee shall be responsible for planning, developing and implementing an annual plan for seeking donations to the corporation in order to increase the corporation's endowment and provide for operating funds; and shall advise the Board on development policy.

3. GRANTS COMMITTEE. The Grants Committee shall: identify and recommend projects for investment; develop project guidelines, time lines and budgets; assign a committee member to be responsible for program oversight and report to the committee; and evaluate program investments by requiring and reviewing

reports from grant recipients and conferring with other community leaders as to the impact of the grant.

4. FINANCE. The Finance Committee shall work with the Executive Director to develop an annual operating budget for submission to the Board; monitor and advise the Board on the financial recordkeeping of the corporation; and advise the Board on all financial matters. The Finance Committee shall prepare the corporation's annual financial statement, including a statement of assets and liabilities and a statement of income, expenses and distributions, along with a list of projects for which funds were used and/or organizations to which funds were distributed, and such other additional reports or information as may be ordered from time to time by the Board of Trustees and such other financial data as may be necessary for returns or reports required by State or Federal governments to be filed by the corporation until the assets of the corporation exceed \$750,000.00 and/or an independent auditor has been appointed to take over such duties.

5. YOUTH. The Youth Committee shall advise the Board of Trustees and its committees in order to ensure that young people are meaningfully involved in philanthropy and volunteerism as we develop future philanthropic leadership in the community. The Youth Committee shall review grant requests that pertain to youth and make its recommendation to the Board of Trustees.

6. NOMINATING. The Nominating Committee shall offer the names of persons to be elected to the membership and members to be elected to the Board of Trustees. All nominees shall be selected with a view to carrying out and accomplishing the purposes of the corporation and the qualifications of Members, Trustees and Officers. Nominations from the floor shall also be heard.

7. AD HOC COMMITTEES. Ad Hoc Committees may be created by the Board of Trustees to accomplish specific, time limited objectives; the leadership, membership and duties of such committees shall be determined by the ~~President~~Chair of the Board.

ARTICLE VII

GIFTS TO THE CORPORATION

(a) Donors may make gifts to the corporation by naming or otherwise identifying the corporation, whether or not an agent is designated to have custody of the property contributed. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by a corporation officer, employee, or agent).

The corporation may enter into agreements with agents having custody of funds of the corporation, specifying additional terms of such custody. A donor may designate one or more agents to have custody of and administer the investment of a gift, and if more than one, the portions of the gift to be held and administered as to investment by each. In case of failure of a donor to designate an agent of such portions, or failure of a designated agent to accept custody of a gift, the Board of Trustees may in each case so far as necessary designate one or more of the agents to have custody of and administer the investment of the gift, and if more than one, the portions to be so held and administered by each.

(b) Each donor by making a gift to the corporation accepts and agrees to all the terms of the Articles of Incorporation and these By-Laws, and provides that the funds so created shall be subject to the provisions for presumption of donors' intent, for variance from donors' directions, and for amendments and termination and to all other terms of the Articles of

Incorporation and By-Laws of the corporation, each as from time to time amended.

(c) If a gift is made to a trustee in trust to make income or other payments for a period, of a life or lives or other period, to any individuals or for non-charitable purposes, followed by payments to the corporation, or in trust to make income or other payments to the corporation, followed by payments to any individuals or for non-charitable purposes, only the payments to the corporation shall be regarded as corporation funds, subject to its Articles of Incorporation and these By-Laws, and then only when the corporation becomes entitled to their use. The Board of Trustees may take such actions as it from time to time deems necessary to protect the corporation's rights to receive such payments.

(d) Any donor may, with respect to a gift made by such donor to the corporation, give directions at the time of the gift as to (i) field of charitable purposes or particular charitable organizations or purposes to be supported; (ii) manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income; and (iii) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift.

(e) All such directions by donors shall be followed except as provided in section (g) and (h) of this Article VI.

(f) No gift shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to

follow any other direction by the donor as to purpose, or in order to prevent tax disqualifications, or it is required by law.

Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.

(g) Each fund of the corporation shall be presumed to be intended (i) to be used only for charitable purposes; (ii) to be productive of a reasonable return of net income which (except during the period referred to in Section (c) of this Article VI) is to be distributed at least annually or if accumulated is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes; and (iii) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or request in computing any federal income, gift, or estate tax of the donor or his estate and not to disqualify the corporation from exemption from federal income tax as a qualified charitable organization described in Sections 501(c)(3) and 509(1)(1) or (2) of the current Internal Revenue Code and shall not be otherwise applied. If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the Board of Trustees is advised by counsel that there is substantial risk of such result, the direction shall not be followed, but shall be varied by the Board of Trustees so far as necessary to avoid such result, except that

if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses.

(h) Whenever the Board of Trustees decides that conditions or circumstances have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical, or impossible, or the direction is not consistent with the primary purpose of the corporation in effectively serving the charitable and educational needs of Marquette County, it may, by affirmative vote of a majority of the Trustees communicate to the agent having custody of the fund and order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes, as in its judgment will then more effectively serve such needs. The approval by any participating trustee, custodian or agent of such decision or order of the Board of Trustees need not be obtained.

(i) The Board of Trustees shall have the authority to enter into relationships with other organizations which are operated for the benefit of any to carry out the purposes of the corporation. It is intended that the corporation shall exercise such supervision and control over any such organization as is

necessary to qualify it as an organization described in Section 509(a)(3) and the regulations thereunder.

(j) The Board of Trustees may not accept donations to the corporation which are directly or indirectly subject to any material restriction or condition.

ARTICLE VIII

DISTRIBUTIONS AND DISBURSEMENTS

(a) The Board of Trustees, not less frequently than yearly, shall (i) determine all distributions to be made from net income and principal of the corporation (including funds held by agents of the corporation) pursuant to provisions of the Articles of Incorporation these By-Laws, and the donors' directions if and to the extend applicable as provided herein, and make, or authorize and direct the respective agents having custody of funds if this corporation to make payments to organizations or persons to whom payment are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (ii) determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective agents having custody of funds of this corporation as to payment thereof and funds to be charged.

(b) All determinations shall be by affirmative vote of a majority of the Board of Trustees unless otherwise expressly provided in these By-Laws or by direction of the donor as a condition of the gift (which is nevertheless subject to variance as provided in Article VI).

(c) Determinations may be made to distribute capital from funds given without directions as to principal or income as well as pursuant to directions expressly permitting use of principal,

but the Board of Trustees shall inform the agent having custody of the funds of this corporation so as to permit the agent to adjust its investment policies accordingly, and may, upon advice from the agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions so far as it deems practicable accordingly.

(d) The Board of Trustees shall gather and analyze facts and conduct investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs of Marquette County through distribution of funds given for charitable purposes, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without direction as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for such professional and other assistance as it from time to time deems necessary shall be directed to be paid so far as possible, first from any funds directed by the donor for such purpose, and any balance out of income of the funds of the corporation.

(e) The Board of Trustees may, in furtherance of the corporation's charitable purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such person, organizations, government or governmental agencies as in the

opinion of the Board of Trustees can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

ARTICLE IX

CORPORATE SEAL

The Board of Trustees may provide a seal for the corporation, which shall be in charge of the Secretary or such other officer as the Board of Trustees may from time to time direct.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be the twelve month period ending on the 31st day of December, or such other period as may be designated by the Board of Trustees.

ARTICLE XI

AMENDMENTS

These By-Laws may be amended or repealed by:

(a) a majority of the Board of Trustees, ratified by written action signed and approved by at least two-thirds of the voting members of this corporation, or

(b) a majority vote of the voting members present at a meeting called for that purpose or at any annual meeting of the members.

ARTICLE XII

INDEMNIFICATION FOR TRUSTEES AND OFFICERS

The corporation shall indemnify each present and future trustee and officer of the corporation, and each person who at the request of or at the instance of the corporation is now serving or hereafter serves as a director, trustee or officer of any other corporation, against any costs and expenses which may be imposed on or reasonably incurred by him in connection with any claim, action suit, or proceeding (whether brought by the corporation, such corporation, a receiver, a trustee, one or more shareholders, members or creditors, any governmental body, any public official, any private person, or any other corporation) hereafter made or instituted in which he may be involved by reason of his being or having been a director, trustee, or officer of the corporation or of any other corporation in which he served or serves as a director, or officer at the request of or at the instance of the corporation (whether or not he continues to be a director, trustee, or officer at the time of imposition of such costs or incurring of such expenses), such costs and expenses to include the cost to such director, trustee, or officer of reasonable settlements (other than amounts paid to the corporation itself or to such other corporation served at the request of or at the instance of the corporation). The corporation shall not, however, indemnify such director, trustee, or officer with respect to matters as to which he shall be

finally adjudged in any such action, suit, or proceeding to be liable because of dereliction in the performance of his duties as such director, trustee, or officer, or (except with the approval of the court of competent jurisdiction, a disinterested majority of the Board of Trustees, or any committee or group of persons to whom the question may be referred by the Board) with respect to any matter on which a settlement is effected if the amount paid by the director, trustee, or officers in such settlement shall substantially exceed the expenses which might reasonably be incurred by him after the date of settlement in conduction litigation to final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XIII

The corporation assumes the liability for all acts or omissions of a nondirector volunteer, provided that:

(a) The volunteer was acting or reasonably believed he was acting within the scope of his or her authority;

(b) The volunteer was acting in good faith;

(c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;

(d) The volunteer's conduct was not an intentional tort;
and

(e) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of motor vehicle as described in Section 209(e) (v) of the Michigan Nonprofit Corporation Act.

Signature

Date