

BYLAWS
OF
ALLIANCE FOR CULTURAL AND ETHNIC HARMONY, INC.

(a Michigan non-profit corporation)

These Bylaws amend and restate in their entirety those certain Bylaws dated January 2007, and any other prior Bylaws adopted by the corporation.

ARTICLE I

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

The corporation is irrevocably dedicated to and operated exclusively for charitable purposes which are tax-exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent federal tax laws.

Without limiting the generality of the foregoing, the corporation shall promote an appreciation for diversity and ethnic awareness through education and experience.

ARTICLE II

OFFICES

2.01 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.

2.02 Other Offices. The Board of Directors may establish other offices in or outside the State of Michigan.

ARTICLE III

MEMBERS

1.01 Eligibility for Membership. Membership is available to: Holland area community members interested in promoting unity, justice, fairness, equal treatment, goodwill, peace, hope, harmony, love, helping, caring, sharing, community and truth in our area. The Board of Directors shall have authority to approve memberships and terminate all memberships as provided in these Bylaws.

1.02 Membership 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.

1.03 Termination of Membership. Membership may be terminated by the Board of Directors on the failure to satisfy the requirements of section 2 of this article.

1.04 Annual Meeting. The annual meeting of the members shall be held at the time and place of the regular September meeting and shall be held just prior to the regular meeting, as a separate meeting. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

1.05 Special Meetings. 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 at the written request of not less than 10 percent of the Members.

1.06 Place of Meetings. All membership meetings shall be held at a location determined by the Board of Directors and stated in the notice of the meeting.

1.07 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 or electronic mail to each Member of record entitled to vote at the meeting at his or her last address, or e-mail 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 or electronically 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.

1.08 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.

1.09 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 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.

1.10 Quorum. The Members present in person, as of the record date, are entitled to vote at a membership meeting and shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by majority vote of the Members present.

1.11 Voting. Each Member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the Members, it shall be authorized by a majority of the votes cast by the Members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

1.12 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.

1.13 Adjournment. Any meeting of the members, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of the Members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

ARTICLE IV

BOARD OF DIRECTORS

4.01 General Powers. Subject to the limitations of the Articles of Incorporation of the corporation, these Bylaws, and the laws of the State of Michigan, the affairs of the corporation shall be managed by the Board of Directors. The Board of Directors is empowered on behalf of the corporation to do and perform all acts reasonable and necessary, appropriate, or incident to the accomplishment of the purposes of the corporation, as determined by the Board of Directors in its sole discretion. Without limiting the general powers herein stated, the Board of Directors shall have the following powers:

(a) To select and remove all other officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws; fix their compensation; and require from them security for faithful service in the form of a fidelity bond or such other adequate security.

(b) To conduct, manage, and control the affairs and business of the corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation of this corporation, or these Bylaws.

(c) To borrow money and incur indebtedness for the purposes of the corporation and, for that purpose, to cause to be executed and delivered, in the name of the corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

4.02 Number of Directors. The number of Directors of this corporation shall be established from time to time by the Board of Directors by resolution, provided that the number of Directors shall be nine (9).

4.03 Term of Office. The term of the office for each Director of this corporation shall be two (2) years or until his or her successor is elected. The term of office of each Director shall continue until the next election of Directors. Nominations for vacating Director positions shall occur in July and August of each year and are open to Members of the corporation. Successors to Directors whose terms of office are then expiring shall be elected at a meeting of the Directors called for that purpose each September. A Director may succeed himself or herself in office. The incorporators of the corporation shall select the first slate of the Board of the corporation.

4.04 Resignation. A Director may resign at any time by giving written notice thereof to the secretary of the corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt by the secretary of the corporation of the resignation. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. A successor shall be appointed as provided in Section 4.06 of the Bylaws.

4.05 Removal. Any individual Director may be removed from office, with or without cause, by the vote of a majority of the Directors of the corporation at any meeting, and the vacancy created by such removal shall be filled by similar vote.

4.06 Board Vacancy. In the event of a vacancy in the Board of Directors because of death, resignation, incapacity to act, or disqualification of a Director, the then remaining Directors shall within a reasonable time fill the vacancy. A Director so elected shall serve for the unexpired term of his or her predecessor.

4.07 Meetings.

(a) Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice or be fixed by the president as stated in the notice of the meeting.

(b) 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 one week before the meeting.

(c) Notice. At least one week's notice of the place, day and hour of any regular or special meeting of the Directors shall be given by written notice served upon each Director or by electronic transmission. Service of notice may be made personally or by mailing such notice, postage prepaid, plainly addressed, to each Director at his or her last known post office address. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully prepaid, plainly addressed to the Director entitled to such notice. Notice by electronic transmission must be authorized by such Director and sent to the Director's last known email address or fax number. Neither the business to be transacted at nor the purposes of any regular or annual meeting of the Board of Directors need be specified in the notice of such meeting. In lieu of written notice, personal notice by telephone may be made not less than forty-eight (48) hours prior to the time of any regular or special meeting.

(d) Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the adjourned meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the adjourned meeting .

4.08 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.

4.09 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.

4.10 Meeting by Telephone or Remote Equipment. Any member of the Board of Directors or of a committee designated by the board may participate in a meeting of such board or committee by means of conference telephone or remote communications by means of which all persons participating

in the meeting can hear each other. Participation pursuant to this section shall constitute presence in person at such meeting.

4.11 Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act or the decision of the Board of Directors, unless the law, the Articles of Incorporation, or these Bylaws require a greater proportion.

4.12 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board 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.

4.13 Conflict of Interest. A Director shall excuse himself or herself from any vote upon which that Director has a financial conflict of interest. The foregoing, however, shall not affect the right of any Directors to make a donation to the corporation.

ARTICLE V

COMMITTEES

5.01 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.

5.02 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article IV for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

5.03 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.

ARTICLE VI

OFFICERS

6.01 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 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.

6.02 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.

6.03 Removal or Resignation. An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board, whenever in its judgment the best interests of the corporation will be served thereby. 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. Any officer may resign his or her office at any time, such resignation to take effect upon receipt of written notice thereof by the corporation, unless otherwise specified in the resignation.

6.04 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

6.05 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 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 and in the name 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. The president shall at all times be subject to the policies, control and direction of the Board of Directors.

6.06 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.

6.07 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.

6.08 Secretary. The Secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each Director 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 officer and

Director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

6.09 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 monies 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 filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

6.10 Absence of Officer. In the case of the absence of any officer, or for any other reason that the board may deem sufficient, the board may delegate for the time being the powers or duties of such officer to any other officer or to any Directors.

ARTICLE VII

EXECUTIVE DIRECTORS

The Board of Directors may employ and/or appoint Executive Director(s). Subject to overall policy direction from the Board of Directors, the Executive Director(s) shall have general authority and responsibility for the management and administration of the corporation. He or she shall oversee the selection, employment, control, and discharge of all employees of the corporation; direct the development and maintenance of appropriate personnel policies and practices of the corporation; and supervise all business affairs of the corporation. He or she shall act as the duly authorized representative of the corporation and the Board of Directors in all matters on which the board has not designated some other person for that specific purpose.

ARTICLE VIII

INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS, SECURITIES

8.01. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

8.02. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the board or by any officer(s) or agent(s) of the corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the board may deem expedient. The Board of Directors may also from time to time authorize the making of such other lawful investments as the board may deem appropriate.

8.03. Checks and Drafts. All checks, drafts, or other orders for the payment of money and all notes, acceptances, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors. Endorsements of deposit to the credit of the

corporation in any of its duly authorized depositories may be made, without countersignature, by the president or any vice president, or by the treasurer or any assistant treasurer, or by any other officer or agent of the corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand stamped impression in the name of the corporation.

8.04. Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made by the corporation to any officer or director of the corporation directly or indirectly.

8.05. Sale of Securities. The Board of Directors may authorize and empower any officer(s) or agents(s) to sell, assign, pledge, or hypothecate any and all shares of stock, bonds, or securities, or interest in stock, bonds, or securities, owned or held by this corporation at any time, including, without limitation because of enumeration, deposit certificates for stock and warrants or rights to entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser(s) or pledgee(s), on behalf and in the name of this corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this corporation and any deposit certificates for stock owned or held by this corporation. Such authorization may be general or confined to specific instances.

8.06. Investment Manager. The directors may hire for a reasonable period, with right of prompt termination on agreed terms, an individual, firm, or corporation to buy, sell, and otherwise deal with the investment funds of the corporation, subject to the general supervision of the directors, and in accordance with guidelines established by the directors with respect to (a) the objectives of investment, (b) the type and size of commitments to any one situation, (c) the appropriateness of investments for the corporation's portfolio, and (d) such other items as the directors may deem appropriate from time to time. The directors may pay such investment manager a reasonable rate of compensation. Such investment manager shall be required to make prompt and frequent reports to the directors with respect to his or her investment decisions and the performance of the funds under his or her management.

8.07. Fidelity Bonds. The Board of Directors may require any officer, agent, or employee of the corporation specifically designated by the Board of Directors by resolution to execute a fidelity bond in favor of the corporation in the penal sum specified by the Board of Directors by resolution. Each such bond shall be executed by the officer, agent, or employee as principal and by a corporate surety company approved by the Board of Directors, provided, however, that blanket bonds may be employed in lieu of individual bonds in the case of employees. All premiums for fidelity bonds required of officers, agents, and employees hereunder shall be paid by the corporation, and such premiums shall be a corporation expense.

ARTICLE IX

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.

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the corporation may be a party; and all assignments or endorsements of stock certificates, registered bonds or other securities owned by the corporation shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any two (2) of the following officers: President, Vice

President, Secretary, or Treasurer. The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the corporation, without necessity of counter-signature, and may designate officers or employees of the corporation, other than those named above, who may, in the name of the corporation, sign such instruments.

ARTICLE X

INDEMNIFICATION

10.01 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 the person 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. 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, or 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 the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

10.02 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. However, indemnification shall not be made for any 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 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, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

10.03 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 8.01 or 8.02 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.

10.04 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 8.03 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.

10.05 Determination that Indemnification is Proper. Any indemnification under Sections 8.01 or 8.02 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 8.01 or 8.02, 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.

10.06 Proportionate Indemnity. If a person is entitled to indemnification under Sections 8.01 or 8.02 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.

10.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 8.01 or 8.02 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.

10.08 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.

10.09 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.

10.10 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.

10.11 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.

10.12 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 XI

FISCAL YEAR

The fiscal year of the corporation shall commence on October 1 and end on September 30, unless some other fiscal year is fixed by resolution of the Board of Directors.

ARTICLE XII

AMENDMENTS

The Board of Directors at any regular or special meeting may amend or repeal these Bylaws, or adopt new Bylaws by vote of two-thirds (2/3's) 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.

ARTICLE XIII

DISSOLUTION

Except as otherwise required by law, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, which are organized and operated exclusively for charitable purposes as shall at all times qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation, or any successor thereof, is then located, exclusively for such purposes, or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV

LIMITATIONS

14.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its director, officers, or other private individual, firm, corporation, partnership, or

association, except the corporation is authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

14.2 No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements regarding) any political campaign on behalf of any candidate for public office.

14.3 Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or (b) a corporation the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XV

MISCELLANEOUS

15.1 Amendment of Bylaws. The Directors of the corporation may at any meeting amend, alter, or repeal any of these bylaws by an affirmative vote of a majority of all of the Directors of the corporation, provided the substance of the proposed amendment, alteration, or repeal shall have been stated in the notice of the meeting, or by unanimous vote of all the Directors of the corporation in the event such notice has not been given. Such amendment, alteration, or repeal may also be effected by unanimous written consent of all the Directors of the corporation acting without a meeting. Notwithstanding the foregoing, any bylaw adopted by the Directors of the corporation which expressly so states shall not be altered, amended, or repealed by the Board of Directors.

15.2 Gender. As used in these Bylaws, the masculine pronoun shall include the feminine, and vice versa.

I HEREBY CERTIFY that the foregoing Bylaws were adopted by the corporation on the _____ day of October, 2012.

Patricia Bradfield, Secretary