BYLAWS OF A Fair Michigan, Inc., a Michigan Nonprofit Corporation

ARTICLE I – NAME, PURPOSE

Section 1.1 - Name.

The name of the organization, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan, is A Fair Michigan.

Section 1.2 - General Purpose.

The corporation is organized and operated for the following general purposes:

1. Exclusively for educational purposes or other specific exempt purpose within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(3).

2. To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan which are consistent with the preceding paragraph.

Section 1.3 - Specific Purposes.

The specific purposes of the corporation include, without limitation, the following:

(a) A Fair Michigan aims to further understanding of the equal opportunity issues involved in guaranteeing civil rights for all citizens, to preserve Michigan's tradition of progressively affirming equal rights for all (as it did so helpfully in the dark hours of segregation), to provide a civic forum for a fair and open exchange of views on the question of affirmative action, and to support organizations similarly disposed.

ARTICLE II - OFFICES

Section 2.1 - Business Office.

The corporation's principal office shall be located either within or outside of Michigan. The corporation's most current Annual Report, filed with the Michigan Bureau of Commercial Service, shall identify the location of the principal office. The corporation may have other offices, either within or outside of Michigan. The Board of Directors may designate the location of these other offices. The secretary of the corporation shall maintain a copy of the records required by Section 3.1 of Article III at the principal office.

Section 2.2 - Registered Office.

The corporation's registered office shall be located within Michigan at the address of the corporation's resident agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Michigan. The Board of Directors may change the resident agent and the address of the registered office from time to time, upon filing the appropriate statement with the Michigan Bureau of Commercial Service.

ARTICLE III - RECORDS

Section 3.1 - Corporate Records.

(a) Minutes and Accounting Records.

The corporation shall keep a permanent record of the Board approved minutes of all meetings of its Board of Directors, a record of all actions taken by the board of Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors acting in place of the Board and on behalf of the corporation. The corporation shall maintain accounting records following generally accepted standards.

(b) Form.

The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(c) Other Records.

The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within a reasonable time:

(1) its articles or restated articles of incorporation and all amendments to them currently in effect;

(2) its Bylaws or restated Bylaws and all amendments to them currently in effect;

(3) resolutions adopted by its Board of Directors;

(4) the financial statement furnished for the past three (3) years to the board of Board of Directors;

(5) a list of the names and business addresses of its current directors and officers; and,

(6) its most recent annual report delivered to the Secretary of State.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 - General Powers.

Subject to any limitations of the Articles of Incorporation, the Michigan Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the corporation shall be managed under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

1. To appoint and remove all officers of the corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

2. To conduct, manage and control the affairs of the corporation, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

3. To designate any place for the holding of any Board of Directors meeting, to change the principal office of the corporation for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.

4. To borrow money and incur indebtedness for the purpose of the corporation and to cause to be executed and delivered therefor, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.

5. To manage in such manner as they may deem best, all donations, funds and property, real and personal, received and acquired by the corporation, and to distribute, loan or dispense the same or the income and profits therefrom.

6. To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

Section 4.2 - Number, Tenure, and Qualifications of Directors.

The authorized number of directors shall be not less than five (5) or more than nine (9), until changed by a duly adopted amendment to these Bylaws. Each director shall have one vote on any matter that comes before the Board. Directors may serve successive terms.

Directors shall serve staggered three (3) year terms but are eligible for re-election, and shall be elected at a regular or special business meeting of the Board of Directors. Each director shall hold office for their specified term, or until removed in accordance with section 4.3. However, if the director's term expires, the director shall continue to serve until the Board of Directors has elected and qualified a successor or until there is a decrease in the number of directors.

The chairman of the Board shall be elected by the directors and shall serve at the pleasure of the Board.

Directors need not be residents of Michigan.

Section 4.3 - Removal of Directors.

A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal. Section 4.4 - Board of Director Vacancies

If a vacancy occurs on the board of Board of Directors, including a vacancy resulting from an increase in the number of directors, the directors shall fill the vacancy.

If the directors remaining in office constitute fewer than a quorum of the Board, they shall fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

If a director resigns effective at a specific later date, the directors may fill the vacancy, before the vacancy occurs, but the new director may not take office until the vacancy actually occurs.

Section 4.5 - Ex-officio Members of the Board.

The officers and executive directors or managers of the corporation shall serve as non-voting, ex-officio members of the Board. They are members by virtue of their office. Each ex-officio member officer or director may attend Board meetings and participate in discussion; however, each ex-officio member shall be entitled to one vote only if the individual is a regularly elected or appointed Board member.

Section 4.6 - Regular Meetings of the Board of Directors.

The Board of Directors shall hold a regular meeting at least once per quarter. The Board of Directors may provide, by resolution, the date, time and place (which shall be within the state where the company's principal office is located) of additional regular meetings. Regular Board of Director meetings may be held by conference telephone, if convened in accordance with section 4.8.

Section 4.7 - Special Meetings of the Board of Directors.

The presiding officer of the Board, the president, or a majority of the directors then in office may call and give notice of special meetings of the Board of Directors. Those authorized to call special Board meetings may fix any place within the state where the corporation has its principal office as the special meeting place. Special Board of Director meetings may be held by conference telephone, if convened in accordance with section 4.8.

Section 4.8 - Board of Director Meetings by Conference Telephone.

If authorized by the Board of Directors, the Board of Directors or any designated director or committee of the corporation may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see section 4.9), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 4.9 - Notice of, and Waiver of Notice for, Special Director Meetings.

(a) Notice. The corporation's secretary shall give either oral or written notice of any special director meeting at least 5 business days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone, (regardless of whether it is regular or special), or designated members are participating via conference telephone while the remaining members are physically present, the secretary must provide instructions for participating in the telephone meeting.

(b) Effective Date. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:

(1) five (5) days after deposited in the United States mail, addressed to the director's business office, with postage prepaid; or

(2) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director); or

(3) the date when received.

(c) Waiver of Notice. Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the director, at the beginning

of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Neither the secretary nor director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special Board meeting except as specified in section 4.3.

Section 4.10 - Director Quorum.

A majority of the number of directors shall constitute a quorum for the transaction of business at any duly called Board of Director meeting.

Section 4.11 - Directors, Manner of Acting.

(a) Required Number to Constitute Act. The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Directors. If no quorum is present at a meeting of directors, the directors may not take action on any Board matter other than to adjourn the meeting to a later date.

(b) Director Approval. The corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the Board unless:

(1) the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or

(2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.12 - Conduct of Board of Director Meetings.

The chairman of the Board, or in the chairman of the Board’s absence, the president, shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision-making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

Section 4.13 - Director Action Without a Meeting.

The directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, if:

1) all the directors take the action, each one signs a written consent describing the action taken, and

2) the directors file all the consents with the records of the corporation.

Action taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

Section 4.14 - Director Committees.

(a) Creation of Committees. The Board of Directors may create one or more committees and appoint members of the Board to serve on them. Each committee must have one or more directors, who serve at the pleasure of the Board of Directors. Volunteers from the community may serve on these committees when appropriate.

(b) Selection of Members. To create a committee and appoint members to it, the Board must acquire approval by the majority of all the existing directors when the action is taken.

(c) Required Procedures. Sections 4.6, 4.7, 4.8, 4.9, 4.10, 4.11, 4.12, and 4.13 of this Article IV, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board of Directors, and action without meetings, apply to and shall be carried out by committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. The committees are subject to all the procedural rules governing the operation of the Board itself.

(d) Authority. Each committee may exercise the specific Board authority which the Board of Directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:

(1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

(2) elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(3) adopt, amend, or repeal the articles or Bylaws.

Section 4.15 - Compensation, Loans to, or Guarantees for Directors.

(a) Director Compensation. The Board of Directors may, upon approval of the majority of that Board, pay each director reasonable expenses, if any, of attendance at each Board meeting or committee meeting of the Board. The directors shall not be paid a salary or fee for attending the meeting. A director may not serve the corporation as an employee and also receive compensation for attending a Board meeting or committee meeting of the Board.

(b) Loans to or Guaranties for Directors. The corporation may not lend money to or guarantee the obligation of a director of the corporation.

Section 4.16 - Directors' and Officers' Insurance.

The Board may authorize the purchase of directors' and officers' insurance if it judges it prudent to do so.

ARTICLE V - OFFICERS

Section 5.1 - Number of Officers, Responsibility.

The officers of the corporation shall be a president appointed from amongst the Board members, a secretary, and a treasurer. The Board of Directors shall appoint each of these officers. The Board may appoint other officers and assistant officers if it deems it necessary. If the Board of Directors specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may simultaneously hold more than one office in the corporation. All officers are subordinate and responsible to the Board of Directors.

Section 5.2 - Appointment and Term of Office.

The Board of Directors shall appoint officers of the corporation for a term that the Board determines. If the Board does not specify a term, the officers shall hold office for one year or, within that year, until they resign, die or are removed in a manner provided in section 5.3 of Article V.

A designation of a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of the designated term.

Section 5.3 - Removal of Officers.

The Board of Directors may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A Board's appointment of an officer or agent shall not of itself create contract rights.

Section 5.4 - President.

The president shall be the principal executive officer of the corporation. The president shall be subject to the control of the Board of Directors, and shall in general oversee, in good faith, the affairs of the corporation. In the absence of the chairman of the Board, the president shall, when present, preside at meetings of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation that the Board has authorized, corporation deeds, mortgages, bonds, contracts, or other Board authorized instruments.

Section 5.5 - The Secretary.

The secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the Board of Directors; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address of each director; and (6) in general perform all duties incident to the office of secretary and any other duties that the president or the Board may assign to the secretary.

Section 5.6 - The Treasurer.

The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the corporation; (2) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the corporation's name in banks, trust companies, or other depositories that the Board shall select; (3) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the president or Board may assign to the treasurer.

Section 5.7 - Loans to or Guarantees for Officers.

The corporation may not lend money to or guarantee the obligation of an officer of the corporation.

ARTICLE VI – ADMINISTRATION OF DONATIONS

Section 6.1 - Donations.

All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the corporation. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the corporation may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the corporation with or without cause in its sole discretion.

Section 6.2 - All Donations Subject to these Bylaws.

Donors may make donations to or for the use of the corporation by naming or otherwise identifying the corporation in the gift transfer instrument. Each donor by making a donation to or for the use of the corporation accepts and agrees to all the terms of these

Bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.

Section 6.3 - Segregation of Funds.

No donation 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, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.

Section 6.4 - Improper Donor Directions.

If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the corporation, or is contrary to the Board's direction, or if the Board is advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the Board so far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advice 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 of administration.

Section 6.5 - Changed Circumstances.

Whenever the Board of Directors decides that conditions or circumstances are such or 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 corporation's charitable purposes, it may, by affirmative vote of two-thirds (⅔) of the directors, 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. Similarly, whenever the Board decides that a donor's directions as to investment or administration have because of changed circumstances or conditions or experience proved impractical or unreasonably onerous, and impedes effectual serving of such needs, the Board may likewise order a variance from such directions to the extent in its judgment is necessary.

Section 6.6 - Charitable Trusts.

If a donation is made by means of any charitable trust or charitable trust instrument, the payments to or for the use of the corporation shall be regarded as corporate funds only when the corporation becomes entitled to their use, but the Board may take such actions as it from time to time deems necessary to protect the corporation's rights to receive such payments.

Section 6.7 - Board Determinations.

The Board shall from time to time but not less frequently than annually:

1. Determine all distributions to be made from net income and principal of each fund pursuant to these Bylaws and any applicable donor's directions and make payments to organizations or persons to whom payments are to be made, in such amount and at such times and with such accompanying restrictions, if any, it deems necessary to assure use for the charitable purposes and in the manner intended.

2. Determine all disbursements to be made for administrative expenses incurred by the Board and direct the respective officers as to payment thereof and funds to be charged. Disbursements for proper administrative expenses incurred by the Board, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid as far as possible, first from any funds directed by the donor for such purpose, and any balance out of other corporate funds.

Section 6.8 - Making of Distributions.

The Board may, in furtherance of the corporation's charitable purposes, when needs therefor have been determined, and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

Section 6.9 - Distributions of Principal.

Determinations may be made to distribute all or part of the principal from funds donated without directions as to principal or income, as well as pursuant to directions expressly permitting the use of principal. The Board shall in such circumstance inform the investment manager of the corporation, if any, as far in advance as the Board deems practicable so as to permit the investment manager to adjust its investment policies accordingly and may, upon being advised as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distribution accordingly.

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

Section 7.1 - Nonderivative Actions.

Subject to all of the other 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, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable 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 the person reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.2 - Derivative Actions.

Subject to all of the provisions of this Article, the corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the corporation or, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the 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 the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined 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 reasonable expenses incurred.

Section 7.3 - Expenses of Successful Defense.

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit, or proceeding and any action, suit, or proceeding brought to enforce the mandatory indemnification provided by this Section.

Section 7.4 - Definition.

For the purposes of this Article, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director or officer of the corporation that imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the corporation or its members."

Section 7.5 - Contract Right; Limitation on Indemnity.

The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director, officer, or as an employee or agent of the corporation as well as in the person's capacity as a director or officer. Except as provided in Section 3 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 the person without authorization by the Board of Directors.

Section 7.6 - Determination That Indemnification Is Proper.

Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sub-section 1 or 2 of this Article, whichever is applicable, and upon an evaluation of the reasonableness of expense and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

1. By a majority vote of a quorum of the Board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.

2. If the quorum described in clause (a) above is not obtainable, then by majority vote of a committee of two or more directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.

3. By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (i) by the Board or its committee in the manner prescribed in subparagraph (a) or (b); or (ii) if a quorum of the Board cannot be obtained under subparagraph (a) and a committee cannot be designated under subparagraph (b), by the Board.

4. By the members, except for members who are also directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding.

Section 7.7 - Proportionate Indemnity.

If a person is entitled to indemnification under 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.

Section 7.8 - Expense Advance.

The corporation may pay or reimburse the reasonable expenses incurred by a person referred to in sub-section 1 or 2 of this Article who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply: (a) the person furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in sub-section 1 or 2 of this Article; (b) the person furnishes the corporation a written undertaking executed personally, or on his or her belief, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under sub-section 1 or 2 of this Article. The authorization of payment must be made in the manner specified in sub-section 6 of this Article.

Section 7.9 - Non-Exclusivity 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.

Section 7.10 - Indemnification of Employees and Agents of the Corporation.

The corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any

employee or agent of the corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of any director or officer of the corporation.

Section 7.11 - Former Directors and Officers.

The indemnification provided in this Article continues for a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 7.12 - Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, 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 the person against the liability under these Bylaws or the laws of the state of Michigan.

Section 7.13 - Changes in Michigan Law.

If there is any change of the Michigan statutory provisions applicable to the corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change. Subject to the next sub-section, the Board of Directors is authorized to amend these Bylaws to conform to any such changed statutory provisions.

Section 7.14 - Amendment or Repeal of Article.

No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of the corporation for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

Section 7.15 - Impact of Tax Exempt Status.

The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the corporation's status as a tax exempt organization described in §501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS, DISSOLUTION, OTHER CORPORATE MATTERS

Section 8.1 – Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

Section 8.2 – Loans.

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 8.3 - Checks, Drafts, etc.

The Board of Directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 8.4 – Deposits.

The treasurer of the corporation shall oversee the deposit of all funds of the corporation, in banks and other depositories; the Board of Directors shall authorize by Board resolution the exact location of the banks and depositories.

Section 8.5 - Dedication of Assets.

This corporation does not contemplate pecuniary gain or profit to the members thereof except as provided by law under §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The property of the corporation is irrevocably dedicated to tax exempt purposes under said §501(c)(3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

Section 8.6 - Disposition Upon Dissolution.

Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the corporation remaining after payment, or

provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

Section 8.7 Appointment and Employment of Advisors.

The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the corporation and to pay reasonable compensation for services and expenses thereof.

Section 8.8 - Auditing of Accounts.

The accounts of each fund shall, without revealing the identity of any donor who directed anonymity at the time of the donation, be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board at such times as the Board may determine.

Section 8.9 - Financial Statements and Reports.

An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses of administration.

Section 8.10 - Limitations on Debt.

No debt shall be incurred by the corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the corporation. Any director or officer who assents to or participates in the making of any

such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

Section 8.11 - Liability of Directors and Officers.

No director or officer of the corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

Section 8.12 - Fiscal Year.

The fiscal year of the corporation shall be from each January 1 to each December 31.

ARTICLE IX - PROHIBITED TRANSACTIONS AND ACTIVITIES

Section 9.1 - Prohibited Transactions.

(a) Prohibition Against Sharing in Corporation Earnings. No director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the Board of Directors.

(b) Other Prohibitions. Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

(1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

(2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Section 9.2 - Prohibited Activities.

Notwithstanding any other provisions of these Bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on

behalf of the corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

Section 9.3 - Corporate Funds Used For Indemnification.

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Article VII of these Bylaws.

Section 9.4 - Lobbying and Political Activities.

The corporation shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

Section 9.5 - Private Inurement.

No part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

Section 9.6 - Non-Discrimination.

In the conduct of all aspects of its activities, the corporation shall not discriminate on the grounds of race, color, national origin, gender or other prohibited basis.

Section 9.7 - Conflicts of Interest.

A conflict of interest occurs when a person under a duty to promote the interests of the corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all corporate employees, directors or officers, and members of any corporate committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the corporation and work to the detriment of the corporation.

Section 9.8 - Typical Conflict Situations.

Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the corporation; b) corporate employees are loaned to other organizations, or the employees of another organization are loaned to this corporation; c) corporate fund raisers give financial advice to donors; or d) project

funding requests are submitted by a potential or actual grant recipient with which a fiduciary is connected.

Section 9.9 - Discharging Conflicts of Interest.

All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

Section 9.10 - Preventing Conflict Situations.

The corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

1. Fiduciaries should refuse to enter into self-dealing relationships with the corporation as a vendor.

2. Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

3. The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

4. Fundraisers should be advised not to recommend that making any donation to the corporation is in the best interests of a donor.

5. Financial, tax, and legal aspects of giving to the corporation should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.

6. Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.

7. A fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related, or concerning a funding proposal for a project in which the fiduciary will participate.

Section 9.11 - Litigation.

The corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE X - AMENDMENTS

Section 10.1 – Amendments.

These Bylaws may be amended, altered, repealed or enhanced by an affirmative vote of a simple majority of the entire Board of Directors.

Section 10.2 - Inspection of Bylaws.

The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the corporation for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

These Bylaws were adopted by the unanimous consent of the Organizing Board of Directors on February 11, 2005.

These Bylaws were amended by the Board of Directors, in accord with Article X, Section 10.1, on August 10, 2005.