

Bylaws of Chalfonte Foundation

Article I Purpose; Mission; Scope

Section 1. **Purpose.** To receive, maintain and administer a fund or funds consisting of real or personal property, or both, and, subject to the restrictions and limitations set forth in the Articles of Incorporation of the Chalfonte Foundation, (the “Corporation”) and these Bylaws, to use and apply the whole or any part of the income and the principal thereof exclusively for the accomplishment of the Corporation’s mission.

Section 2. **Mission.** The mission of the Corporation is to eradicate poverty of all forms among children living in the communities served by the Corporation and to foster and promote happiness by providing tools, resources, and experiences that support the well-being of those children.

Section 3. **Scope of the Mission.** The poverty of a child may include educational, cultural, spiritual, or physical poverty, which includes economic poverty; and poverty of the spirit or body by illness, disease, or injury.

Article II Offices

The principal office of the Corporation in the state of Michigan shall be located at 487 West Alexandrine Street in the city of Detroit, county of Wayne. The Corporation may have other offices, either within or outside of the state of Michigan, as the Board of Directors may determine or as the affairs of the Corporation may require.

The Corporation shall have and maintain in the state of Michigan a registered office, and a registered agent whose office is identical with the registered office, as required by the Michigan Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Michigan, and the address of the registered office may be changed from time to time by the Board of Directors.

Article III Board of Directors

Section 1. **General.** The Corporation shall be organized upon a directorship basis. The number, qualifications, powers, rights, terms of office, and election of members of the Board of Directors shall be as set forth in these Bylaws.

Section 2. **Number, Tenure and Qualifications.** The property, business and affairs of the Corporation shall at all times be managed and controlled by a Board of Directors composed of not less than three (3) but not more than twelve (12) persons. Each Director shall hold office for a three-year term and until his or her successor shall have been elected and qualified. Directors may be reelected by a two-thirds (2/3) vote of the members of the Board of Directors.

Section 3. **Election.** Directors will be elected by ballot. A two-thirds (2/3) vote of the members of the Board of Directors is necessary for election or reelection to the Board of Directors. The reelection of a board member will take place during the last meeting of their current term.

Section 4. **Resignation and Removal.** Any Director may resign by written notice to the Corporation. Any member of the Board may be removed as a Director, either with or without cause by a two-thirds (2/3) vote of the Directors then in office, excluding the vote of the Director being removed.

Section 5. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held at such time and place as may be fixed by resolution of the Board of Directors, without other notice than the resolution. The Board of Directors may provide by resolution the time and place, either within or outside of the state of Michigan, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 6. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the CEO, Chairperson, or any two Directors. The person authorized to call special meetings of the Board may fix any place, either within or outside of the state of Michigan, as the place for holding any special meeting of the Board called by them.

Section 7. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally, sent by post or electronic mail, or transmitted by facsimile, to each Director at his or her address as shown by the records of the Corporation. If mailed by post, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage prepaid. If e-mailed such notice shall be deemed delivered when posted in the senders sent box. If transmitted by facsimile, such notice shall be deemed to be delivered when received by the Director's facsimile machine. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8. **Quorum.** Two-thirds (2/3) Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than two-thirds (2/3) of the Directors are present at the meeting, a majority of the Directors present may adjourn and/or fix the time of the next meeting.

Section 9. **Manner of Acting.** Motions are passed by a majority vote of those present and voting unless otherwise provided in these Bylaws. The Chairperson may vote only to break a tie. A two-thirds (2/3) vote of the Board of Director shall be required for the purchase, sale, or lease of real estate, the dissolution of the Corporation, or to approve the payment of any compensation to any Director for any goods or services rendered to the Corporation by such Director in their capacity other than as a Director of the Corporation.

Section 10. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director admitted to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 11. **Compensation.** Directors shall serve without compensation. Except as provided in Section 9 of this Article, nothing contained herein shall be construed to preclude any Director from receiving compensation for services rendered to the Corporation in any other capacity.

Section 12. **Action Taken Without a Meeting.** Any action required or permitted to be taken under authorization voted at a meeting of the Board or a Committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the Committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board or Committee for all purposes.

Section 13. **Telephonic Conferences.** A Director may participate in a meeting of Directors by a telephone conference or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Article IV

Executive Committee

Section 1. **Executive Committee.** There shall be an Executive Committee to consist of 1 or more of the Directors of the Corporation. The Executive Committee and each member of the Executive Committee serves at the pleasure of the Board. The Chairperson of the

Executive Committee shall be the Chairperson of the Board of Directors of the Corporation.

Section 2. **Alternate Members.** The board may designate 1 or more Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at a meeting of the Executive Committee. In the absence or disqualification of a member of the Executive Committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of the absent or disqualified member.

Section 3. **Subcommittees.** The Executive Committee may create 1 or more subcommittees. Each subcommittee shall consist of 1 or more members of the Executive Committee. The Executive Committee or the Board may delegate to a subcommittee any or all of the powers and authority of the Executive Committee.

Section 3. **Minutes.** The Executive Committee shall keep regular minutes of its proceedings and shall report all actions to the Board at the next meeting of the Board following such action..

Section 4. **Procedure.** Meetings of the Executive Committee shall be held at such times and places as the Chairperson of the Executive Committee may determine. The Executive Committee, by a vote of a majority of its members, may fix its rules of procedure, determine its manner of acting and specify what notice, if any, of meetings shall be given, except as the Board shall by resolution otherwise provide. A majority of the members on the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Executive Committee.

Section 5. **Powers.** Except as otherwise provided by law or the Articles of Incorporation, the Executive Committee may exercise any or all powers and authority of the Board in the management of the business and affairs of the Corporation including the power or authority to declare a distribution authorized under Section 301 of the Michigan Nonprofit Corporation Act or to authorize the issuance of shares or memberships. However, the Executive Committee does not have power or authority to do any of the following: (a) Amend the articles of incorporation. (b) Adopt an agreement of merger or conversion. (c) Recommend to shareholders or members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets. (d) Recommend to shareholders or members a dissolution of the Corporation or a revocation of a dissolution. (e) Amend these Bylaws. (f) Fill vacancies in the board. (g) Fix the compensation of the directors for serving on the Board or on a committee. (h) Cancel shares or terminate memberships.

Article V

Ethics and Corporate Responsibility Committee

Section 1. **Membership.** There shall be an Ethics and Corporate Responsibility Committee to consist of 1 or more of the Directors of the Corporation. The Ethics and Corporate Responsibility Committee and each member of the Ethics and Corporate Responsibility Committee serves at the pleasure of the Board for a one year term. The chair of the Ethics and Corporate Responsibility Committee shall be appointed by the Chairperson of the Board. The Chairperson of the Board and the Chief Executive Officer shall serve as non voting ex officio members.

Section 2. **Alternate Members.** The board may designate 1 or more Directors as alternate members of the Ethics and Corporate Responsibility Committee, who may replace any absent or disqualified member at a meeting of the Ethics and Corporate Responsibility Committee. In the absence or disqualification of a member of the Ethics and Corporate Responsibility Committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of the absent or disqualified member.

Section 3. **Independent Director Requirement.** Some or all of the members appointed to the Ethics and Corporate Responsibility Committee shall be independent directors as defined in Section 117(3)(d) of the Michigan Business Corporation Act.

Section 4. **Purpose.** The purpose of the Ethics and Corporate Responsibility Committee is to review and recommend to management and the Board objectives, policies and procedures that best serve the Corporation's interest in maintaining a business environment committed to high standards of ethics and integrity, corporate responsibility and legal compliance.

Section 5. **Minutes.** The Ethics and Corporate Responsibility Committee shall keep regular minutes of its proceedings and shall report all actions to the Board at the next meeting of the Board following such action.

Section 6. **Procedure.** Meetings of the Ethics and Corporate Responsibility Committee shall be held at such times and places as the Chairperson of the Ethics and Corporate Responsibility Committee may determine. The Ethics and Corporate Responsibility Committee, by a vote of a majority of its members, may fix its rules of procedure, determine its manner of acting and specify what notice, if any, of meetings shall be given, except as the Board shall by resolution otherwise provide. A majority of the members on the Ethics and Corporate Responsibility Committee shall constitute a quorum at any meeting of the Ethics and Corporate Responsibility Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Ethics and Corporate Responsibility Committee.

Section 7. **Powers.** The Ethics and Corporate Responsibility Committee may perform under the direction of the Board those functions described in the Ethics and Corporate Responsibility Committee Charter or determined from time to time by the board.

Article VI Nominations & Governance Committee

Section 1. **Membership.** There shall be a Nominations & Governance Committee to consist of 1 or more of the Directors of the Corporation. The Nominations & Governance Committee and each member of the Nominations & Governance Committee serves at the pleasure of the Board for a one year term. The chair of the Nominations & Governance Committee shall be appointed by the Chairperson of the Board. The Chairperson of the Board and the Chief Executive Officer shall serve as ex officio members.

Section 2. **Alternate Members.** The board may designate 1 or more Directors as alternate members of the Nominations & Governance Committee, who may replace any absent or disqualified member at a meeting of the Nominations & Governance Committee. In the absence or disqualification of a member of the Nominations & Governance Committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of the absent or disqualified member.

Section 3. **Purpose.** The purpose of the Nominations & Governance Committee is to attract, nominate, orient, organize, motivate and assess the performance of the Board and to ensure the continuing ability of the Board to exercise its responsibilities at the highest level of excellence.

Section 4. **Minutes.** The Nominations & Governance Committee shall keep regular minutes of its proceedings and shall report all actions to the Board at the next meeting of the Board following such action.

Section 5. **Procedure.** Meetings of the Nominations & Governance Committee shall be held at such times and places as the Chairperson of the Nominations & Governance Committee may determine. The Nominations & Governance Committee, by a vote of a majority of its members, may fix its rules of procedure, determine its manner of acting and specify what notice, if any, of meetings shall be given, except as the Board shall by resolution otherwise provide. A majority of the members on the Nominations & Governance Committee shall constitute a quorum at any meeting of the Nominations & Governance Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Nominations & Governance Committee.

Section 6. **Powers.** The Nominations & Governance Committee may perform under the direction of the Board those functions described in the Nominations & Governance Committee Charter or determined from time to time by the board.

Article VII

Officers of the Corporation; Chairperson of the Board

Section 1. **Officers.** The officers of the Corporation shall consist of a Chief Executive Officer (the “CEO”), President, Secretary, Treasurer, and, if desired, 1 or more vice presidents, and any other officers as prescribed in these Bylaws or determined by the Board.

Section 2. **Holding two or more offices.** One individual may hold 2 or more offices, but an officer shall not execute, acknowledge, or verify any instrument in more than 1 capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged, or verified by 2 or more officers.

Section 2. **Election, Term of Office and Qualifications.** The principal officers shall be elected annually by the Board. Each officer, except as may be appointed in accordance with the provisions of these Bylaws, shall hold office until his or her successor shall have been chosen and shall qualify or until his or her death or until he or she shall have resigned or until he or she shall have been removed in the manner hereinafter provided.

Section 3. **Appointive Officers.** The Board may from time to time appoint or delegate the appointment of such other officers as it may deem necessary, including one or more Assistant Secretaries and one or more Assistant Treasurers. Such officers shall hold office for such period, have such authority and perform such duties, subject to the control of the Board, as are in these Bylaws provided or as the CEO, the President or the Board may from time to time prescribe. The CEO and the President shall have authority to appoint and remove agents and employees and to prescribe their powers and duties and may authorize any other officer or officers to do so.

Section 4. **Removal.** Any officer elected by the Board may be removed either with or without cause, at any time by the Board at any meeting of the Board called for the purpose.

Section 5. **Resignation.** Any officer may resign at any time by giving written notice to the CEO or to the President or to the Secretary. Such resignation shall take effect upon receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Vacancies.** A vacancy in any office because of death, resignation, removal or other causes shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular election or appointment to such office.

Section 7. **The Chief Executive Officer.** The Chief Executive Officer of the Corporation shall serve as the chief executive of the Corporation and have general and active supervision over the business and affairs of the Corporation, subject to the control of the Board. The CEO shall be a member ex-officio of the Board and all Committees. In

the absence or inability to act of the Chairperson of the Board, the CEO shall, when present, preside at all meetings of the Board of the Corporation. The CEO shall have such powers and perform such duties as may from time to time be assigned by the Board or as may be prescribed by these Bylaws.

Section 8. **The President.** The President shall have such powers and perform such duties as may from time to time be assigned by the CEO or the Board or as may be prescribed by these Bylaws.

Section 9. **Executive Vice Presidents.** Each Executive Vice President shall have such powers and perform such duties as may from time to time be assigned by the CEO or the Board or as may be prescribed in these Bylaws.

Section 10. **Vice Presidents.** Each Vice President shall have such powers and perform such duties as may from time to time be assigned by the CEO or the Board or as may be prescribed in these Bylaws.

Section 11. **The Secretary.** The Secretary, if present, shall act as secretary at all meetings of the Board and keep the minutes thereof in a book or books to be provided for that purpose; shall see that all notices required to be given by the Corporation are duly given and served; shall be custodian of the seal of the Corporation and shall affix the seal or cause it or a facsimile thereof to be affixed to all certificates of stock/membership of the Corporation and to all documents the execution of which on behalf of the Corporation under its seal shall be duly authorized in accordance with the provisions of these Bylaws; shall have charge of the stock/membership records of the Corporation; shall see that all reports, statements and other documents required by law are properly kept and filed; may sign, with any other proper officer of the Corporation thereunto authorized, certificates for stock/membership of the Corporation; and, in general, shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the CEO or the Board.

Section 12. **Assistant Secretaries.** The Assistant Secretaries shall perform such duties as from time to time may be assigned to them by the CEO, the Secretary or the Board. At the request of the Secretary, or in case of his or her absence or inability to act, any Assistant Secretary may act in his or her place.

Section 13. **The Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected or authorized to be selected by the Board; shall render or cause to be rendered a statement of the condition of the finances of the Corporation at all regular meetings of the Board; shall receive and give receipt for monies due and payable to the Corporation from any source whatsoever and, in general, shall perform or cause to be performed all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the CEO or the Board.

Section 14. **Assistant Treasurers.** The Assistant Treasurers shall perform such duties as from time to time may be assigned to them by the CEO, the Treasurer or the Board. At the request of the Treasurer, or in case of his or her absence or inability to act, any Assistant Treasurer may act in his or her place.

Section 15. **The Chairperson of the Board.** The Corporation shall also have a non-executive Chairperson of the Board who shall, when present, preside at all meetings of the Board and the Executive Committee. The Chairperson shall be ex officio a member of all committees of the Board unless otherwise provided in the Board resolution providing for a particular committee. In general, the Chairperson shall perform all the duties incident to the office of non-executive Chairperson of the Board and such other duties as the Board may from time to time determine. or as may be prescribed in these Bylaws.

Section 16. **Vice Chairperson.** One or more Vice Chairperson may also be elected by the Board and, if elected, each Vice Chairperson shall have such powers and perform such duties as may from time to time be assigned by the Chairperson of the Board or the Board or as may be prescribed in these Bylaws.

Article VIII Indemnification and Insurance

Section 1. **Indemnification.** The Corporation shall indemnify, to the fullest extent permitted by and subject to the limitations of the provisions of the Michigan Nonprofit Corporation Act and the Internal Revenue Code, as amended from time to time, 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 proceedings, by reason of the fact such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against (a) all expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including any appeals thereof; and, (b) all expenses including attorneys' fees actually and reasonably incurred by such person in connection with the defense or settlement of any such action, suit or proceeding brought by or in the right of the Corporation, or in connection with any appeal therein, or otherwise; provided further that the Corporation shall advance to such person all expenses actually and reasonably incurred by defending any such proceeding to the maximum extent permitted by law.

For purposes of constructing the foregoing indemnification in conjunction with Sections 561-569 of the Michigan Nonprofit Corporation Act, or any successor provisions thereto, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation"

shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries or employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in Sections 561-569 of the Michigan Nonprofit Corporation Act.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statutes, bylaw, agreement, vote of stockholders/members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to 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 such a person; provided, however, that such indemnification shall not be mandatory for a person seeking indemnity in connection with a proceeding voluntarily initiated by such person unless the proceeding was authorized by a majority vote of the entire Board of Directors.

Section 2. Insurance. The Board of Directors of the Corporation may, in its discretion, authorize the Corporation to 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person or incurred by that person in any such capacity, or arising out of such person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of Section 1 of Article VI.

Article IX

Use of Funds; Prohibited Transactions; Dissolution

Section 1. Use of Funds. For the purposes specified in Section 1 of Article I of these Bylaws, the Corporation may, but is not required to (a) take, receive and hold by bequest, devise, donation, gift, purchase or lease, any property, whether real, personal or mixed; (b) borrow money upon a promissory note of the Corporation and to secure payment thereof by mortgage or pledge; (c) manage, conserve, control, own, buy, sell, lease, improve and convey the property of the Corporation and to invest and reinvest any and all Corporation funds; and, (d) grant scholarship to individuals and organizations pursuant to a system of standards, procedures, and follow-up designed to result in grants which meet the requirements of Section 4945(g) of the Code and the Regulations promulgated thereunder.

Section 2. Distribution of Assets upon Dissolution. Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organizations, in the manner and order of priority stated in the

Articles of Incorporation, so long as such organizations are organized and operated exclusively for charitable, educational, or scientific purposes and shall at the time of such distribution qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any successor provision thereto.

Section 3. **Prohibited Transactions.**

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(b) The Corporation will distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, as amended, of the Internal Revenue Code.

(c) The Corporation will not engage in any act of self-dealing defined in Section 4941(d), as amended, of the Internal Revenue Code.

(d) The Corporation will not retain any excess business holdings as defined in Section 4943(c), as amended, of the Internal Revenue Code.

(e) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944, as amended, of the Internal Revenue Code.

(f) The Corporation will not make any taxable expenditures as defined in Section 4945(d), as amended, of the Internal Revenue Code.

Article X Contracts, Checks, Bank Accounts, Etc.

Section 1. **Contracts, etc., How Executed.** The Board may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and if the Board so provides may be delegated by the person so authorized; and, unless so authorized by the Board or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. **Loans.** No loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name, unless authorized by the Board. When so authorized, the CEO, the President or an Executive Vice President may affect loans and advances at any time for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances

the CEO, the President or an Executive Vice President or a Vice President or the Treasurer may make, execute and deliver, with the countersignature, unless otherwise authorized by the Board, of the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, bonds, debentures, promissory notes or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the Corporation and to that end execute and deliver instruments of mortgage or pledge or otherwise transfer such property. Any authority so granted by the Board may be general or confined to specific instances and if the Board so provides may be delegated by the person so authorized.

Section 3. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, as shall from time to time be determined by resolution of the Board.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the CEO, the President or any other officer or officers authorized by the Board shall direct in such banks, trust companies or other depositories as may be selected by the CEO, the President or any other officer or officers or agent or agents to whom power in that respect shall have been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by such officer or officers or agent or agents as shall be determined by the CEO, the President or any other officer or officers designated by the Board.

Section 5. **General and Special Bank Accounts.** The Board or the CEO, the President or any other officer or officers designated by the Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as may be selected by the CEO, the President or any other officer or officers or agent or agents to whom power in that respect shall have been delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

Article XI

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

**Article XII
Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**Article XIII
Seal**

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its incorporation.

**Article XIV
Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Michigan Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver in writing signed by the person entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

**Article XV
Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

As approved by two-thirds (2/3) vote of the Board of Directors of the Corporation at a regular scheduled meeting on the 7th day of September, 2019.

By: _____
Name: Matthew Jastrzembski
Its: Secretary