

**BYLAWS  
OF  
PROTECTION OF RIGHTS ALLIANCE**

**ARTICLE I  
PURPOSES AND DEFINITIONS**

Section 1.1 Purposes. The Protection of Rights Alliance (the “Corporation”) is organized pursuant to the Michigan Nonprofit Corporation Act, 1982 PA 162, as amended, MCL 450.2101 to 450.3192 (the “Nonprofit Corporation Act”) and shall be operated within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and for the purposes set forth in the Corporation’s Articles of Incorporation.

Section 1.2 Definitions. Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws have the meaning set forth in the Nonprofit Corporation Act.

**ARTICLE II  
OFFICES**

Section 2.1 Mailing Address and Other Business Offices. The mailing address of the Corporation shall be 201 Townsend Street, Suite 900, Lansing, Michigan 48933, and other business offices shall be as determined by the Board of Directors, or as the business of the Corporation may require from time to time.

Section 2.2 Principal and Registered Office. The principal and registered office of the Corporation shall be located in Ingham County, Michigan at 201 Townsend, Suite 900, Lansing, Michigan 48933, and be the business office of the resident agent, as required by the Nonprofit Corporation Act.

**ARTICLE III  
MEMBERS**

Section 3.1 Membership. The members of the corporation shall be land owners, regulated industries, employers and employees, and other individuals and entities subject to, or benefitted by the uniform application of, civil, regulatory and criminal jurisdiction within the geography affected by the Tribe’s litigation as set forth in the Articles, and who are admitted to membership by the Board of Directors.

Section 3.2 Place of Meetings. Annual and special meetings of the members shall be held at such places as shall be determined by the Board of Directors or the Chairperson and stated in the notice of meeting.

Section 3.3 Annual Meeting. The annual meeting of the members of the corporation for election of directors and for such other business as may come before the meeting shall be held on such date and hour in the month as shall have been determined by the Board of Directors or the Chairperson and as stated in the notice of the meeting.

Section 3.4 Special Meetings. Special meetings of the members of the corporation may be called by the Board of Directors or the Chairperson and shall be called by the Secretary at the written request of any five (5) voting members of the corporation. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

Section 3.5 Notice of Meetings of Members. Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the members of the corporation shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, personally, by mail, or by electronic transmission at the address designated or in the manner authorized by the member for such purpose or, if none is designated, at the member's last known address. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

Section 3.6 Waiver of Notice of Meetings. Notice of any annual or special meeting of the members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if such action is taken in accordance with the Articles. Said written consents shall be filed with the minutes of the proceeding of the members and shall have the same effect as a vote of the members for all purposes.

Section 3.8 Quorum, Voting and Proxies. The presence, in person or by proxy, of a majority of the members entitled to vote at any meeting shall be necessary to constitute a quorum for transaction of business. A meeting at which a quorum is present shall be duly constituted for the transaction of business even though a lack of a quorum may subsequently arise. Each voting member shall have one vote on each matter submitted and shall designate a representative to attend and participate in meetings. A member representative who is not personally present at any meeting may be represented and vote by written proxy.

Section 3.9 Minutes. At all meetings of members of the corporation, a record of the proceedings shall be preserved as the minutes of the meeting.

Section 3.10 Dues. The dues of members shall be fixed by the Board of Directors from time to time and shall be payable in such manner and at such time as determined by the Board of Directors.

Section 3.11 Membership Book. The corporation shall keep at its business office a membership book containing the name and address of each member and the date upon which the applicant became a member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. The membership book may be stored electronically.

Section 3.12 Non-Transferability of Membership. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's dissolution.

Section 3.13 Termination of Membership. Membership in the corporation shall automatically terminate upon the occurrence of any of the following events:

A. If this corporation has provided for the payment of dues by members, upon a failure to renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within the thirty (30) day period following the member's receipt of the written notification of delinquency or as provided therein;

B. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any member expelled from the corporation shall receive a pro-rated refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease upon termination of membership as provided by this section.

Section 3.14 Voting of Members. Each voting member of the corporation is entitled to one vote upon each matter submitted to a vote at a meeting of members except as the Articles of Incorporation otherwise provide.

Section 3.15 Member Meeting Participation by Teleconference. If available, members may participate in meetings by teleconference or other means of remote communication by which all persons participating in the meeting may hear each other if all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 3.16 Non-Voting Members. Non-voting members shall be potential members that are in the process of preparing, but have not yet submitted, an application to the corporation (i) interested in the objectives and purposes of the corporation or (ii) that provide goods or services to members. Except as expressly provided for in the Michigan Nonprofit Corporation Act, as amended, non-voting members shall have no voting power on any matter and shall not be entitled to notices of or to participate in meetings or consent actions of members of the corporation for any purpose; all voting rights are vested exclusively in the voting members.

The Board of Directors shall, from time to time, prescribe the rights, preferences and limitations of each class of members, as well as the categories of each class. The Board of Directors may, from time to time, adopt reasonable rules for the eligibility, admission, retention, and expulsion of members. Such rules shall be consistent with the purposes of the corporation and the other provisions of these Bylaws and shall be equally enforced as to all members.

**ARTICLE IV  
BOARD OF DIRECTORS**

Section 4.1 General Powers. The business, property and affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2 Number. The initial number of Directors of the Corporation shall be three (3). The number of Directors may thereafter be increased or decreased from time to time by an amendment to these Bylaws.

Section 4.3 Tenure. Each Director shall hold office until the next annual meeting of the members, or until the Director's death, resignation or removal.

Section 4.4 Resignation. Any Director of the Corporation may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. A successor may be appointed as provided in this Article.

Section 4.5 Qualifications. Directors need not be residents of the State of Michigan.

Section 4.6 Duties of Directors. It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their mailing addresses, e-mail addresses, telephone numbers, and facsimile numbers with the Secretary of the Corporation;
- (f) Establish and disband other committees as appropriate to conduct the work of the Corporation by majority vote;
- (g) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;

Section 4.7 Regular Meetings. A regular and additional regular meetings of the Board of Directors shall be held at the time and place, within or without the State of Michigan, for the holding of regular and additional regular meetings without other notice than the resolution of the Board.

Section 4.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place within or without the State of Michigan for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the Corporation in the State of Michigan.

Section 4.9 Notice; Waiver. Notice of any special meeting shall be given at least three days prior to the special meeting by written notice, stating the time and place of the meeting delivered personally, mailed, sent by facsimile or electronic mail to each Director at the Director's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic mail or facsimile, such notice shall be deemed to be delivered when the electronic mail or facsimile is acknowledged by the recipient. Any Director may waive notice of any meeting by written statement, telegram, radiogram or cablegram sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting constitutes 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.

Section 4.10 Quorum. A majority of the Directors of the Board constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.11 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.12 Removal. Any Director may be removed with or without cause by a majority vote of the Directors in office.

Section 4.13 Board Vacancies and Enlargement. Any vacancy or allowed enlargement occurring in the Board of Directors may be filled by a person selected by a majority of the remaining Board of Directors. Should the number of directors be increased by adopted bylaw amendment, a majority of the Board of Directors shall appoint individuals to fill the new positions.

Section 4.14 Compensation. Directors shall serve without compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. Nothing herein precludes any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4.15 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the

adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.16 Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors may designate one or more committees, each committee to consist of one or more Directors elected by the Board of Directors, which to the extent provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, except action in respect to the fixing of compensation for or the filling of vacancies in the Board of Directors or committees created pursuant to this Section, or amendments to the Articles of Incorporation or Bylaws. The Board of Directors may elect one or more of its members as alternate members of any committee who may take the place of any absent member or members at any meeting of a committee, upon request by the Chair of the meeting. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 4.17 Meeting by Teleconference or Similar Method. Meetings shall be held at mutually agreed place and times to encourage maximum participation. Meetings may be held in person or by any combination of audio, document, or video conferencing techniques. A Director may participate in a meeting by teleconference or any similar method through 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.

Section 4.18 Board Action without Meeting. Any Action that the Board of Directors is required or permitted to take may be taken without a meeting if all Directors consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

## **ARTICLE V OFFICERS**

Section 5.1 Number. The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary and a Treasurer, each of whom shall be selected by the Board of Directors. The Board of Directors may select one or more Assistants to the Secretary and/or Treasurer, and may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Corporation.

Section 5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office while qualified or until the officer resigns.

Section 5.3 Removal and Resignation. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Any officer or agent elected or appointed by the Board of Directors may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term.

Section 5.5 Chairperson. The Chairperson of the Board of Directors shall be a Director of the Corporation. At all meetings of the Board, the Chairperson shall preside. If the Chairperson is absent, then the Vice Chairperson shall preside. The Chairperson shall be an ex-officio member of all standing committees and shall be Chairperson of those committees designated by the Board of Directors. The Chairperson shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as the Chairperson shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. The agents and employees shall hold office at the discretion of the Chairperson. The Chairperson shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Chairperson may authorize any other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in the Chairperson's place and stead. In general the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6 Vice Chairperson. The Vice Chairperson shall be a Director of the Corporation. The Vice Chairperson shall assume the role, duties, and responsibilities of Chairperson of the Corporation in the event that the office of Chairperson is vacant. The Vice Chairperson shall also assume such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.7 Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all authorized documents; (d) keep a register of the post office address of each Director; and (e) perform all duties incident to the office of Secretary and other duties assigned by the Chairperson or the Board.

Section 5.8 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; (d) complete all required corporate filings; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Section 5.9 Assistants and Acting Officers. The Assistants to the Secretary and Treasurer, if any, selected by the Board of Directors, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or Treasurer or by the Chairperson or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may by resolution otherwise determine.

Section 5.10 Filling More Than One Office. Any two offices of the Corporation may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

## **ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the Chairperson and the Secretary or Treasurer may execute the same and may affix the corporate seal thereto.

Section 6.2 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 a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer, Director or member of the Corporation otherwise than in the ordinary and usual course of the business of the Corporation, and on the ordinary and usual course of the business or security, shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds (2/3) of the members of the Board of Directors excluding any Director involved in such transactions and a full and detailed statement of all such transactions and any payments shall be submitted at the next annual meeting of members and the aggregate amount of such transactions less any repayments shall be stated in the next annual report to members.

Section 6.3 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, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.5 Gifts. The Board of Directors may accept on behalf, and for the benefit, of the Corporation any contribution, gift, bequest, due, or other fee for the nonprofit purposes of this Corporation.

Section 6.6 Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the Chairperson of this Corporation or by proxy appointed by the Chairperson, or in the absence of the Chairperson and the Chairperson's proxy, by the Secretary of this Corporation or by proxy appointed by the Secretary. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation shall be executed in the name of this Corporation by the Chairperson or the Secretary of this Corporation without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation.

Section 6.7 Contracts Between Corporation and Related Persons. Any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of this Corporation's Directors are members or employees, or in which one or more of this Corporation's Directors are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director's or Directors' participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE VII INDEMNIFICATION**

Section 7.1 Non-Derivative 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, whether civil, criminal, administrative or investigative and whether 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 is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' 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, 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 upon 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 which the person reasonably believed to be in or not opposed to the best interests of the Corporation, 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 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 attorneys' 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 such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

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 Section 7.1 or 7.2 above, 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 attorneys' fees) incurred by such person in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided by this article.

Section 7.4 Definition. For the purposes of Sections 7.1 and 7.2 above, "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, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants or 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” as referred to in Sections 7.1 and 7.2 above.

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 or officer as an employee or agent of the Corporation as well as in such person’s capacity as a director or officer. Except as provided in Section 7.3 above, 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 of Directors.

Section 7.6 Determination that Indemnification is Proper. Any indemnification under Section 7.1 or 7.2 above (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 Section 7.1 or 7.2 above, whichever is applicable. Such determination shall be made in any of the following ways:

- (i) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit or proceeding.
- (ii) If the quorum described in clause (i) 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.
- (iii) By independent legal counsel in a written opinion.

Section 7.7 Proportionate Indemnity. If a person is entitled to indemnification under Section 7.1 or 7.2 above for a portion of expenses, including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, 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. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 7.1 or 7.2 above may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon 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.

Section 7.9 Non-Exclusivity 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 directors and officers of the Corporation.

Section 7.11 Former Directors and Officers. The indemnification provided in this article continues as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under this article or the laws of the State of Michigan.

Section 7.13 Changes in Michigan Law. In the event of 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 hereunder 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 prior to any such change.

## **ARTICLE VIII AMENDMENTS**

Section 8.1 Amendment of Bylaws by Board of Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at any regular or special meeting, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings.

Section 8.2 Implied Amendments. Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action taken or authorized.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

These Bylaws were adopted as the Bylaws for the Corporation, a Michigan nonprofit corporation, by the incorporator on January \_\_\_\_\_, 2016, and were ratified and approved by the Corporation's Board of Directors on January \_\_\_\_\_, 2016.