

**Article I
Trustees**

Section 1. The Board of Trustees shall consist of no less than thirteen (13) and no more than nineteen (19) members, which includes up to two members of the Youth Advisory Committee, who may be 16 or 17 years of age, who shall be appointed as provided in this article. All persons elected to the Board of Trustees shall serve for a term of not more than three years and no person shall serve more than three consecutive terms. All of the Trustees of this Foundation must be residents of or employed in Jackson County. In addition, each Trustee shall be chosen on the basis of their interest and accomplishments in welfare work, their knowledge of the civic, educational, scientific, charitable and moral needs of the County of Jackson. The board shall be independent of any other organization. Upon completion of a period of service of not more than nine consecutive years, no person may serve as a member of the Board within a period of one year. Anything in this paragraph notwithstanding, the Board may provide for a shorter term of office for new Trustees so that approximately one-third of the Board will be elected each year. Note: Term limits are lifted if necessary to allow an officer to serve the full leadership cycle outlined below.

Section 2. Vacancies. Vacancies arising from any cause, may be filled by the affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board; provided, a vacancy may be filled for a term of office continuing only until the next election of Trustees.

Section 3. Resignation. A Trustee may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or a subsequent time as set forth in the notice of resignation.

Section 4. Removal. Trustees must have at least 50% attendance in a 12 month period and an automatic resignation will be required if a Trustee misses three consecutive meetings. A Trustee may be removed by the majority vote of the Board of Trustees, with or without cause.

Section 5. Conflict of Interest. Trustees and officers of the Foundation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Foundation and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Foundation, notwithstanding that they may also be acting as individuals, or as Trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Foundation in a matter in which Trustees or officers are personally interested as stockholders, directors, or otherwise shall be at arm's-length and not violative of the proscriptions in the Articles of Incorporation against the Foundation's use or application of its funds for private benefit. Full disclosure of any such interest shall be made to the Board of Trustees pursuant to the Conflict of Interest Policy and

procedures. In no event, however, shall any person or other entity dealing with the Trustees or officers be obligated to inquire into the authority of the Trustees and officers to enter into and consummate any contract, transaction or other action.

Section 6. Confidentiality. Trustees must uphold the highest standards of confidentiality to protect donor, prospect and grant applicant anonymity. The same standard will apply to all staff, committee members, consultants and contractors as part of the terms of engagement.

Section 7. Quorum and Voting. A majority of the Trustees then in office constitutes a quorum for the transaction of business. The vote of the majority of members present at the meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by law; provided, amendment of these Bylaws by the Board requires the vote of not less than a majority of the Trustees then in office.

Section 8. Action by Unanimous Written Consent. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all Trustees consent thereto in writing by mail or electronic transmission. Such consent shall be filed with the minutes of the proceedings of the Board and shall have the same effect as a vote of the Board for all purposes.

Section 9. Participation by Communication Equipment. A Trustee may participate in a meeting of the Board by means of a conference telephone or similar communication equipment provided that all persons participating in the meeting can hear each other. Such participation constitutes attendance in person at the meeting.

Section 10. Definition of Electronic Transmission. As used in these bylaws, electronic transmission refers to any form of communication that does not directly involve the physical transmission of paper, creates a record that may be retained and retrieved by the recipient and may be directly reproduced in paper form by the recipient through an automated process.

Section 11. Use of Electronic Transmission. As used in these bylaws, "written" or "writing" will include communications by electronic transmission, including but not limited to fax and email. Notices of meetings, waivers of notice of meetings, proxies, and written consents may be transmitted by electronic transmission. When a notice or communication is transmitted electronically, the notice or communication is deemed to be given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. A director will be deemed to have consented to the use of email upon providing the Foundation with a valid email address.

Section 12. Power to appoint Other Officers and Agents. The Board of Trustees shall have power to appoint such other officers and agents, including but not limited to the appointment of a President & Chief Executive Officer of the corporation as the Board of Trustees may deem necessary for transaction of the business of the corporation. Such other

officers and agents, including the President & Chief Executive Officer need not be Trustees of this corporation.

Section 13. Trustees and officers of this corporation, with the exception of the President & Chief Executive Officer, shall serve without compensation.

Section 14. Powers of Governing Board.

(a) The Board of Trustees shall have the power:

(i) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in its sole judgment, such restriction or condition, in effect unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Jackson County, Michigan;

(ii) to replace any participating trustee, custodian, vendor or agent for breach of fiduciary duty under the laws of the State of Michigan; and

(iii) to replace any participating trustee, custodian, vendor or agent for failure to produce a reasonable return of net income or appreciation as determined by the Board of Trustees.

(b) In determining whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (iii) of paragraph (a) of this Article,

(i) there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and

(ii) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

(c) If it appears that there may be grounds for exercising the Power described in subparagraphs (ii) or (iii) of paragraph (a) of this Article with respect to any fund, the Board of Trustees shall notify the participating trustee, custodian, vendor or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Trustees under subparagraphs (ii) or (iii) of paragraph (a) of this Article, the Board of Trustees may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Michigan. The Board of

Trustees shall exercise a power described in this Article only upon the vote of (not more than a simple majority) of the members of the Board of Trustees.

(d) Upon the exercise of the power under subparagraphs (ii) or (iii) of paragraph (a) of this Article to replace any participating trustee, custodian, or agent, the Board of Trustees shall have the power to select a successor trustee, custodian, vendor or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

Article II Meetings of Trustees

Section 1. Place of Meetings. All meetings of the Trustees shall be held at such place within the State of Michigan as the Board of Trustees or the President may designate.

Section 2. Annual Meetings. The annual meeting of the Trustees shall be held in the fourth quarter each year or at such time and date designated by the Board of Trustees for the purpose of appointing members to the Board and to take care of other business as deemed appropriate by the board. The Board of Trustees shall meet a minimum of four (4) times per year.

Section 3. Special Meetings. Special meetings of the Trustees for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Trustees. The meeting shall be called by the President or Board Chair at the request in writing of any five (5) Trustees.

Section 4. Notices. Written notice of the time, place and purpose of meetings of Trustees shall be given to each Trustee not less than seven (7) nor more than sixty (60) days before the date of the meeting, either in person, by mail, or by electronic transmission. Notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; provided, only such business may be transacted at the adjourned meeting as might have been transacted at the original meeting. Trustees may waive notice of any meeting of Trustees. Attendance of a person at a meeting of Trustees, in person or by proxy, constitutes a waiver of notice of the meeting, except when the Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Article III Officers

Section 1. Board Chair

Chair of the Board of Trustees of the corporation shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be an ex officio, voting member of all committees and shall have the general powers and duties of supervision and management.

Section 2. Board Chair Elect

The Board Chair Elect shall exercise all the powers of the Board Chair in his/her absence or disability and shall assist him/her as requested.

Section 3. Immediate Past Board Chair

The Immediate Past Board Chair shall mentor the Board Chair and Board Chair Elect.

Section 4. President.

The Board of Trustees may appoint a President who shall be the Chief Executive Officer of the corporation and who need not be a Trustee of this corporation. The Board of Trustees may delegate to such President and Chief Executive Officer such powers and duties as the Board of Trustees shall deem necessary for the transaction of the business of the corporation.

Section 5. Leadership Succession

The leadership succession plan is as follows:

- 1-2 year term as Board Chair Elect
- 2-year term as Board Chair
- 1-2 year term as Immediate Past Board Chair

Article IV Committees

Section 1. Executive Committee.

The Board of Trustees, by resolution adopted by a majority of the whole Board, may appoint an Executive Committee consisting of the Board Chair Elect, Board Chair, Immediate Past Board Chair and the Chair of each standing committee. Each member of the Executive Committee shall continue as a member thereof until the conclusion of his or her term or until his or her resignation or removal as a Trustee.

Section 2. Powers.

The Executive Committee shall have and may exercise those rights, powers and authority of the Board of Trustees as may from time to time be granted to it by the Board of Trustees.

Section 3. Procedure and Meetings.

The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of the Executive Committee shall fix. The Executive Committee shall keep regular minutes of its meetings, which it shall deliver to the Board of Trustees from time to time. The Chairman of

the Executive Committee or, in his/her absence, a member of the Executive Committee chosen by a majority of the members present shall preside at meetings of the Executive Committee, and another member chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Section 4. Quorum.

A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members present at any meeting at which there is a quorum shall be required for any action of the Executive Committee.

Section 5. Other Committees.

The Board of Trustees, by resolutions adopted by a majority of the whole Board, may appoint such other committee or committees as it shall deem advisable and with such rights, powers and authority as it shall prescribe. The Board of Trustees may appoint persons who are not Trustees to any committee but each committee shall have a minimum of one Trustee in its membership. Meetings shall take place as needed. Officers for the committees shall be appointed by the Executive Committee.

Section 6. Committee Changes.

The Board of Trustees shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 7. Compensation.

Members of any committee shall not be entitled to compensation for their services as members of the committee.

Section 8. Action by Consent.

Any action required or permitted to be taken at any meeting of any committee of the Board of Trustees may be taken without a meeting if a written consent to such action is signed by all members of the committee and such written consent is filed with the minutes of its proceedings.

Section 9. Meetings by Telephone or Similar Communications Equipment.

The members of any committee designated by the Board of Trustees may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other. Such participation constitutes presence in person at the meeting.

Article V Indemnification

Section 1. Indemnification. The Corporation shall indemnify, to the fullest extent and under the procedures permitted by current or any future law, any Covered Person who was or is a party or is threatened to be made a party to any Covered Proceeding.

Section 2. Covered Persons. Persons covered by this Article are trustees, officers, volunteers, employees or agents of the Corporation, or persons who are or were serving at the request of the Corporation as a trustee, officer, employee, volunteer, or agent of another corporation, partnership, joint venture, trust or other enterprise, if

1) the person's act or failure to act was in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and

2) with respect to any criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful.

Section 3. Covered Proceedings. The proceedings covered by this Article are any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, if the proceeding involves the person due to the person's relationship with the Corporation.

Section 4. Covered Amounts. The coverage under this Article includes indemnification against expenses (including actual attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceedings.

Section 5. Presumptions. The termination of any 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 is not covered. Such facts may be considered, however, in making that determination.

Section 6. Exceptions. No indemnification shall be made if the person was adjudged to be liable for negligence or misconduct in the performance of an important and material duty to the Corporation, unless the court determining such liability determines that, despite the adjudication of liability, under the circumstances the person is fairly and reasonably entitled to indemnity for such expenses which the court shall determine proper.

Section 7. Timing of Payments. Expenses incurred may be paid by the Corporation in advance of the final disposition of the proceeding when approved as required by law and upon receipt of an undertaking by or on behalf of the person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation.

Article VI

Execution of Instruments

Section 1. Checks, Etc.

All checks, drafts and other negotiable instruments issued by the corporation shall be made in the name of the corporation and shall be signed manually or by facsimile signature, by such officers or agents as the Board of Trustees from time to time may designate-for the purpose.

Section 2. Contracts, Conveyances, Etc.

When the execution of any contract, conveyance or other instrument has been - authorized without specification of the executing officers, the President or any Vice President, and the Secretary or Treasurer may execute the same in the name of and on behalf of this corporation and may affix the corporate seal thereto, The Board of Trustees shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

**Article VII
Amendments of By-Laws**

Section 1. Amendments. These By-Laws may be amended, added to or repealed by the majority vote of the Trustees then in office.

**Article VIII
Fiscal Year**

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

RECOMMENDED BY: BOARD OF TRUSTEES
APPROVAL DATE: AUGUST 2019
NEXT REVIEW DATE: AUGUST 2021

Kelly Froedtert, Corporate Secretary

Date

REVISIONS:

REVISED DATE: (ARTICLE I, SECTION 4)	JULY 18, 2012
APPROVED BY:	BOARD OF TRUSTEES
REVISED DATE: (ARTICLE III, SECTION 1)	NOVEMBER 15, 2012
APPROVED BY:	BOARD OF TRUSTEES
REVISED DATE: (ARTICLE 1, SECTION 1)	JUNE 15, 2017
APPROVED BY:	BOARD OF TRUSTEES
REVISED DATE: (ARTICLE II, SECTION 3 & 4)	JUNE 15, 2017
APPROVED BY:	BOARD OF TRUSTEES
REVISED DATE: (ARTICLE V)	JUNE 15, 2017
APPROVED BY:	BOARD OF TRUSTEES
REQUIRED BY NATIONAL STANDARDS:	YES