

BYLAWS OF
FENTON AREA PUBLIC SCHOOLS EDUCATION FOUNDATION

ARTICLE I
OFFICES

Section 1: Principal Office. The principal office of the Foundation in the State of Michigan will be located in the City of Fenton, county of Genesee, state of Michigan. The Foundation may have such other offices, either within or without the State of Michigan, as the Board of Directors of the Foundation may determine or as the affairs of the Foundation may require from time to time.

Section 2: Registered Office. The Foundation will have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors of the Foundation.

ARTICLE II
MEMBERS

Section 1: Members. The Foundation shall be organized upon a membership basis. The Members of the Foundation will be the Trustees of the Fenton Area Public Schools Board of Education.

Section 2: Voting Rights. Each Member is entitled to one vote on each matter submitted to a vote of the Members.

Section 3: Transfer of Membership. Membership in this Foundation is not transferable or assignable except that the Superintendent of Schools or President of the Board of Education may, at their options, appoint designees to serve.

Section 4: Responsibilities of the Members. The members shall have the following rights and responsibilities:

- (a) Approve and change in the purpose of philosophy of the Foundation;
- (b) Approve changes to the Foundation's Articles of Incorporation;
- (c) Approve plans of merger, consolidation or dissolution of the Foundation or the creation by the Foundation of any controlled corporation;
- (d) Elect and remove, with or without cause, the Foundation's Directors; and
- (e) Appoint and remove the Executive Director of the Foundation.

ARTICLE III MEETING OF MEMBERS

Section 1: Annual Meeting. An annual meeting of the Members will be held for the purpose of appointing the Board of Directors and for the transaction of such other business as may come before the meeting. The date of the annual meeting shall be determined by the Members. It shall be held in accordance with the Open Meeting Act of 1976.

Section 2: Special Meetings. Special meetings of the Members may be called by the 2 or more Members. All membership meetings shall be held in accordance with the Open Meeting Act of 1976.

Section 3: Place of Meeting. The Members may designate the place of meeting for any annual meeting or for any special meeting that is available to the public and, whenever possible, within the boundaries of the school district. If no designation is made, or if a special meeting is otherwise called, the place of the meeting will be the registered office of the Foundation.

Section 4: Notice of Meetings. Written notice stating the place, day and hour of any meeting of Members will be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of the meeting by the Secretary. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Foundation, with postage thereon prepaid. All membership meetings shall be held in accordance with the Open Meeting Act of 1976 and shall be posted, in accordance with the Act, on the main, front entrance of the registered office of the Foundation and on the main, front entrance of the Fenton Area Public Schools Board of Education Building.

Section 5: Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 6: Quorum. The Members holding fifty (50%) percent of the votes which may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

ARTICLE IV
ELECTION OF BOARD OF DIRECTORS

Section 1: Eligibility. Those persons who demonstrate an awareness of and a commitment to the educational needs of the Fenton Area Public Schools shall be eligible to serve on the Board of Directors of the Foundation. The Board shall consist of not less than eleven (11) and not more than twenty-five (25) persons, to be elected by the Members. The Board shall include the President of the Fenton Board of Education, or his/her designee, the Superintendent of the Fenton Area Public School District, or his/her designee, and at least one parent and at least one educator.

Section 2: Term. The terms of Directors shall be staggered so that at each annual meeting of the Members, approximately one-third (1/3) of the Directors shall be appointed. The first Board of Directors shall be divided as nearly as possible into three (3) classes of equal size; the first class to serve a one (1) year term, the second class to serve a two (2) year term and the third class to serve a three (3) year term. Thereafter, the term of office of any Director shall be for three (3) years and continue until his or her successor has been elected and qualified.

Section 3: Resignation. Any Director may resign by written notice to the Foundation. Any Director may be removed by the Members or the Board at any meeting of the Members or the Board, either with or without cause, by the affirmative vote of a majority of the Members or the Directors then in office (excluding the Director who is the subject of such action.)

Section 4: Vacancy. If a vacancy shall occur among the Board of Directors as a result of death, resignation, removal or otherwise, the vacancy shall be filled by the Members.

Section 5: Attendance. Failure to attend three (3) consecutive Board meetings shall constitute a resignation; provided, however, a Director may be granted an excused absence by action of the Board.

ARTICLE V
BOARD OF DIRECTORS

Section 1: General Powers. It shall be the responsibility of the Board of Directors to carry out the purposes of the Foundation as specified in Article II of the Articles of Incorporation.

Section 2: Regular Meetings. A regular annual meeting of the Board of Directors will be held without other notice than these Bylaws. The date and time of the annual meeting shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

Section 3: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Directors. The person or persons authorized to call special meeting of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 4: Notice. Notice of any special meeting of the Board of Directors will be given at least two days previously thereto by written notice delivered personally, sent by telegram, phone, fax or E-mail to each Director at his or her address or telephone number as shown by the records of the Foundation or five days notice by mail. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will 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 need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 5: Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6: Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7: Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

Section 8: Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 9: Confidentiality. The records and business of all Board of Directors proceedings shall be confidential and shall not be subject to disclosure without the Board of Directors' authorization in advance of disclosure.

Section 10: Responsibilities. Each member of the Board of Directors will be held responsible for the following:

- 1). Regular attendance at the Board meetings (See Article IV Section 5).
- 2). Promoting the Fenton Area Public Schools Foundation.
- 3). Willingness to solicit financial contributions from individuals and businesses.
- 4). Participation in a minimum of one committee of the Board.
- 5). Personal financial support of the Fenton Area Public Schools Foundation on an annual basis.
- 6). Attendance and participation in Fenton Area Public Schools Foundation events.

ARTICLE VI OFFICERS

Section 1: Election or Appointment. The Board of Directors, as soon as may be practical after the annual appointment of Directors in each year, shall elect from the current Board of Directors, a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer of the Foundation.

Section 2: Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Foundation and thereafter until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors, whenever in their judgement the best interests of the Foundation will be served thereby. An officer may resign by written notice to the Foundation. The resignation shall be effective upon its receipt by the Foundation or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring for whatever reason. A Director may hold a specific officer's position for a maximum of three (3) consecutive years and can remain as an officer (rotating officer positions) for a maximum of twelve (12) consecutive years. The Superintendent of Fenton Area Public Schools is exempt from this term limitation and will be an officer of the board continuously.

Section 3: Compensation. Officers as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Officer from serving the Foundation in any other capacity and receiving compensation therefor.

Section 4: The Chairperson. The Chairperson shall be the Chief Executive Officer of the Foundation and shall have general and active management of the activities of the Foundation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute all authorized conveyances, contracts or other obligations in the name of the Foundation, except where required by law to be otherwise signed and executed, and except where the signing and the execution thereof shall be

expressly delegated by the Directors to some other officer or agent of the Foundation. He or she shall preside at all meetings of the Directors. In his or her absence, the Directors present there at shall designate another presiding officer.

Section 5: Vice-Chairperson. The Vice-Chairperson in the order designated by the Board of Directors or, lacking such designation, by the Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as the Board of Directors shall prescribe.

Section 6: The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors. He or she shall have the authority to execute with the Chairperson all authorized conveyances, contracts or other obligations in the name of the Foundation, except as otherwise directed by the Directors.

Section 7: The Treasurer. The Treasurer shall have custody of the funds and securities of the Foundation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all money and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Directors. He or she shall disburse the funds of the Foundation as may be ordered by the Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Foundation. If required by the Directors, he or she shall give the Foundation a bond in such sum and with such surety or sureties as shall be satisfactory to the Directors for the faithful performance of the duties of his or her office and for the restoration to the Foundation (in case of his or her death, resignation or removal from office) of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Foundation.

Section 8: Bonding of Officers. All officers of the Foundation, if required to do so by the Board of Directors, shall furnish bonds to the Foundation for the faithful performance of their duties, in such amounts and with conditions and security as the Board shall require. The Foundation shall assume the cost of providing any bond required hereunder.

ARTICLE VII
EXECUTIVE DIRECTOR

Section 1: Appointment. The members may appoint an Executive Director of the Foundation.

Section 2: Responsibilities of Executive Director. The Executive Director shall be a member of the Board of Directors. In addition, the Executive Director shall be the direct executive representative of the Board of Directors in the management of the Foundation, and shall have all the duties and authority which such position would customarily require, including, but not limited to the following:

- (a) Implement the mission and philosophy of the Foundation and all policies established by the Board and advise on the formation of these policies;
- (b) Perform all acts, execute and deliver all documents and take all steps necessary or desirable to effectuate the actions and policies of the Board;
- (c) Develop a plan of organization for the conduct of the various activities of the Foundation and recommend changes when necessary;
- (d) Select, employ, supervise, evaluate and discharge such subordinate individuals, as necessary and appropriate to effectuate the actions and policies of the Board and to manage the daily affairs of the Foundation;
- (e) Supervise the development and maintenance of personnel policies and practices and a comprehensive management reporting system throughout the Foundation;
- (f) Implement policies established by the Board of Directors concerning the financial management of the Foundation, prepare an initial annual operating and capital budget for the Foundation for review and approval by the Board of Directors, and supervise the Foundation's business affairs;
- (g) Develop short-range and long-range plans for the Foundation and oversee compliance with the requirements of planning, regulatory and inspecting agencies; and
- (h) Such other responsibilities as the Board of Directors may from time to time direct.

ARTICLE VIII COMMITTEES

Section 1: General. The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the program and purposes of the Foundation, and the Board shall further designate the individuals from their number to serve as chairpersons of said standing committees.

ARTICLE IX DISSOLUTION

Section 1: General. In the event of dissolution of the Foundation, all of the Foundation's assets, real and personal, shall be distributed as provided in Article VII of the Foundation's Articles of Incorporation.

Section 2: No Inurement. No part of the net earnings of the Foundation shall be distributed to or inure to the benefit of any Director or Officer of the Foundation, as prohibited by Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of subsequent federal tax laws), or the Michigan General Sales Tax Act or the Michigan Use Tax Act.

ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1: Indemnification of Directors and Officers: Claims Brought by Third Parties
The Foundation shall, to the fullest extent authorized or permitted by the Michigan Nonprofit Foundation Act or other applicable law, as the same presently exists or may hereafter be amended (the Act), indemnify a director or officer (the Indemnitee) who was or is a party or is threatened to be made a party to a 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 Foundation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee or agent of another foreign or domestic Foundation, business Foundation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonable believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the 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, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonable believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, has reasonable cause to believe that the conduct was unlawful.

Section 2: Indemnification of Directors and Officers: Claims Brought by or in the Right of the Foundation. The Foundation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgement in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee or agent of another foreign or domestic Foundation, business Foundation, 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 the action of suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonable believed to be in or not opposed to the best interests of the Foundation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Foundation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonable entitled to indemnification for the expenses which the court considers proper.

Section 3: Actions Brought by the Indemnitee. Notwithstanding the provisions of Sections 1 and 2 of this Article, the Foundation shall not indemnify an Indemnitee in connection with any action, suit proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board of Directors of the Foundation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

Section 4: Approval of Indemnification. An indemnification under Sections 1 or 3 of this Article, unless ordered by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1 and 3 of this Article. This determination shall be made promptly in any of the following ways:

- A. By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit, or proceeding.
- B. If the quorum described in subdivision (A) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- C. By independent legal counsel in a written opinion.

Section 5: Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 3 of this Article shall be paid promptly by the Foundation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Foundation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 6: Partial Indemnification. If an Indemnitee is entitled to indemnification under Sections 1 or 3 of this Article for a portion of expenses including attorneys= fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Foundation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

Section 7: Indemnification of Employees and Agents. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another foreign or domestic Foundation, business Foundation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Foundation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the Board of Directors.

Section 8: Other Rights of Indemnification. The indemnification or advancement of expenses provided under Sections 1 to 7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. 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 or expenses. The indemnification provided for in Sections 1 to 5 of the Article continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 9: Liability Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, business Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Foundation would have the power to indemnify the person against such liability under the provisions of the Act.

Section 10: Severability. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

Section 11: Definitions. 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 Foundation shall include any service as a director, officer, employee, or agent of the Foundation which imposes duties on, or involves services by, the director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she 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 Foundation as referred to in Sections 1 and 2".

ARTICLE XI FISCAL YEAR

Section 1: Fiscal Year. The fiscal year of the Foundation shall be determined by the Board of Directors.

ARTICLE XII CONFLICTS

Section 1: Statement of Policy. It is the policy of the Foundation that all officers, directors, committee members and employees of the Foundation shall avoid any conflict between their own respective individual interests and the interests of the Foundation, in any and all actions taken by them on behalf of the Foundation in their respective capacities.

Section 2: Dealing with the Foundation. A contract or other transaction between the Foundation and one or more of its directors or officers, or between the Foundation and a domestic or foreign corporation, firm or association of any type or kind in which one or more of the Foundation's directors or officers are trustees or officers, or are otherwise interested, is not void or voidable solely because of such common trusteeship, officer ship or interest, or solely because such directors are present at the meeting of the Board of Directors or committee thereof at which such contract or transaction is acted upon, or solely because their votes are counted for such purpose, if any of the following conditions is satisfied:

- (a) The contract or other transaction is fair and reasonable to the Foundation when it is authorized, approved or ratified; or
- (b) The material facts as to such trustee's relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or

committee thereof and the Board of Directors or committee thereof authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director.

Section 3: Procedure in Event of Potential Conflict of Interest. In the event that any officer, trustee, committee member or employee of the Foundation shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Foundation, such officer, director, committee member or employee shall give the Board of Directors notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on the Foundation, its Board of Directors, or its committees, to affect its decision to participate or not to participate in such transaction.

Section 4: Special Voting Rules. Any member of the Board of Directors who has a conflict of interest on any matter involving the Foundation shall not be counted in determining the quorum for the meeting at which the matter is to be acted upon, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 1: Contracts, Conveyances. Etc. All conveyances, contracts and instruments of transfer and assignment shall be approved as provided by a resolution of the Board of Directors.

Section 2: Execution of Instruments. All Foundation instruments and documents, including, but not limited to, checks, drafts, bills or exchange, acceptances, notes or other obligations or orders for the payment of money, shall be signed as provided by a resolution of the Board of Directors.

Section 3: Borrowing. Loans and renewals of loans shall be contracted on behalf of the Foundation as provided by a resolution of the Board of Directors.

Section 4: Adjourned Meetings. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 5: Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the directors, or to any officers of the Foundation unless otherwise provided herein or in any statute, shall be given by mailing to such director or officer at his or her last address as the same appears on the records of the Foundation, and such notice shall be deemed to have been given at the time of such mailing.

Section 6: Action by Written Consent. Action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all Members of the Board of Directors or the committee consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same effect as the vote of the Board or committee for all purposes.

Section 7: Participation in Meeting by Telephone. By oral or written permission of a majority of the Board of Directors, and in rare and unusual circumstances that make it virtually impossible for a member to be present personally, a Member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 7 constitutes presence in person at the meeting.

Section 8: Corporate Seal. If the Foundation has a corporate seal, it shall have inscribed thereon the name of the Foundation and the words "Corporate Seal and Michigan." The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

ARTICLE XIV AMENDMENTS AND ADDITIONS

Section 1: Amendments. These Bylaws may be altered or amended at any duly called meeting of the Directors, at which a quorum is present by a majority of the Directors, provided that written notice naming the substance of the proposed amendment has been sent to each Director of the Foundation at least ten (10) days in advance of the date of the meeting, unless such notice is waived by all the Directors.

Section 2: Rules and Regulations. The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Foundation; provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.