

AMENDED AND RESTATED BYLAWS
OF
JR TROJAN CHEER

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AMENDED AND RESTATED BYLAWS

OF

JR TROJAN CHEER

(A Michigan Nonprofit Corporation)

ARTICLE I - ORGANIZATION AND OFFICES

Section 1.01 Organization. The corporation is a nonprofit corporation organized on a membership basis pursuant to the Michigan Nonprofit Corporation Act, P.A. 162 of 1982, and any amendments thereto (the "Act").

Section 1.02 Registered Office. The registered office of the Corporation shall be as set forth in its Articles of Incorporation.

Section 1.03 Business Offices. The Corporation may have business offices at such places as the Board of Directors may from time to time determine.

ARTICLE II - PURPOSE

Section 2.01 General. The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

ARTICLE III - MEMBERS

Section 3.01 Designation of Members. The members of the Corporation are Kimm Waldo, Laura Roberts, and Phyllis Costello (the "Members"; and sometimes referred to as the "Member"), a Michigan nonprofit corporation. Decisions by the Members, as the Members, shall be made by the Members' Board of Directors (sometimes referred to as the "Board") or, to the extent authorized by the Members' Board of Directors, by a committee established by the Members' Board or by such person or persons whom the Members' Board of Directors have, by resolution, given the authority to act on behalf of the Members and make member decisions with respect to the Corporation (such committee or person(s) is referred to as an "Authorized Representative").

Section 3.02 Rights of Members. The Members, as the Members of the Corporation, shall have those rights and privileges granted to members in a nonprofit corporation by the Act.

Section 3.03 Place of Meeting. All Member meetings of the Corporation shall be held in Ingham County, Michigan, or such other place, either within or without the State of Michigan, as may be determined from time to time by the Members' Board of Directors.

Section 3.04 Annual Meeting. The annual Members' meeting, for the purpose of electing the Directors and officers to serve for the coming year and for the transaction of other

business that may come before the meeting, shall be held at a time, place and date that is determined by the Members' Board of Directors, from time to time.

Section 3.05 Special Meetings. A special Members meeting of the Members may be called at any time by the President of the Members, or by the Executive Director of the Members or by a majority of the Directors of the Members' Board of Directors then in office.

Section 3.06 Notice of Meetings. The Secretary or any assistant Secretary shall cause notice of the time, place and purposes of each meeting of the Members to be personally delivered, mailed, or sent by electronic transmission (as defined in Section 9.05) at least ten (10) days but not more than sixty (60) days prior to the meeting, to each Director on the Members' Board of Directors, if the Board will act as Member, or to such Authorized Representative to whom the Members have delegated the power to act as Members of the Corporation. If the purpose of the Members meeting is to vote upon an amendment to the Corporation's Articles of Incorporation the notice of the meeting must be sent at least 20 days before the date of the meeting, together with a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 3.07 Quorum. Unless a greater or lesser quorum is provided in the Articles of Incorporation, the Act, or in a Bylaw adopted by the Members as the Member, a quorum for a member meeting shall exist upon the presence of a majority of the Board of Directors of the Members or the presence of an Authorized Person.

Section 3.08 Attendance at Meeting. If the Board of Directors of the Members will act as the Member, the Directors may participate in the Board of Directors meeting by a conference telephone or by other similar communications equipment through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the communications equipment and the names of the parties in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 3.09 Member Vote. The Member, as the Member of the Corporation, is entitled to one (1) vote for its membership interest. A vote may be cast either orally or in writing. If the Members' Board of Directors is acting as the Member, the Board's decision on how to vote as the Member shall be made by the majority vote of the Members' Board of Directors at a meeting of the Members' Board at which a quorum of Directors is present, or by an action by unanimous written consent of all Directors on the Members' Board of Directors; if an Authorized Representative is acting as the Member, then the vote may be cast by the Authorized Representative.

Section 3.10 Action by Unanimous Written Consent. Any action required or permitted by the Act to be taken at an annual or special Member meeting may be taken without a meeting, without prior notice, and without a vote, if before or after the action the President of the Members, acting under the direction of the Board, or an Authorized Representative, executes a written consent approving the action. If the action consented to would have required filing of a certificate under the Act if the action had been voted upon by the Members at a meeting, the certificate filed shall state, in lieu of any statement required thereby concerning a vote of the Members, that written consent has been given as provided herein.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01 Functions. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Corporation's Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by the Members or some other party.

Section 4.02 Election of Directors. Except as otherwise provided in Section 4.12 hereof, the Directors shall be elected or appointed by the Members. The Members shall use their best efforts to appoint one person who is currently serving as a Director on the Members' Board of Directors to the Corporation's Board of Directors.

Section 4.03 Number, Selection, Term and Term Limit. The number of Directors which shall constitute the Corporation's Board of Directors shall be not less than three (3) persons and not more than ten (10) persons, with the actual number of Directors to serve on the Board being determined by vote of the Members as provided in Section 3.09. If the number of Directors falls below that established by the Members (but not less than 3), this shall not prevent the Board of Directors from taking binding action.

Directors currently serving on the Board on the date these Amended and Restated Bylaws are adopted by the Members shall continue to serve as Directors.

All Directors shall serve three (3) year terms, with the terms of office of one-third of the Directors expiring each year. To accomplish this, upon approval of these Amended and Restated By-Laws by the Members, the terms of office of the current Directors shall be modified so that one third are appointed to serve for an initial one year term; one-third are appointed to serve for an initial two year term and one-third are appointed to serve for an initial three (3) year term. The Executive Director of the Members shall designate which of the current Directors will serve for a one (1) year term, for a two (2) year term, and for a three (3) year term. Thereafter as these terms expire, the persons elected to fill these Director positions shall serve for a three (3) year term.

If at the end of a Director's scheduled term of office, the Members have not voted to fill this Director's position, either by reelecting the current Director (if the Director can be reelected and is not subject to term limits as provided below) or by electing a new person to serve in this position, the current Director shall continue to serve until the Members vote to fill this position.

The Members may elect persons to serve as Directors, with their terms of office to begin on a date that may be several weeks or months following the date of the election. For example, the Members may vote in November to elect Directors but these Directors may not take office until January.

A Director may serve three (3) consecutive three (3) year terms. Except as provided herein, after a Director has served three (3) consecutive three (3) year terms, such Director must wait one year before he/she can be reelected or reappointed as a Director to the Board. If a Director serves three (3) consecutive terms, but one of these terms is less than three (3) years, then this Director may be reelected for a fourth consecutive term of three (3) years and then must

wait one year before he/she can be reelected or reappointed as a Director. Time that has been served as a Director prior to the adoption of these Amended and Restated Bylaws shall not count in determining if a Director has served for three (3) consecutive three (3) year terms.

Section 4.04 Meetings.

(a) The Board of Directors may set the date, time and place for regular meetings of the Board, or approve a method for determining when a regular meeting will be held (e.g. 5:30 pm on the first Monday of each month at a designated location).

(b) The annual meeting of the Board of Directors of the Corporation shall be held at such date, time and place as is determined by the Board of Directors.

(c) Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or one (1) of the Directors.

(d) Meetings of the Board of Directors may be held at any place or places; however, all meetings shall be scheduled for a date, time and place that are convenient for the Executive Director of the Members to attend.

Section 4.05 Notice of Meetings. Notice of the annual meeting of the Board of Directors shall be either delivered personally or sent by telephone or electronic transmission to each Director not less than five (5) days prior to the meeting. Notice may also be sent by first class mail to a Director at least seven (7) days before the day on which the meeting is to be held. The notice shall specify the date, time, place and purpose of the meeting.

Special meetings of the Board of Directors shall be held pursuant to notice of the date, time, place and purpose thereof either delivered personally or sent by telephone or electronic transmission to each Director not less than twenty-four (24) hours prior to the meeting. Notice may also be sent by first class mail to a Director at least three (3) days before the day on which the meeting is to be held.

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

If the Board of Directors has set the date, time and place for regular meetings of the Board, or approves a method for determining when a regular meeting will be held (e.g. 5:30 pm on the first Monday of each month at a designated location), a Director shall have received notice of the regular meeting dates if he or she is present at the meeting at which the resolution approving the meeting dates was adopted, or, if the Director was not present at the meeting and was given a notice, as described above, informing him or her of the regular meeting dates; in such case, no further notice has to be given to the Director of the date, time and place of any regular meeting. In case the Board shall change the date, time or place of regular meetings, notice of this action shall be promptly given to each Director who shall not have been present at

the meeting at which the action was taken, with the notice being given as required for special meetings of the Board.

If the Board decides that a Director can participate in a meeting by conference call or other remote communication, pursuant to Section 4.07 below, this shall be stated in the notice of the meeting, together with instructions the Director can use to join the meeting by conference call or other remote communication.

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting, unless he or she, at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

Section 4.06 Quorum. A majority of the Directors on the Board then in office constitutes a quorum for the transaction of business by the Board unless the Articles of Incorporation or these Bylaws, provide for a larger or smaller number. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 4.07 Participation in Meeting by Remote Communication. Provided the President or the Board approves of using conference telephone or other means of remote communication during a meeting, 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 other means of remote communication by means of which all persons participating in the meeting can communicate with each other. This includes participation through the internet or other forms of electronic communications approved by the Board, provided that a record of the communications at the meeting can be created and maintained for the minutes of the meeting.

If conference telephone or other means of remote communication will be used in a meeting, the notice of the meeting shall advise Directors of this and provide them with instructions on how to remotely connect to the meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting and a Director may vote, as if physically present at the meeting.

The Board may adopt procedures for conducting meetings by means of electronic communications devices. Such procedures shall comply with the Act, these Bylaws and the Corporation's Articles of Incorporation.

Section 4.08 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote. Directors are not allowed to vote by proxy and Directors cannot send persons to act in their place. Directors also cannot vote by phone poll or other means that do not involve a meeting, except for an action by unanimous consent, described in Section 4.09.

Section 4.09 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors.

Section 4.10 Resignation. A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.11 Removal. Any Director may be removed at any time, with or without cause, by vote of the Member.

Section 4.12 Vacancies. A position on the Board of Directors that is vacant or that is open due to an increase in the number of Directors shall be filled either by the affirmative vote of the Member or by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Member to fill a Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A Director elected by the Member because of an increase in the number of Directors shall serve for an initial term that is approved by the Member, not to exceed three (3) years, with the number of years in the initial term being such that the terms of approximately one-third of all Directors will expire every year. Thereafter, the person elected to this Director position shall serve three (3) year terms.

If an open position on the Board of Directors is filled by the vote of the Directors, the person so elected shall serve only until the next election of Directors by the Member.

Section 4.13 Emeritus Positions. The Member may recognize persons, who have provided long service to the Members or to the Corporation and are no longer serving as officers or Directors, with the title of Emeritus Director to acknowledge their past service and their long-time commitment to the Corporation and its purposes. Persons recognized as Emeritus Directors shall be given notice of and they may attend meetings of the Corporation's Board of Directors and may provide advice or comments on issues being considered by the Board and enjoy such other rights as the Board may confer on them; however, Emeritus Directors shall not vote or have any other decision making power or rights of Directors on the Board.

Section 4.14 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 4.15 Discharge of Duties. A Director or officer shall discharge the duties of that position in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner he or she reasonably believes is in the best interests of the Corporation. In discharging his or her duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- (a) one or more Directors, officers, or employees of the Corporation, or of a domestic or foreign corporation or business organization under joint

control or common control, whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

(b) legal counsel, public accountants, engineers, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence;

(c) a committee of the Board of which he or she is not a member if the Director or officer reasonably believes that the committee merits confidence.

A Director or officer is not entitled to rely on information described in subsections (a), (b) or (c) above if he or she has knowledge concerning the matter in question that makes reliance otherwise unwarranted.

If a Director or officer is subject to the Uniform Prudent Management of Institutional Funds Act, MCLA 451.921 to 451.931 (the "UPMIFA"), the Director, in discharging his/her duties under such act shall conform to the standards of the UPMIFA .

Section 4.16 Directors' Liability for Corporate Actions. Directors who vote for or concur in any of the actions described in Section 551(1) of the Act, including, making a loan to a Director or officer of the Corporation or to a subsidiary that is contrary to the Act, are jointly and severally liable to the Corporation for its benefit or for the benefit of its creditors for any legally recoverable injury suffered by the Corporation or those creditors as a result of the action in an amount that does not exceed the difference between the amount paid or distributed and the amount that lawfully could have been paid or distributed. A Director is not liable under this Section if he or she complied with the requirements of Section 542 of the Act.

Section 4.17 Presumption of Director's Concurrence in Absence of Dissent. If a Director is present at a meeting of the Board of Directors, or an executive committee of which he or she is a member, and action on a corporate matter referred to in Section 4.16 of this Article is taken at that meeting, the Director is presumed to concur in that action unless his or her dissent is entered in the minutes or unless he or she files a written dissent to the action with the person acting as secretary of the meeting before or promptly after the adjournment of the meeting. The right to dissent does not apply to a Director who voted in favor of the action.

A Director, who is absent from a meeting of the Board of Directors or an executive committee of which he or she is a member, and action on a corporate matter described in Section 4.16 is taken at that meeting, the Director is presumed to concur in the action unless he or she files his or her dissent with the secretary of the Corporation within a reasonable period of time after he or she has knowledge of the action.

ARTICLE V - OFFICERS

Section 5.01 Officers of the Corporation. The officers of the Corporation shall consist of a President, Secretary, Treasurer, and, if desired, a Chairman of the Board, one or more Vice Presidents, and such other officers as may be determined by the Board, who shall be elected or appointed by the Board. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the Articles or Bylaws to be executed, acknowledged or verified

by two or more officers. An officer elected or appointed as herein provided shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer, as between such officer and other officers and the Corporation, has such authority and shall perform such duties in the management of the Corporation as may be provided in the Bylaws, or as may be determined by resolution of the Board not inconsistent with the Bylaws.

Section 5.02 Election. The Board shall elect the officers of the Corporation at any annual, regular or special meeting.

If there is a vacancy in any officer position, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall serve for the balance of the term of office of the person who is being replaced, or for a shorter period of time as determined by the Board.

Section 5.03 Removal or Resignation of Officers. An officer elected or appointed by the Board may be removed by the Board with or without cause. The removal of an officer shall be without prejudice to his/her contract rights, if any. The election or appointment of an officer does not of itself create contract rights. An officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

Section 5.04 Duties of the President. The President shall have direct charge of the business of the Corporation, subject to the general control of the Board, and shall be the Chief Executive Officer of the Corporation.

Section 5.05 Duties of the Vice President. In the event of the absence or disability of the President, the Vice President, or, in case there shall be more than one Vice President, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President; however, the Vice President shall not terminate or change the duties of any employees, change any committee appointments, or undertake any other material action normally performed by the President unless the Board approves or unless the Board officially elects the Vice President as President.

Section 5.06 Duties of the Secretary. The Secretary shall, if present, act as Secretary of, and keep the minutes of, all the proceedings of the meetings of the Member and of the Board and of any committee of the Board in one or more books to be kept for that purpose; shall perform other duties as shall be assigned by the President or the Board; and, in general, shall perform all duties incident to the office of Secretary.

Section 5.07 Duties of the Treasurer. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in the books of the Corporation and shall have the care and custody of all funds and securities of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and shall perform other duties as may be assigned by the President or the Board; and, in general, shall perform all duties incident to the office of Treasurer.

Section 5.08 Compensation of Officers. No officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 5.09 Discharge of Duties; Reliance on Reports. An officer shall discharge the duties as an officer, and shall be entitled to rely on reports, etc., in the same manner as specified for a Director in Section 4.15.

Section 5.10 Rules and Procedures. To the extent not already provided in these Bylaws, the Board of Directors may adopt rules and procedures for committees, define the purposes and mission of the committees, specify when and how frequently committees are to meet, and establish requirements and duties for committees. Committees may also adopt their own rules and procedures and meeting schedules, provided these are not inconsistent with those established by the Board of Directors, these Bylaws or the Articles of Incorporation.

The presence of a majority of the members of a committee constitutes a quorum for the transaction of business. The vote of a majority of members present at a meeting of a committee at which a quorum is present constitutes the action of the committee, unless the Board resolution establishing the committee, provides for a larger or smaller number.

ARTICLE VI - COMMITTEES

Section 6.01 Standing Committees. The Board may appoint such standing and special committees as it deems appropriate and specify the powers of each committee and who is to serve on such committees. In addition, the Corporation shall have the following standing committees.

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

Section 7.01 Indemnification of Directors and Officers: Claims By Third Parties. The Corporation 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 (the "Indemnatee") 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 Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the Indemnatee acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to a criminal action or proceeding, if the Indemnatee had no reasonable cause to believe his or her conduct was unlawful. The termination of an 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 Indemnatee did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members, and, with respect to a criminal

action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.02 Indemnification of Directors and Officers: Claims Brought By or In the Right of the Corporation. The Corporation 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 (the "Indemnitee") 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 Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Corporation except to the extent authorized in Section 7.05 below

Section 7.03 Determination of Indemnification. Except as otherwise provided in Section 564a(5) of the Act, unless ordered by the court, the Corporation shall indemnify an Indemnitee under Sections 7.01 and 7.02 only if authorized in the specific case based on a determination that indemnification of the Indemnitee is proper in the circumstances because that person has met the applicable standard of conduct set forth in Sections 7.01 or 7.02 and based on an evaluation that the expenses and amounts paid in settlement are reasonable. The Corporation shall make a determination and evaluation under this Section in one of the following ways:

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

(b) If the Board is unable to obtain a quorum under subdivision (a), then by majority vote of a committee that is duly designated by the Board and that consists solely of two or more Directors who are not at the time parties or threatened to be made parties to the action, suit or proceeding.

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

In the designation of a committee under subsection (b) or in the selection of independent legal counsel under subsection (c)(ii), all Directors may participate.

The Board shall authorize payment of indemnification in any of the ways permitted by Section 564a(4)(a) of the Act.

Section 7.04 Court Approval. An Indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the

proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the applicable standard of conduct set forth in Section 7.01 or 7.02 or was adjudged liable as described in Section 7.02, but if he or she was adjudged liable, his or her indemnification is limited to reasonable expenses incurred

Section 7.05 Partial Indemnification. If an Indemnitee is entitled to indemnification under Section 7.01 or 7.02 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation 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 7.06 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 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, employee benefit plan or other enterprise, 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 Corporation 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.

Section 7.07 Other Rights of Indemnification. The indemnification or advancement of expenses provided under Sections 7.01 to 7.07 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 of expenses. The indemnification provided for in Sections 6.01 to 6.08 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 7.08 Application to a Resulting or Surviving Corporation or Constituent Corporation. The definition for "corporation" found in Section 569 of the Act, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article. The indemnification and other obligations of the Corporation set forth in this Article shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director or officer of another corporation prior to such other corporation entering into a merger or consolidation with the Corporation.

Section 7.09 Definitions. For the purposes of Sections 7.01 to 7.09:

- (a) "Fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan.
- (b) "Other enterprises" shall include employee benefit plans.

(c) "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, officer, employee, or agent with respect to an employee benefit plan, its participants, or its beneficiaries.

(d) 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 Corporation or its members" as referred to in Sections 7.01 and 7.02.

Section 7.10 Liability Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or the Act.

ARTICLE VIII - FISCAL YEAR

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall be determined by the Members.

ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 9.01 Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by the President and by the Treasurer or as the Board may from time to time authorize.

Section 9.02 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by such person or persons and in such manner and may from time to time be designated by resolution of the Board of Directors and unless so designated, no person shall have any power or authority thereby to bind the Corporation or to pledge its credit or render it liable.

Section 9.03 Corporate Indebtedness. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board. Authorization may be general or confined to specific instances. All bonds, debentures, notes and other obligations or evidences of indebtedness of the Corporation issued for loans shall be made, executed and delivered as the Board shall authorize.

Section 9.04 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, credit unions, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.05 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given by the Corporation to the Member, Directors, officers or other person entitled to receive notice (a "Recipient"), shall be given by any of the methods permitted by these Bylaws, and if no method of giving notice is specifically stated, notice may be given by any method allowed by law. It is not required to use a specific type of notice, even if requested by the person who is sending or receiving the notice. The Corporation may use more than one method of notice in any instance.

When a notice or communication is required or permitted by these Bylaws to be given by mail, it shall be mailed, except as otherwise provided in these Bylaws or the Act, to the Recipient at his or her last known address. The notice or communication is given by mail when deposited, with proper postage prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be by first class mail except where otherwise provided in the Act.

Notice by telephone shall be deemed given when it is told directly to the Recipient; it shall not be sufficient to leave notice on an answering machine or with a family member of the Recipient.

For purposes of these Bylaws, the term "electronic transmission" shall be defined to mean any form of communication that meets all of the following:

It does not directly involve the physical transmission of paper;

It creates a record that may be retained, retrieved and reviewed by the Recipient; and

It may be directly reproduced in paper form by such recipient through an automated process.

This includes, without limitation, notice given by facsimile telecommunication and electronic mail and other methods approved for use by the Board of Directors.

When a notice or communication is permitted by the Act to be given by electronic transmission, the Corporation may send notice using such means of electronic transmission as it selects and may send it to any electronic address or telephone number that is registered to the Recipient, except as provided below. The notice or communication is given when electronically transmitted to the Recipient at an electronic address or telephone number registered to the Recipient. If a person notifies the Corporation in writing that he or she does not want to receive notice by electronic transmission or if a notice sent by electronic transmission is reported to be undeliverable or not sent, then the Corporation shall use another form of notice when sending notices to this person. If a person notifies the Corporation in writing that he or she wants to

receive notice only pursuant to certain a type(s) of electronic transmission or only wants electronic transmissions sent to certain electronic addresses or telephone numbers, the Corporation shall comply with this request, provided that the Corporation is not required to use a method of electronic transmission that has not been approved for use by the Board of Directors.

An affidavit of the Secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the giving of such notice by the form stated in the affidavit.

The Corporation may select those forms of electronic transmission that it wishes to utilize for sending and receiving notices and other communications. The Corporation may also rescind, modify or limit the use of any method of electronic transmission for sending and receiving notices. A Director and any other person entitled to send or receive a notice or communication is limited to sending and receiving notice and other communications to and from the Corporation only through those forms of electronic transmission approved by the Board of Directors. A Director or other person may not require that the Corporation use a form of electronic transmission that the Board of Directors has not elected to use.

Section 9.06 Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section 9.07 Books and Records. The Corporation shall keep books and records of account and minutes of the proceedings of the Member, Board, and executive committee, which may be kept inside or outside the State of Michigan. The Corporation shall keep at its registered office, or at the office of its transfer agent in or outside the State of Michigan, records containing the names and addresses of all members. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the record.

Section 9.08 Headings and Parenthetical Insertions. The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 9.09 Conflict With Statute. In the event any article or section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall rule.

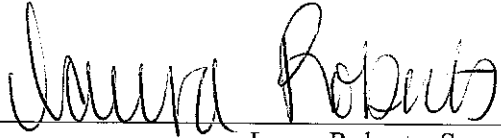
ARTICLE X - AMENDMENTS AND ADDITIONS

Section 10.01 Amendments. The power to amend these Bylaws or to adopt new Bylaws is reserved exclusively to the Members. Such action may be taken by written consent or at a meeting of the Members, provided that if notice of any such meeting is required by these Bylaws, the notice of the meeting shall contain notice of the proposed amendment, repeal or new Bylaws.

The Board of Directors by the affirmative vote of a majority of all Directors then in office, may propose amendments to these Bylaws. The proposed amendment shall be submitted for approval by the Members and if not approved by the Members, then the proposed amendment shall not be adopted.

Section 10.02 Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation 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.

I certify that the foregoing Amended and Restated Bylaws were adopted by the Corporation on the 19 day of June, 2019.



Laura Roberts, Secretary

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6/12/19