

THIRD AMENDED

BY-LAWS OF

**LIVINGSTON SUNRISE ROTARY
FOUNDATION
a Michigan Non-Profit
Corporation**

ARTICLE I

Name and Offices

1.01 The name of the corporation shall be Livingston Sunrise Rotary Foundation, and it is sometimes referred to in these By-laws as the "Corporation".

1.02 The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

ARTICLE II

Purpose

The purpose for which this corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended, to receive, administer, and disburse funds for charitable, educational, and scientific purposes, all for the public welfare. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, and no member, trustee, officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) in a political campaign on behalf of any candidate for public office.

ARTICLE III

Basic Policies

The following are the basic policies of the Corporation:

- (1) The Corporation shall be non-commercial, nonsectarian and non-partisan.
- (2) The name of the Corporation or the names of any members in their official capacity shall not be used in any connection with a commercial concern

or with any partisan interest or for any purpose not appropriately related to promotion of objectives of the Corporation.

ARTICLE IV

Membership

4.01 Membership. Any individual who is a member in good standing of the Livingston Sunrise Rotary Club, Brighton, Michigan (the "Rotary Club"), is a member of the Corporation subject to such member's agreement to comply with the provisions of the Corporation's Articles and these By-laws. Membership in the Corporation shall be available without regard to race, color, creed, sex or national origin. Only members in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elected or appointed positions. A Member's membership in the Corporation shall automatically terminate if the Member ceases to be a member of the Rotary Club.

4.02 Membership Dues. There shall be no membership dues.

4.03 Annual Meeting. An annual meeting of this Corporation shall be held the 4th Friday in November each year, at which time the election of directors at large to serve for the current fiscal year shall be presented for a vote.

4.04 Special Meetings. Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the Members of the Corporation.

4.05 Place of Meetings. All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

4.06 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least semiannually **and** is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

4.07 Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, represent Thirty-Three percent (33%) of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

4.08 Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by

proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of one year, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

4.09 Voting. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the members present at such meeting in which a quorum is present, or if action is taken without a meeting, such action shall be authorized by a vote of the majority of the members entitled to vote, unless a greater vote is required by statute.

4.10 Meetings by Electronic Communications. Any notice, communication or vote which may be given in writing or personally may be done through electronic means as if such notice, communication or vote was done in writing or personally.

It is the intent of these By-Laws that the actions authorized by Public Act No. 9, Public Acts of 2008, be fully authorized and permitted.

ARTICLE V

Officers and Their Election

5.01 Officers. The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, President, Secretary and Treasurer. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Board to be executed, acknowledged, or verified by two or more officers.

5.02 Election of Officers. The officers shall be elected by the Board by a ballot, voice vote or electronic mail vote, as determined by the Board, annually within fourteen (14) days of the annual meeting of the Members. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Board for the nominee. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Term of Office. Officers shall assume their official duties upon appointment by the Board and shall serve for a term of one year or until the election and qualification of their successors, whichever is later. Officers may be eligible for re-election.

5.04 Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board, notice of such election having been given as provided herein.

ARTICLE VI

Duties of Officers

6.01 Chairperson. The Chairperson shall preside at all meetings of the Board at which he or she may be present; shall perform such other duties as may be prescribed in these By-laws or assigned to him or her by the Corporation or by the Board and shall coordinate the work of officers and committees of the Corporation in order that purposes thereof may be promoted.

The Chairperson shall attend the meetings of the Livingston Sunrise Rotary Club Board of Directors, and shall provide an update to such Board at each Board meeting.

The Chairperson shall report to the members of the Livingston Sunrise Rotary Club at least once each calendar quarter, including the activity of the Foundation, the Foundation financial status, and recipients of grants made by the Foundation.

The Chairperson shall submit a budget to the Board within the first two months of each fiscal year.

6.02 Vice Chairperson. The Vice Chairperson shall act as aide to the Chairperson and shall perform the duties of the Chairperson in the absence or disability of the Chairperson to act.

6.03 President. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The President shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the corporation. If the President is absent or unable to perform his or her duties, the Chairperson shall perform the President's duties until the Board directs otherwise.

6.04 Secretary. The Secretary shall: (a) record the minutes of all meetings of the Corporation and of the Board; (b) be responsible for providing notice to each member or director as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and Director; and (e) perform all duties incident to the office

and other duties assigned by the President or the Board. .

6.05 Treasurer. The Treasurer shall: (a) have custody of all of the funds and securities of the Corporation; (b) keep a full and accurate books and records of corporate receipts and expenditures; (c) make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board, or a special committee; (d) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (e) complete all required corporate filings; and (f) present a financial statement at every meeting of the Corporation and at other times when requested by the Board; and perform all duties incident to the office and other duties assigned by the President or the Board.

ARTICLE VII

Board of Directors

7.01 General Powers. The business, property, and affairs of the corporation shall be managed by the Board of Directors.

7.02 Number. There shall be seven (7) Directors on the Board and two advisory, non-voting Directors.

7.03 Election and Tenure. The Board seats shall be filled as follows: The immediate past three presidents of the Livingston Sunrise Rotary Club shall be Board members. If any of the immediate past three presidents are unable to serve, the seated Board members, upon the advice and consent of the then seated Club Board of Directors shall elect board members in their complete discretion. These members shall serve a three year term. Four (4) Board members shall be elected by the Foundation members. The four elected positions shall be for three years terms, provided, however, that two of such initially elected Board members shall serve a term of two (2) years so as to stagger the terms of the elected Board members.

The two advisory members of the Board shall be elected by the Livingston Sunrise Rotary Club. These advisory seats shall be non-voting and shall be for a three year term. One of the initially elected advisory Board members shall serve a term of two (2) years so as to stagger the terms of the elected advisory Board members.

The Board members shall appoint the Chairperson, Vice-Chairperson, Secretary and Treasurer from within the sitting directors.

7.04 Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 7.06 of these bylaws.

7.05 Removal. Any Director may be removed with cause by the remaining Directors of the Board.

7.06 Board Vacancies. A vacancy on the Board may be filled only with a member selected by the remaining Directors of the Board consistent with Section 7.03 above and such selected Board member shall serve for the remainder of said term.

7.07 Regular Meetings. Regular meetings of the Board **shall be held at least** monthly commencing in November and continuing through September.

7.08 Special Meetings. Special meetings of the Board may be called by the President

or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.

7.9 Statement of Purpose. 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 for that meeting.

7.10 Waiver of Notice. The attendance of a Director at a board meeting shall constitute a waiver of notice of the 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. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

7.11 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

7.12 Quorum. **Five** voting Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

7.13 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

7.14 Action on Budget. The Board shall adopt a budget after receipt of the budget pursuant to Article 6.01, on or before the end of the third month of each fiscal year. The Board shall communicate the budget so adopted to the general membership of the Club at a regular Club meeting within ten days thereafter.

ARTICLE VIII

Committees

8.01 Formation of Committee(s). The Board may create such committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each committee member shall be one year or until the election and qualification of his or her successor, whichever is later. The committee members shall then appoint a chairperson.

8.02 Work Plan. The Chairperson of each committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board. No committee shall have the power to: (a) amend the articles of incorporation; (b) adopt an agreement of merger or consolidation; (c) amend the bylaws of the corporation; (d) fill vacancies on the Board; (e) fix compensation of the directors for serving on the board or on a committee; (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property or assets; or (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution.

8.03 Consultation. The power to form a committee and appoint their members rests with the Corporation as set forth herein. In forming committees, the Board is advised to consult with the Executive Officers of the Livingston Sunrise Rotary Club whenever advisable or appropriate.

8.04 Committee membership. Members of any committees may, but need not be Directors of the Corporation. However, only Members of the Corporation are eligible to be members of a committee.

8.05 Expenditures. Any committee formed as set forth herein may only expend such funds as specifically authorized by the Board. Any such authorization shall be in writing or in the minutes of a special or regular Board meeting.

ARTICLE IX

Indemnification and Insurance

9.01 Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is 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 for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and

in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

9.02 Derivative Actions. Subject to all of the provisions of this Article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is 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 or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

9.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 9.01 or 9.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

9.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 9.03 of this article, the corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

9.05 Determination That Indemnification Is Proper. Any indemnification under sections 9.01 or 9.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the

applicable standard of conduct set forth in sections 9.01 or 9.02, whichever is applicable. Such determination shall be made 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 such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

(d) By the Members.

9.06 Proportionate Indemnity. If a person is entitled to indemnification under Sections 9.01 or 9.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 9.01 or 9.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

9.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

9.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

9.10 Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

9.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, Officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any

such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

9.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE X

Fiscal Year

Commencing with the fiscal year beginning January 1, 2013, the fiscal year of the corporation shall end on **September 30**. Thereafter, the fiscal year of the corporation shall commence on October 1 and end on September 30.

ARTICLE XI

Amendments

These By-laws may be amended, repealed, altered in whole or in part by a majority vote at any regular or special meeting of the Board of Trustees of the Corporation.

These By-laws for the Livingston Sunrise Rotary Corporation are amended on this 5th day February, 2016 in accordance with these Bylaws and the authority vested in me by the Board of Directors.

/Luanne Bibbee/

By: Luanne Bibbee

Its: President