BYLAWS OF THE ASSOCIATION OF CHINESE AMERICANS, INC.

Revised as of October 21, 2015

ARTICLE ONE
INTRODUCTION

Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by the Association of Chinese Americans, Inc. (hereinafter "ACA" or "the Corporation") for the regulation and management of its affairs.

Purposes

1.02. This Corporation will have the purposes as stated in its Articles of Incorporation:

"This Corporation is organized exclusively for those purposes, and generally accepted legal definition of "charitable" as described in section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under the same section or corresponding section of any future tax code.

Specifically, these purposes include:

(1) Helping to serve the Chinese American, Asian American, and general communities in the region to meet their cultural, educational, health, civic, recreational and philanthropic needs, improve their well being, and combat community deterioration and juvenile delinquency.

(2) Helping to foster constructive citizenship and promote American ideals and civic participation in the Chinese American community.

(3) Helping to promote unity and strength of the United States of America by cultivating understanding and appreciation of both American and Chinese cultural heritages.

(4) Supporting activities that help defend human and civil rights secured by law, eliminate prejudice and stereotypes of all kinds, and help promote racial equality, social justice and equal opportunities.

(5) Serving as the Detroit Chapter of the Organization of Chinese Americans (OCA), a national organization with its principal place of business in Washington, D.C. and support activities consistent with the purposes of ACA."

Powers

1.03. This Corporation has such powers as may be stated in its Articles of Incorporation, or are now, or may be granted hereafter by law.

To accomplish the Corporate objectives created in pursuant to the purposes stated above, ACA has the power to:

(1) Lease, rent, let, acquire, own and manage land and/or buildings for educational classes, seminars, informational sessions, exhibitions, fairs, festivals, carnivals, athletic events, social meetings and recreations.

(2) Receive and properly administer gifts and grants of money and property of every kind.

ARTICLE TWO
OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this Corporation in Michigan will be located at 32585 Concord Drive, Madison Heights, Michigan 48071. In addition, the Corporation may maintain other offices or service centers either within or without the State of Michigan as its business requires.

Location of Registered Office

2.02. The location of the registered office of this Corporation is its principal place of business. Such office will be continuously maintained in the State of Michigan for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE
MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those natural persons having membership rights in accordance with the provisions of these Bylaws.

Classes of Members

3.02. This Corporation will have one or more classes of Members as determined by resolution of the Board of Directors from time to time. The Secretary shall cause to be maintained a complete and accurate list of Members, by class. Certificates of membership evidencing membership in each such class may be issued by the Corporation at the option of the Board of Directors.

Qualifications of Members

3.03. Any natural person supporting the primary purposes of ACA may become a member without regard to race, color, gender, citizenship, national origin, age or sexual orientation.

Members' Dues

3.04. The dues payable to the Corporation by Members of each class will be in such amounts and for such periods as may be determined from time to time by resolution of the Board of Directors. Dues of new Members will be prorated from the first day of the calendar quarter in which such Member is entering.

Assessments

3.05. The amount of dues fixed by the Board of Directors shall become, on and after notice, a debt to the Corporation. The failure to pay dues shall render the Member liable to expulsion after a period of ninety (90) days following the last day on which dues are to be paid. Memberships will not be subject to assessments beyond annual dues.

Place of Members' Meetings

3.06. Meetings of Members will be held any place within the State of Michigan as determined by the Board of Directors.

Annual Members' Meetings

3.07. (1) The annual meeting of the Members will be held at a date and time established by resolution of the Board of Directors during the months of November or December of any year, or the January of the following year.

(2) The following shall be brought before each the annual meeting:

(a) A review of operations since the last Annual Meeting

(b) A financial report

(c) Election of Directors whose terms are expiring

(d) Other business

Special Members' Meetings

3.08. Special Meetings of the Members may be called by any of the following:

(1) A resolution of the Board of Directors;

(2) A written request signed by Members having at least 10 percent of the votes that all Members are entitled to cast at Member meetings. In this connection, such written request shall specify the matter or matters that are to be considered at the meeting and any resolutions on which the Members will be asked to vote. Such request shall be submitted to the Secretary who shall determine whether the request meets the standards set forth in this Section and report his or her finding to the Board of Directors and requesting Members. If the Secretary determines the request is valid, he or she shall consult with representatives of the requesting Members and with the Board of Directors to determine a mutually agreeable time and place for such meeting. If no such agreement can be reached, the Secretary shall set a reasonable time for such meeting at the registered offices of the Corporation. The Secretary shall thereafter cause a Notice of Member Meeting to be sent to Members pursuant to Section 3.09 below.

Notice of Members' Meetings

3.09. Written or electronic notice, stating the place, day, and hour of the meeting and in the case of a Special Members' Meeting the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) nor more than sixty (60) calendar days

before the date of the Members' Meeting, either personally, by first class mail, or by email to each Member entitled to vote at such meeting. If mailed, the notice 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 Corporation, with postage prepaid. The Secretary shall determine the method or methods of Notice delivery with the objective of seeing that each Member receives actual notice.

Voting Rights of Members

3.10. Each Member over eighteen (18) years of age at the time of the relevant meeting who is a Member in a dues paying class of membership will be entitled to one vote on each matter submitted to a vote of Members. Members of any non-dues paying class of membership will be entitled to no voting rights.

Members' Proxy Voting

3.11. A Member may vote either in person or by a hard copy proxy executed in writing by the Member in a form approved by the Secretary. Proxies must be submitted to the Secretary at least three (3) business days prior to a Member Meeting. No proxy will be recognized as valid after eleven months from the date of its execution. Issues with respect to proxy validity shall be resolved by the Secretary.

Quorum of Members

3.12. The percentage Members entitled to vote represented in person or by proxy that constitutes a quorum at a meeting of Members will be ten percent (10%). The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation, or any provision of these Bylaws.

Transferability of Membership

3.13. Membership in this Corporation is non-transferable and non-assignable.

Termination of Membership

3.14. Membership in this Corporation will terminate on any of the following events, and for no other reason:

(1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his or her duly authorized attorney-in-fact.

(2) The death of a Member.

(3) The failure of a Member to pay dues.

(4) For actions inconsistent with membership or the primary purposes of the Corporation, and only after due notice and a hearing on the issues by the Board of Directors.

ARTICLE FOUR
DIRECTORS

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Structure of Board

4.02. The Board of Directors of this Corporation will be comprised of three classes: A Term Directors, B Term Directors and C Term Directors. The purpose of the three classes relate solely to the staggered elections referred to in Section 4.05 below and in all other respects shall have identical rights and responsibilities.

Qualifications of Directors

4.03. Any member of ACA in a dues-paying category may become a director.

Number of Directors

4.04. The number of Directors of this Corporation will not be less than eight (8) nor more than eighteen (18) at any time. The exact number of Directors on the board in any calendar year will be determined by the vote two-thirds of all the incumbent directors.

Terms of Directors

4.05. The following shall be applicable to Director terms:

(1) Directors will be elected for a term of three years by Director Term Class. Directors designated as Term Class A Directors shall include those elected for a three-year term beginning in the year 2009, Directors designated as Term Class B Directors shall include those elected for a three-year term beginning 2010, and Directors designated as Term Class C Directors shall include those elected for a three-year term beginning 2011. No Director may hold office for more than two consecutive three-year terms.

(2) A Director may be removed from office when (1) such action will serve the best interests of this Corporation; or (2) the Director has missed more than three (3) Board meetings without presenting excuses deemed acceptable by the President. Removal of a Director shall be done by a vote of two-thirds of all existing directors excluding the Director whose removal is under consideration.

Vacancies on the Board

4.06. Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors will be filled upon nomination of the President by appointment by a majority vote of the remaining Board of Directors. Such appointment shall be valid only for the remaining portion of the Director Term Class corresponding to the term of the Director whose vacancy is being filled. A reduction in the number of directors for any calendar year shall require a vote pursuant to Section 4.04 above,

Place of Director Meetings

4.07. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation unless the Board of Directors designates by resolution duly adopted another location.

Regular Director Meetings

4.08. Regular meetings of the Board of Directors will be held at such times as may be designated by the Board of Directors from time to time. No fewer than six (6) monthly board meetings shall be held in any calendar year. If a schedule of meetings is adopted by the Board of Directors, no further notice shall be required. If a schedule is not so adopted, the Secretary shall cause notice of regular meetings to be given as set forth in Section 4.09 below relating to Special Director Meetings.

Notice of Special Director Meetings

4.09. Written, printed or electronic notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than ten (10) calendar days before the date of the meeting at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. If electronic notice is given it shall be emailed to the email address on record with the Secretary. Such notice need not state the business to be transacted at, or the purpose of, such meeting.

Call of Special Board Meetings

4.10. A special meeting of the Board of Directors may be called by either:

(1) The President

(2) The Secretary

(3) Any three (3) Directors

Waiver of Notice

4.11. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.12. A majority of the whole Board of Directors will constitute a quorum. 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 a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws. A Director may attend a meeting by telephone or other electronic means so long as he can hear everything that transpires during the course of the meeting and can be heard by all others attending the meeting.

ARTICLE FIVE

OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

(1) President

(2) Executive Vice President

(3) Treasurer

(4) Secretary

Selection of Officers

5.02. Each of the Officers will be elected by the Board of Directors and appointed for a term equal to their term on the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the first regular meeting of the Board of Directors after the Annual Member Meeting.

Multiple Officeholders

5.03. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.

President

5.04. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incidental to such office, and such other duties as may be provided in these Bylaws, or as may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of Corporation, Board and Executive Committee, appoint all committee chairpersons and members (subject to consultation with the Board), and nominate persons to fill any vacancies on the Board. The President shall be the Chairperson of the Board of Directors and shall be an ex officio member of all committees. The President shall represent the chapter at all National OCA Board meetings, provided, however, that the President shall have the right to appoint any other director or member to act in his stead in this regard for any period he may designate, unless such appointment is objected to by a majority of members of the Board of Directors or by OCA. The President shall sign all corporate documents and agreements on behalf of Corporation, unless the President or the Board instructs that the signing be done with or by some other Officer, agent, or employee.

Executive Vice President

5.05. The Executive Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Executive Vice President shall be a member of the Board and will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

5.06. The Secretary shall (1) keep minutes of all meetings of Members and of the Board of Directors; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; and, generally, (4) perform all duties incidental to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors. The Secretary shall be a member of the Board.

Treasurer

5.07. The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit or cause to be deposited the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accountings to the Directors (and Members) as required by the Board of Directors or Members or by law; and (5) perform in general all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

Removal of Officers

5.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers, whenever in their judgment the best interests of this Corporation will therefore be served.

Administrative Staff

5.09. In addition to electing Officers, the Board may directly or through delegation to the Personnel Committee, retain an Executive Director. The Personnel Committee may either directly, or through any Executive Director, retain full- and/or part-time Administrative Staff members as may be deemed advisable by the Personnel Committee. Employees will have such duties and be retained on such terms and conditions as may be determined by the Personnel Committee in consultation as necessary with the Board.

ARTICLE SIX
INFORMAL ACTION

Waiver of Notice

6.01. Subject to Section 10.02 below, whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing or by electronic means signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

Action by Consent

6.02. Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing or by electronic means, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

ARTICLE SEVEN
COMMITTEES

Definition of Committees

7.01. This Corporation may appoint: (1) Directorial Committees, which unless otherwise specified in these Bylaws shall consist of two or more Directors; and (2) Organizational Committees which may consist of Directors, Members, or any combination thereof. All Committees shall have and exercise the authority as presented by the Board of Directors. Committee Chairpersons and members shall be appointed by the President after consultation with the Board, except where specific members are designated by these Bylaws.

Appointment of Committees

7.02. The Board of Directors, by resolution duly adopted, may designate and appoint from time to time Directorial Committees, and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation for such periods as may be determined by the Board. The creation of such Directorial Committees, however, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law. Committee Chairpersons and members shall be appointed by the President after consultation with the Board, except where specific members are designated by these Bylaws.

Required Standing Directorial Committees

7.03. The following Standing Directorial Committees shall operate as part of the corporate management, and with the following specific and prescribed authority of the Board to exercise in the management of this Corporation:

(1) The Executive Committee shall consist of the President (Chairperson), the Executive Vice President and the Treasurer. It shall act for the Board of Directors in the day-to-day management of this Corporation in the absence of action by the Board, where legally permissible.

(2) The Finance and Budget Committee shall consist of the Treasurer (Chairperson) and two other members of the Board. The duties of this Committee shall be to prepare and present to the Board of Directors a budget for the ensuing fiscal year, to monitor the financial condition of Corporation, and to recommend investments to the Board for approval. The timing of all reports and recommendations shall be in accordance with resolutions adopted by the Board of Directors and shall take into consideration the timing of the Annual Member Meeting.

(3) The Personnel Committee shall consist of the President, Executive Vice President and Treasurer. It shall be to ensure proper supervision of the Administrative Staff of the Corporation and the maintenance of good relations between Administrative Staff and the Board of Directors. The Committee shall supervise processes used by any Executive Director in interviewing candidates for hire to Administrative Staff positions and shall conduct interviews as necessary for Executive Directors and such other high level administrative staff positions as it determines. The Committee shall manage compensation issues related to the Administrative Staff.

(4) The Audit Committee shall be responsible for all audits required by authorities for any grants or funds allocated to the Corporation. In addition, an annual audit of the books and records of the Corporation shall be prepared by an independent auditor nominated by the Audit Committee and approved by the Board. The results of such audit shall be reviewed by the Audit Committee and submitted to the Board of Directors, with recommendations, in accordance with timing approved by the Board. The Committee shall have a Certified Public Accountant available to it for consultation on matters within the scope of the Committee's responsibility as needed.

(5) The Legal Committee shall consist of at least one attorney, either as a member of the Board, or as a retained outside counsel. The Legal Committee shall render, or arrange to have rendered, such legal advice or services as may be required by the Corporation or requested by the Board.

Organizational Committees

7.04. The Board of Directors may create certain Organizational Committees designed to transact specified business of the Corporation, or to advise the Board of Directors. Such Committees shall have the duties determined by the Board or these Bylaws. Committee Chairpersons and members shall be appointed by the President after consultation with the Board.

Standing Organizational Committees

7.05. The Corporation shall have the following Standing Organizational Committees

(1) Membership Committee. The duties of this Committee shall be to solicit members and maintain membership records

(2) Nominating Committee. The Committee shall consist of a minimum of three (3) individuals and shall be responsible for submitting names to the membership at the Annual Member Meeting for the election of Directors. Committee members shall include the current President and at least one corporate Member. In addition, the immediate past President shall be invited to be a member.

(3) Scholarship Committee. This Committee shall solicit, select and review candidates for all recipients of scholarships.

ARTICLE EIGHT
OPERATIONS

Fiscal Year

8.01. The fiscal year of this Corporation shall be October 1 through September 30 of the following year.

Execution of Documents

8.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the President and countersigned by the Treasurer, unless other delegations of authority are passed by resolution of the Board. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be reviewed by the Legal

Committee and thereafter signed by the President, and shall have attached copies of the resolutions of the Board of Directors, if required by these Bylaws.

Books and Records

8.03. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Members and Board of Directors. The Corporation will keep at its registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation. The Secretary shall also keep a list of Directors and contact information, including email addresses.

Inspection of Books and Records

8.04. All books and records of this Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations--Compensation

8.05. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Directors, or Officers. The Corporation may, however, pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Loans to Management and Board

8.06. This Corporation shall make no loans to management, or any of its Directors or Officers.

Corporate Assets

8.07. (1) No Member or Incorporator may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.

(2) Expelled Members shall have no property rights to assets of the Corporation.

(3) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(4) The Directors may authorize secured transactions or other dispositions of corporate assets without approval by the Members.

ARTICLE NINE
INDEMNIFICATION

Liability of Directors

9.01. Except as otherwise provided by law, a Director of Corporation is not personally liable to the Corporation or its members for a breach of the Director's fiduciary duty.

Assumption of Liability by Corporation

9.02. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a Director occurring on or after October 1, 1994, incurred in the good faith performance of his or her duties as a Director.

Scope of Indemnification

9.03. Subject to all of the other provisions of this article, 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 rights of Corporation). Such indemnification shall apply only to a person who was or is a Director or Officer of Corporation, or who was or is serving at the request of Corporation as a Director, officer, partner, trustee, employee, volunteer, 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 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 (1) 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 Corporation or its members, or (2) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Entitlement

9.04. Subject to all of the provisions of this article, 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 Corporation to procure a judgment in its favor because (1) the person was or is a Director or Officer of Corporation, or (2) the person was or is serving at the request of Corporation as a director, officer, partner, trustee, employee, volunteer, 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 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 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.

Successful Defense

9.05. 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 9.03. or 9.04. 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.

Limitation of Corporate Obligation

9.06. 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, volunteer, or agent of Corporation, as well as in such person's capacity as a Director or Officer. Except as provided in section 9.05. of this article, 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.

Determination by Corporation

9.07. Any indemnification under sections 9.03. or 9.04. 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 9.03 or 9.04. whichever is applicable. Such determination shall be made in any of the following ways.

(1) By a majority vote of a quorum of the Board, consisting of Directors who were not parties to such action, suit, or proceeding.

(2) If the quorum described in section 9.07.(1) 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.

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

(4) By the Members.

Advance of Expenses

9.08. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 9.03. or 9.04. of this article may be paid by 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 Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

No Exclusivity

9.09. 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 of 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.

Authority to Indemnify Other Persons

9.10. 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, volunteer, or agent of 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 Corporation.

Former Directors and Officers

9.11. 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.

Insurance

9.12. Corporation may purchase and maintain insurance on behalf of any person who was or is a Director, Officer, employee, volunteer, or agent of Corporation, or was or is serving at the request of Corporation as a Director, Officer, employee, volunteer, 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 would have power to indemnify against such liability under this article or the laws of the State of Michigan.

Changes

9.13. If there are any changes in the Michigan statutory provisions applicable to 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 Corporation to provide broader indemnification rights than such provisions permitted Corporation to provide before any such change.

ARTICLE TEN
AMENDMENTS

Amendment of Articles of Incorporation

10.01. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is as set forth in the Articles and Michigan law.

Modification of Bylaws

10.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors and the Members by ordinary resolution of each. Notwithstanding the provisions of Section 6 of these Bylaws, Members shall be given not less than ten (10) calendar days' actual prior notice of any proposed Bylaw change.