

**BYLAWS OF  
THE ARBOR CIRCLE CORPORATION**  
A Michigan Nonprofit Corporation

**ARTICLE 1  
NAME AND OFFICES**

- 1.1 **Name.** The name of the corporation is the Arbor Circle Corporation. For the purposes of these bylaws, the Arbor Circle Corporation may be referred to as the “Arbor Circle Corporation” or the “Corporation.”
- 1.2 **Principal Office.** The principal office of the Corporation shall be located in the City of Grand Rapids, Michigan at such place as shall be determined by the Corporation’s Board of Directors (the “Board of Directors” or the “Board”). The Corporation may have such other offices and facilities within or outside the State of Michigan as the Board designates or as the business of the Corporation may require from time to time.
- 1.3 **Registered Office.** The registered office of the Corporation shall be maintained in the State of Michigan and may, but need not be, identical with the principal office in the State of Michigan. The address of the registered office may be changed from time to time by the Board.

**ARTICLE 2  
PURPOSES AND RESTRICTIONS**

- 2.1 **Purposes.** The Corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or comparable subsequent legislation. The purpose for which the Corporation is formed is stated in its mission statement, which is determined by the Board.
- 2.2 **Restrictions**
- (a) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any other corporate assets on dissolution of the Corporation.
  - (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  - (c) Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, as amended, and its regulations as they may now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE 3 DIRECTORS**

- 3.1 **Powers.** Except as may otherwise be provided in the articles of incorporation or these bylaws, the business and affairs of the Corporation shall be under the direction of its Board of Directors. The powers of the Board shall specifically include the power:
- (a) To elect from its membership the chairperson, vice chairperson, secretary, and treasurer of the Corporation and, from time to time, to create such other offices, and to elect persons thereto, as the interests of the Corporation may require.
  - (b) To appoint standing and special committees as it may deem expedient to carry out the objectives of the Corporation.
  - (c) To receive gifts, bequests, and devises of money and real and personal property for the benefit of the Corporation and to sell, exchange, lease, and mortgage property, and invest and reinvest the proceeds thereof.
  - (d) To control the financial affairs of the Corporation and the disbursement of its funds.
  - (e) To borrow money to support the purposes of the Corporation, to issue promissory notes or other evidence of indebtedness of the Corporation in connection therewith and to mortgage or pledge the property of the Corporation as security for repayment thereof.
  - (f) To designate the officers, directors, or members of the administrative staff who shall have authority to sign or countersign checks on the financial accounts of the Corporation.
- 3.2 **Number; Classes; Appointment.** The Board shall consist of not less than eleven (11) and no more than fifteen (15) directors (each a "Director"). The number shall be determined by resolution adopted by the Board. The president/CEO of the Corporation shall serve as an ex officio member of the Board without vote. At each annual meeting held in November, the Board will elect Directors to new terms to maintain a total of 11 to 15 Directors. Each Director shall serve until their successor is elected and qualified or until their resignation or removal. No Director shall be eligible to serve more than three (3) consecutive full three (3) year terms.
- 3.3 **Vacancies.** Vacancies on the Board occurring for any reason shall be filled per Section 3.10 (a) (vi). A person chosen to fill a Director vacancy shall hold office for the remainder of the term for which the vacancy resulted and until their successors are elected and qualified, or until their resignation or removal.
- 3.4 **Annual, Regular and Special Meetings.** An annual meeting of the Board of Directors shall be held during the month of November of each year at such time as is determined by the Board, or at such other date and time as shall be designated from time to time by the Board. Regular meetings of the Board shall be held at such other time or times as determined by the Board. Special meetings of the Board may be called by the chairperson, or by request to the chairperson from any three (3) Directors.
- 3.5 **Place of Meetings.** All meetings of the Board at such place as shall be determined by the Board and may be held either within or without the State of Michigan.

3.6 **Notice of Meetings.**

- (a) Notice of regular and annual meetings shall be given by the secretary or such other person or persons as the Board shall designate. The notice shall specify the time and place of all regular meetings, but need not specify the purposes of meetings; provided, that if action is to be taken on any of the items noted in Section 3.10 below, then the purpose or purposes of the meeting shall be so indicated. Notice shall be served upon each Director prior to the date and time of the meeting. Notice may be given via United States Postal Service, in person, via phone, via email or other electronic method acceptable to the Board.
- (b) A special meeting of the Board may be called by the chairperson of the Board, or shall be called by the chairperson upon receipt of a written request signed by not less than three (3) Directors of the Board. Notice of each special meeting shall be given to each Director via United States Postal Service, in person, via phone, via email or other electronic method acceptable to the Board at least the day prior to the meeting.

3.7 **Audio/Visual Conferencing.** A Director may participate in a meeting of the Board by audio/visual conferencing or similar communications equipment by which all persons participating in the meeting may hear each other, all the participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.8 **Email/Electronic Voting.** For all Board and committee work, email/electronic voting is an acceptable and approved alternative to face-to-face or paper balloting. The motion will be put in the body of the email/electronic communication. If the email vote is not unanimous, the matter will be taken up at the next Board or committee meeting. Any unanimous vote will be entered into the minutes of the next meeting of the committee or Board. Votes via email will not be conducted for the following issues:

- (a) The dismissal of the president/chief executive officer;
- (b) The acquisition of property;
- (c) The dissolution of the organization.

3.9 **Waiver of Notice.** Presence at any meeting of the Board shall constitute waiver of notice of the meeting, unless a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened. Notice also may be waived in writing, either before or after the meeting by filing a written waiver with the secretary or chairperson of the Corporation. Any waiver of notice need not specify the purpose or place of the meeting.

3.10 **Quorum and Voting.** Except as otherwise provided by these bylaws, at all meetings of the Board, a majority of the Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by express requirement of Michigan law, the articles of incorporation, or these bylaws; provided that:

- (a) The following actions cannot be taken without an affirmative vote of at least two-thirds of the Directors then in office:

- (i.) Amendment of the Articles of Incorporation or Bylaws of the Corporation;
  - (ii.) Appointment or removal of the president who shall be the chief executive officer of the Corporation;
  - (iii.) Sale, lease, exchange, or other disposition of all, or substantially all, of the property and assets of the Corporation, and merger or consolidation of the Corporation with another entity;
  - (iv.) Adoption of an agreement of merger or consolidation;
  - (v.) Removal of a Director from the Board;
  - (vi.) Dissolution of the Corporation.
- 3.11 **Adjournment.** If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time and to another place with notice according to section 3.6 until a quorum shall be present.
- 3.12 **Resignation and Removal.** A Director may resign by written notice to the chairperson or chief executive officer. The resignation is effective upon its receipt or other agreed upon date. A Director may be removed with or without cause by an affirmative vote of two-thirds of the Directors then in office at any regular or special meeting.
- 3.13 **Compensation.** No Director shall receive any compensation for their services to the Corporation as a Director, other than reimbursement for reasonable out-of-pocket expenses incurred in performing such services.

#### **ARTICLE 4 COMMITTEES**

- 4.1 **Executive Committee.** The Board of Directors shall establish an executive committee, consisting of the chairperson, vice-chairperson, secretary, treasurer and the president/CEO of the Corporation. The executive committee shall meet on the call of the president/CEO and, except as otherwise provided in the resolution establishing the executive committee, shall exercise the power and authority of the Board of Directors when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned to it from time to time by the Board of Directors, subject to the provisions of Section 4.3 below. The executive committee shall report to the Board of Directors on its actions at the next Board meeting and such actions shall be subject to revision and alteration by the Board at such meeting; provided however, that the rights of third parties shall not be affected by any such revision or alteration. This committee is charged with the following responsibilities:
- (a) Addresses risk management issues, including client care, quality service provision, facilities issues and business risks;
  - (b) Recommends policy direction, key agency initiatives and strategic planning;
  - (c) Ensures that marketing and communications activities and products reflect the mission, vision and values of the organization;
  - (d) Facilitates the coordination of information from all other board committees;
  - (e) Reports to the Board on recommendations for action to be taken.

- 4.2 **Audit Committee.** The audit committee is a standing committee of the Board. Its chair must be a member of the Board of Directors. Other members may include other Directors as well as volunteers recruited by the chair. The audit committee is charged with the responsibility to engage an auditor and to ensure an objective evaluation of the financial management of the organization is obtained. It is responsible for the following:
- (a) Hiring the auditor;
  - (b) Approving the approach to the audit;
  - (c) Reviewing the audit results;
  - (d) Reporting the results directly to the full board;
  - (e) Holding the Board accountable to responding to any recommendations that result from the annual audit.
- 4.3 **Additional Board Committees.** The Board of Directors may from time to time by Board action establish one or more additional committees, including a finance committee with at least one active Director as it deems appropriate. The Board action establishing such a committee shall designate: (i) the authority of the Board which is delegated to the committee by the Board when the Board is not in session, and any limitations thereon; (ii) the functions the committee shall discharge; (iii) the Directors and other persons who are to serve on the committee and (iv) the chairperson of the committee.
- 4.4 **Prohibited Actions by Committee.** No Board committee, including without limitation, the executive committee, shall have the power or authority to take any action which a committee is prohibited by law from taking or which requires a two-thirds vote of the Directors as described in Article 3, Sections 3.10 and 3.12 of these bylaws.
- 4.5 **Services on Committee.** Each committee and each member thereof (other than the president/CEO as an ex officio member of all committees) shall serve at the pleasure of the Board of Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified Directors. In the absence or disqualification of any member of such committee, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of such absent or disqualified member. Any replacement for a committee member shall meet the qualifications in these bylaws, if any, of the person being replaced. The quorum for the transaction of business by any committee shall be a majority of its voting members, but not less than two. The resolution or action of the majority of the voting members of any committee shall be the valid action or resolution of the committee. Each committee shall keep regular minutes of its meetings and report to the Board of Directors when requested. Each committee shall keep a record and minutes of meetings and retain them in a location for that purpose.

## **ARTICLE 5 OFFICERS**

- 5.1 **Officers.** The officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Directors. Except for the requirements of Article 3, Section 3.10(a) hereof relating to the appointment of the president/CEO, the officers shall be elected by a majority vote of the Directors present and voting, and shall consist of a chairperson, vice chairperson, secretary, treasurer and president/CEO.

- (a) The chairperson and vice chairperson shall each serve a one-year term or until their successor is elected and qualified.
  - (b) The secretary and treasurer shall each serve a one-year term or until their successor is elected and qualified.
  - (c) The president/CEO shall be an ex officio member of the Board of Directors.
  - (d) There shall be no limit on the number of successive terms for officers.
- 5.2 **Other Officers.** The Board of Directors may, from time to time, appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 5.3 **Officers Serve at Pleasure of Board.** The officers of the Board and the president/CEO shall hold office at the pleasure of the Board of Directors. Board officers may be removed from office, at any time, with or without cause, by a two-thirds vote of the Board of Directors. Any vacancy occurring in an office of the Board by death, resignation, removal or otherwise shall be filled by the Board of Directors per Section 3.10 (a) (vi). Any action to appoint or remove the president/CEO shall be taken by a two-thirds vote of the Board of Directors.
- 5.4 **Duties of the Chairperson.** The duties of the chairperson shall be:
- (a) To provide leadership in the governance of the Corporation;
  - (b) To ensure that the Board of Directors establishes its objectives and develops plans to achieve them;
  - (c) To provide for a review of the effectiveness of the Board and of the individual directors;
  - (d) To ensure that consideration is given to ethical and conflict-of-interest aspects of matters coming before the Board of Directors for action; and
  - (e) In general, to perform all duties and have all powers incident to the office of chairperson as from time to time is determined by the Board of Directors.
- 5.5 **Duties of the Vice Chairperson.** The duties of the vice chairperson shall be:
- (a) To provide leadership in the governance of the Corporation in the absence of the chairperson; and
  - (b) In general, to have such power and perform such duties as may be assigned by the Board of Directors.
- 5.6 **Duties of the Secretary.** The duties of the secretary shall be:
- (a) To keep or cause to be kept the minutes of meetings of the Board of Directors in written or other usable format and retained in a physical or electronic location for that purpose;
  - (b) To see that all notices are given in accordance with the provisions of these bylaws or as required by law;

- (c) To be custodian of the records of the Corporation;
  - (d) In general, to perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board of Directors.
- 5.7 **Duties of the Treasurer.** The treasurer shall act under the direction of and be accountable to the Board of Directors. The treasurer shall oversee the disbursement of the funds of the Corporation, and shall cause to be rendered to the president/CEO and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions by the Corporation and of the financial condition of the Corporation. The treasurer shall have such other duties and responsibilities as are from time to time assigned by the president/CEO or the Board of Directors.
- 5.8 **Customary Powers.** To the extent the powers and duties of the several officers are not provided from time to time by resolution, these bylaws, or the directive of the Board of Directors, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.
- 5.9 **Acting Officers.** The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office they are appointed, unless otherwise provided by resolution of the Board of Directors, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 5.10 **Duties of the President/CEO.** The powers and duties of the president/CEO shall include, without limitation:
- (a) To plan, direct, control, and evaluate all activities of the Corporation;
  - (b) To recommend policies and procedures for the Corporation;
  - (c) To achieve the objectives of the Corporation within policies established and approved by the Board;
  - (d) To make such operational, financial, and other reports to the Board as are requested by the Board;
  - (e) To be responsible to the Board of the Corporation;
  - (f) To execute on behalf of the Corporation, all instruments, except to the extent the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation; and
  - (g) To perform such other duties as the Board may from time to time prescribe.

## ARTICLE 6 INDEMNIFICATION

- 6.1 **Indemnification.** The Corporation shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was at any time a Director, officer, employee, or agent of the Corporation, at any time, or a member, shareholder, trustee, director or officer of a subsidiary, or such person served on any formally constituted advisory body or voluntary committee of the Corporation (including any subsidiary thereof), the Board of Directors, or any subsidiary's board, or any such person served at the request of the Corporation as a director, shareholder, member, officer, trustee, employee, or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred or to be incurred by the person in connection with such action, suit or proceedings if such 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, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, did have reasonable cause to believe that the conduct was unlawful.
- 6.2 **Liability Insurance.** Notwithstanding the foregoing, the indemnification provided to any person described in Section 6.1 above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the Corporation, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under Michigan law, the Corporation may purchase and maintain insurance on behalf of any person described above against any liability asserted against them or incurred by them in any capacity or arising out of their status as such, whether or not the Corporation would otherwise have the power to indemnify under the circumstances. Nothing contained in this article shall limit any rights to indemnification to which persons other than Directors and officers may be entitled by contract or otherwise by law.
- 6.3 **Protection from Liability.** Directors shall be protected from liability to the fullest extent permitted under the articles of incorporation of the Corporation and applicable law. The Corporation shall advance funds to pay expenses incurred or to be incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation under applicable law. The ultimate determination of the person's entitlement to indemnification shall be made in accordance with the applicable standard of conduct under applicable law and set forth in Sections 6.1 and 6.2 above.



**ARTICLE 7  
EXECUTION OF CONTRACTS AND FINANCIAL PROVISIONS**

- 7.1 **Accounts.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time designate.

**ARTICLE 8  
DISSOLUTION**

- 8.1 **Dissolution.** Upon dissolution of the Corporation, or the winding up of its affairs, and after satisfaction of all obligations of the Corporation as required by law, the remaining assets of the Corporation shall be distributed by the Board of Directors exclusively to charitable, scientific, or educational organizations which would then qualify under the provisions of Sections 170(c)(2) and 501(c)(3) of the code and their respective regulations as they now exist or as they may hereafter be amended. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 9  
GENERAL PROVISIONS**

- 9.1 **Signatures.** All checks, drafts or demands for money and notes of the Corporation shall be signed by the president/CEO or vice president/COO of the Corporation unless the Board of Directors has specifically designated another officer or person to sign.
- 9.2 **Fiscal Year.** The fiscal year of the Corporation shall end on the 30th day of September of each year or such other date as shall be fixed from time to time by resolution of the Board of Directors.
- 9.3 **Records.** The Corporation shall keep within or without the State of Michigan records of account and minutes of the proceedings of its Board of Directors. The Corporation shall keep records containing the names and addresses of all Directors. Any of such records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 9.4 **Internal Affairs.** These bylaws shall govern the internal affairs of the Corporation to the extent they are consistent with law and the articles of incorporation. Nothing contained in these bylaws shall, however, prevent the imposition by contract of greater voting, notice or other requirements than those set forth in these bylaws.
- 9.5 **Confidentiality.** All Directors, Board committee members and ex officio members, as defined in Article 3, shall be required to sign and abide by the Corporation's standard pledge of confidentiality which ensures that information about the Corporation and decisions made by the Board and its management team that is not otherwise public information or is obtained from a third party outside of Arbor Circle, will be kept confidential and shared only with other Directors and employees as defined by the Corporation.

- 9.6 **Conflict of Interest.** All Directors, Board committee members and ex officio members, as defined in Article 3, shall be required to sign and abide by the Corporation's standard conflict of interest statement, which ensures that decisions made about the Corporation are done so on behalf of the Corporation and not for personal gain or other gain.
- 9.7 **Amendments.** These bylaws may be altered or amended at any duly called meeting of the Board of Directors, at which a quorum is present, by a two-thirds majority vote of all Directors of the Board then in office, provided that written notice describing the substance of the proposed amendment has been sent to each Director in advance of the date of meeting, unless such notice is waived by all the Directors.

## ARTICLE 10 APPROVAL

**Purposes.** These bylaws were approved by the Arbor Circle Corporation Board of Directors on the 9<sup>th</sup> day of November, 2023 at a meeting called upon due notice.

A handwritten signature in cursive script that reads "Kelley Root".

Kelley Root  
Arbor Circle Board Secretary