

RESTATED BYLAWS
OF
DETROIT ROTARY FOUNDATION

ARTICLE I

Board of Trustees

Section 1. Trusteeship. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be managed by its Board of Trustees.

Section 2. Number, Qualifications and Term of Office. The Board of Trustees of the Corporation will consist of not less than nine nor more than thirteen persons. All Trustees of the Corporation will be members of the Detroit Rotary Club. The Board of Trustees will include the three most recent past Presidents of the Detroit Rotary Club each of whose term as Trustee will be three years. At the time each current President of the Detroit Rotary Club completes the one year term of office and becomes the immediate past President of the Detroit Rotary Club, the immediate past President will replace the past President Trustee whose three-year term has then expired. The term of office of any remaining Trustee will be for three years from the date of his or her election or appointment by an affirmative vote of a majority of the Trustees then in office and will continue until his or her successor has been elected and qualified unless the Trustee is appointed to fill a vacancy in which event it will be for the remainder of the term to which the Trustee is succeeding. Any Trustee serving a term longer than three years as of the adoption of this Bylaw provision, will continue to serve until the expiration of that term.
(Adopted January 16, 2002)

Section 3. Resignation, Removal and Vacancies. Any Trustee may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the corporation or a subsequent time as set forth in the notice of resignation. A Trustee may be removed as a Trustee at any meeting of the Board, either with or without cause, by the affirmative vote of a majority of the Trustees then in office.

If a vacancy occurs among the members of the Board of Trustees as a result of death, resignation, removal or otherwise, the vacancy may be filled

by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees.

Section 4. General Powers as to Negotiable Paper. The Board of Trustees may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation, provided, however, that at least two Trustees must sign any such material.

Section 5. Powers as to Other Documents. All material contracts, conveyances, and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

Section 6. Compensation. Trustees will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE II

Meetings

Section 1. Annual Meeting. The annual meeting of the Trustees of the Corporation will be held during June of each year at such time and place to be fixed by the President, or at any other place and date as designated by the Trustees, for the purpose of electing officers and Trustees for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2. Meetings. Meetings of the Trustees may be called by the President and will be called by the President or Secretary at the direction of not less than two Trustees or as may otherwise be provided by law. Meetings will be held at the time and place directed by the President or Secretary and stated in the notice of meeting. Any request for a meeting by the Trustees must state the purpose or purposes of the proposed meeting.

Section 3. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Trustees will be given either personally or by mail, facsimile or other electronic means to each Trustee not less than two days before a meeting. Notice of a meeting must state the purpose or purposes of the meeting.

Attendance of a Trustee at a meeting constitutes a waiver of notice of the meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Quorum and Voting. A majority of all Trustees will constitute a quorum at any meeting. The vote of a majority of the Trustees present at a meeting at which a quorum is present will constitute the action of the Board of Trustees, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 5. Conduct at Meetings. Meetings of the Trustees will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 6. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of Trustees may be taken without a meeting, without prior notice and without a vote, if all of the Trustees consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Trustees.

Section 7. Telephonic Conferences. A Trustee may participate in a meeting of Trustees by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all 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.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Trustees will elect a President, a Secretary and a Treasurer of the Corporation at each annual meeting and may elect a Vice President, Assistant Secretary and Assistant Treasurer. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Trustees may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Trustees, with or without cause, by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the best interest of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. The President. The President will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Trustees are carried into effect. President will preside at meetings of the Trustees and in his or her absence, the Trustees present at the meeting will designate another presiding officer.

Section 4. Vice President. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Trustees or the President.

Section 5. The Secretary. The Secretary will attend all meetings of the Board of Trustees and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Trustees for which notice may be required and will perform any other duties prescribed by the Trustees.

Section 6. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Trustees. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 7. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Trustees.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Trustees may establish an Executive Committee consisting of two or more members of the Board. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Trustees, may exercise all powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation between meetings of the Board of Trustees, except that such Executive Committee will not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- (d) Approve the dissolution of the Corporation or a revocation of a dissolution;
- (e) Amend the Bylaws of the Corporation; or
- (f) Fill vacancies on the Board.

Section 2. Other Committees. The Board of Trustees may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Trustees.

Section 3. Procedure. Except as otherwise provided in these Bylaws, all committees, and each member thereof, will serve at the pleasure of the Board of Trustees. The Board of Trustees will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Meetings of any committee may be held in the same manner provided in these Bylaws for meetings of the Board of Trustees, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE V

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the Corporation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) 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, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Trustee or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Trustees or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VI

Conflicts of Interest

Section 1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Corporation or seeking a grant from the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to

the Board of Trustees and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of June.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Trustees of the Corporation then in office.

Approved June 6, 2001