

Early On Michigan Foundation

Bylaws

As revised through March 31, 2011

Article I Board of Directors

Section 1.1. Powers. The affairs and property of the corporation shall be managed by a Board of Directors (hereafter Board) consisting of 5 to 20 directors serving three-year overlapping terms. Except as limited in the articles of incorporation and these bylaws, the Board may exercise all powers of the corporation, including but not limited to those provided under Section 261(1) of 1982 Public Act 162, the Michigan Nonprofit Corporation Act, as amended (MCL 450.2261(1)).

Section 1.2. Appointment and Terms. The incorporators shall serve as an Interim Board, whose duty is to exercise the powers of the Board and to select persons (who may include themselves) to serve as directors. When the directors have taken office, the Interim Board shall cease to exist. Of the directors first selected, approximately one-third shall be designated as having three-year terms, one-third as having two-year terms, and one-third as having one-year terms. As these first terms end, the Board shall select the same person or a successor to serve a three-year term. Directors shall serve until the annual meeting held in the year in which their terms end and until their successors take office.

Section 1.3. Removal and Replacement. By majority vote, the Board may declare vacant the position of a director who has been absent without reasonable cause from three consecutive meetings, after giving the director at least 10 days written notice of its intent to do so. A director may be removed from office for any other cause or without cause by a two-thirds vote of the remaining directors then in office, provided the Board has given the director written notice of the intent to remove at least 10 days before the meeting at which removal is voted upon. If a position is vacated by death, resignation, removal, or inability to serve, a successor director shall be selected by a majority of the remaining directors, even if less than a quorum, and shall serve until the end of the term of the person replaced.

Section 1.4. Meetings. The Board shall hold an annual meeting, at a time and place it determines, at which directors shall be selected and a financial report for the preceding fiscal year shall be presented. It shall hold additional regular meetings at times and places it determines. Each director shall receive notice at least 10 days before each annual and regular meeting of the time, place, and proposed agenda. A special meeting shall be held on the call of the President or any two directors, with not less than 24 hours advance notice to each director of the time, place, and purpose; a special meeting shall act only on matters included in the notice. A decision may be made in a meeting in which some or all directors participate by a conference telephone or other means of remote communication by which all persons participating in the

each other, provided that all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if, before or after the action, all members of the Executive Committee then in office consent to the action in writing or by electronic transmission. No Executive Committee member may cast a vote by proxy, but Executive Committee members may cast their votes by electronic transmission.

Article III Conflict of Interest

Section 3.1. Disclosure. Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee of the Board for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure shall include any relevant and material facts known to the director, officer, or key employee about the contract or transaction that might reasonably be construed to be adverse to the corporation's interest.

Section 3.2. Voting. No director shall vote on any contract or transaction that has a direct bearing on services to be provided by that director, or by any organization the director represents or in which the director has an ownership interest or is otherwise interested or affiliated, that would directly or indirectly financially benefit the director. All such services will be fully disclosed or known to the Board members present at the meeting at which the contract or transaction is authorized.

Article IV Finance

Section 4.1. Acceptance of Funds. Gifts, grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Board.

Section 4.2. Depository Accounts. All funds of the organization shall be placed in such depository or investment accounts as the Board may designate. Checks must be signed by a person authorized as a signer by the Board.

Section 4.3. Management of Funds. The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Board with financial reports and statements as needed. All financial records shall be open to inspection by any director.

Section 4.4. Payments to Directors and Officers. There shall be no compensation for serving as an officer or director, but officers and directors may be compensated for other services to the organization and reimbursed for expenses incurred on its behalf.

Article VII
Amendment of Articles of Incorporation or Bylaws

Section 7.1. Amendment. The articles of incorporation or these bylaws may be amended at any regular or special meeting by vote of a majority of the members of the Board then in office, provided the amendment has been submitted in writing to all Board members at least 20 days before the meeting.