

BYLAWS OF MUSKEGON COUNTY ENVIRONMENTAL COORDINATION COUNCIL

(A Michigan Nonprofit Corporation)

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ARTICLE I - Offices

Section 1.1. Registered Office. The registered office shall be at 601 Terrace Street, Muskegon, MI 49440, and the name of the resident agent in charge shall be the person designated by the Council from time to time.

Section 1.2. Principal Office. The corporation shall have its principal office at 601 Terrace Street, Muskegon, MI and it may also have offices at any other place or places as the Council determines from time to time.

ARTICLE II - Purposes and Limitations

Section 2.1. Purposes. The Council shall operate a nonprofit organization for the following purposes:

- a) To advance the environmental well being of the Muskegon region by providing opportunities for collaboration, education and stewardship;
- b) To make distributions to organizations that can and will implement and advance educational collaboration and environmental stewardship envisioned by the Council;
- c) To fulfill the requirements of the Internal Revenue Code, or the corresponding section of any future federal tax code, regarding the operation of the Council as a private foundation or private operating foundation, and

In general, to carry on any business in connection therewith and incident to these purposes which is not forbidden by the laws of the State of Michigan and with all powers conferred upon nonprofit corporations by the laws of the State of Michigan and the Internal Revenue Code.

Section 2.2. Inurement. No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Council be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III - Council Members

Section 3. 1. General Powers. The business and affairs of the corporation shall be managed by its counsel, except as otherwise provided in the Michigan Nonprofit Corporation Act or in its Articles of Incorporation.

Section 3. 2. Number, Tenure and Qualifications. The initial counsel shall be appointed by the incorporator. The number of council members of the corporation shall be at least thirty three (33) with Eleven (11) representatives from each of the following groups of organizations:

Group 1 - representatives from environmental interest groups, government or private apartments or organizations whose primary mission is protection of public health or the environment;

Group 2 - representatives of business, commerce and industry; and

Group 3 – representatives of cities, townships, schools, universities, foundations, churches, and community at large. In selecting representatives of Group 3, the Council shall strive to maintain a reasonable diversity of interest and opinion to maintain a balance of representation on the Council.

Section 3.3. Annual Dues. All Council Members shall pay annual dues as set by the Council at its annual meeting, unless prohibited by a Council Member's own rules or unless the donation creates an undue hardship.

Section 3.4. Additional Members. Persons not appointed or elected to be Council Members may attend Council meetings and become members of committees designated by the Council upon payment of annual dues as set by the Council at its annual meeting. These individuals shall not have the right to vote at meetings of the Council.

Section 3.5. Regular Meetings. The council shall meet at least annually on the second Monday of every December at 12:00 noon without having to serve notice to any Council Member. The date, time, and place of the annual meeting may be changed at the discretion of the Council or Executive Committee ("Changed Annual Meeting"). Additional regular meeting(s) may occur quarterly. A Changed Annual Meeting or an additional regular meeting may be held either within or without Michigan. Notice of the date, time, and place the holding of a Changed Annual Meeting or an additional regular meeting shall be given to each Council Member no sooner than two (2) weeks before the meeting is to be held.

Section 3.6. Special meetings. Special meetings of the Council may be called by or at the request of the president or any two Council Members. The person(s) authorized to call special meetings of the Council may fix any place, either within or without Michigan, as the place for holding any special meeting of the Council called by them. Notice of any special meeting shall be given at least seven (7) days prior to the meeting.

Section 3.7. Notice. Notice of any meeting other than the annual meeting shall be by written notice delivered either personally, by facsimile, by mail, or by electronic mail to each Council Member at the Council Member's business address. If mailed, the notice shall be deemed to be delivered when deposited in the United States mails in a sealed envelope so addressed, with postage prepaid. If delivered by facsimile, the notice shall be deemed delivered when transmitted. Any Council Member may waive notice of any meeting. If delivered by electronic mail, the notice shall be deemed delivered when sent unless it is returned as undeliverable, in which case all due diligence will be used to contact the Council Member. The attendance of a Council Member at any meeting shall constitute a waiver of notice of the meeting, except where Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and accept is provided in Section 3. 12. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice of the meeting.

Section 3.8. Quorum. One quarter of officially-constituted Council Members, present in person or by written proxy, shall constitute a quorum for the transaction of business at any meeting of the council. Actions approved by less than a quorum must be ratified by the Executive Committee of the Council to be effective. Except is provided and Sections 3. 13 and 3.14, a vote of the quorum constitutes the action of the Council, unless the vote of a larger number is required by the Michigan Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

Section 3.9. Participation by Communication Equipment. A member of the Council or of a committee designated by the Council may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presents in person at the meeting.

Section 3.10. Informal Action by Council Members. Action required are permitted to be taken pursuant to authorization voted at a meeting of the Council or a committee of the Council, may be taken without a meeting if, before or after the action, all members of the Council or of the committee consent in writing. The written consent shall be filed with the minutes of the proceedings of the Council or committee. The consent has the same effect as a vote of the Council or Committee of the Council for all purposes.

Section 3. 11. Resignation and Removal of Council Member. Any Council Member may resign by written notice to the Council. Any member of the Council may be removed as a Council Member at any meeting of the Council, with or without cause by affirmative vote of a majority of Council Members then in office.

Section 3. 12. Vacancies. If any vacancy occurs in the Council caused by death, resignation, retirement, disqualification, removal, or otherwise from office of any Council Member, a majority of the Council Members then and office, even if less than a quorum, may appoint a successor Council Member who shall serve until the date of expiration of the term of the predecessor,

had the predecessor not left the Council. If any new Council Membership is created by any increase in the authorized number of Council Members, a majority of the Council Members then in office may appoint someone to fill the new Council Membership position until the next annual meeting of Council Members. If because of death, resignation or other cause, the Council has no Council Members in office, an officer, an executor, administrator, trustee, or guardian of the Council Member, or other fiduciary entrusted with like responsibility for the person or estate of a Council Member, may call a special meeting of Council Members in accordance with these Bylaws for the election of Council Members.

Section 3.13. Compensation. If the Council chooses to do so and is financially capable of paying the same, Council Members may receive compensation for their services as Council Members and they may be reimbursed for reasonable expense of attendance. Nothing in this Section shall be construed to preclude any Council Member from serving the Council in any other capacity and receiving compensation therefor.

Section 3.14. Committees. The Council may, by resolution passed by a majority of the whole Council, designate one or more committees, each committee to consist of one or more of the Council Members of the Council, and such non-council members as the Council shall approve. A committee, and each member of a committee, shall serve at the pleasure of the Council. A committee so designated by the Council, to the extent provided in the resolution of the Council, may exercise all powers and authority of the Council in the management of the business and affairs of the Council, except that a committee shall not have the power or authority to:

(1) Amend the Articles of Incorporation; (2) adopt an agreement of merger or consolidation; (3) recommend to Council Members the sale, lease or exchange of all or substantially all of the Council's property and assets; (4) recommend to Council Members a dissolution of the Council or a revocation of a dissolution; (5) amend the Bylaws of the Council; (6) fill vacancies in the Council; (7) fix compensation of Council Members for serving on the Council or a committee; and (8) unless the resolution so provides, a committee does not have the power or authority to declare a dividend or to authorize the issuance of stock.

- (a) Alternative Committee Member. The Council may designate any Council Member(s) as an alternate member of a committee, who may replace an absent or disqualified member at a meeting of the committee.
- (b) Absent or Disqualified Committee Member. In the absence or disqualification of a member and alternate member of a committee, the members of the committee present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Council to act at the meeting in place of the absent or disqualified member.
- (c) Executive Committee. The Council shall annually appoint an Executive Committee from among its Council Members composed of its officers and such other members as the Council deems appropriate. At a minimum, the Executive Committee shall consist of the president, vice president, secretary, and treasurer and the chairs of all standing or ad hoc committees of the Council. The purpose of the Executive Committee shall be to carry forward the

business of MCECC. The Executive Committee shall meet monthly or at the will of the Council at a time and place to be set by the Executive Committee and shall keep minutes of its meetings and report its activities to the Council. The Executive Committee shall exercise all power and authority of the Council in the management of the business and affairs of the Council, except for those powers reserved to the full Council as listed above.

- (d) Other Committees. The Council shall from time to time create such other standing committees and ad hoc committees as it deems appropriate. The committees shall meet as determined by the Council or committee, at a time and place convenient to committee members. Committees shall keep minutes of their meetings and report their activities to the Council.

Section 3.15. Manifestation of Dissent. A Council Member of the Council who is present at a meeting of the Council at which action on any corporate matter is taken shall be assumed to have assented to the action taken unless the Council Member's dissent is entered in the minutes of the meeting or unless the Council Member files his or her written dissent to the action with the person acting as the secretary of the meeting before adjournment of the meeting or forwards the dissent by registered mail to the secretary of the Council immediately after adjournment of the meeting. The right to dissent shall not apply to a Council Member who voted in favor of the action.

Section 3.16. Actions Requiring a Majority Vote of Each Class of Council Member. The following actions of the Council require the vote in person or by written proxy of a majority of all Council Members then an office:

- (a) The merger or consolidation of the Council with another corporation, the dissolution of the Council, or any other transaction not in the ordinary course of business;
- (b) The sale of substantially all of the assets of the Council;
- (c) The creation of a debt obligation of the council in excess of \$25,000; and
- (d) Amendment of these Bylaws or the Articles of Incorporation.

Section 3.17. Voting by Electronic Mail. Except as required in Section 3.16, if the Council deems the subject matter appropriate, a vote may be taken by the Council on that matter using electronic mail. A vote by the Council using electronic mail requires a majority vote of all Council Members. The Executive Committee may vote on matters using electronic mail. A vote by the Executive Committee using electronic mail requires a majority vote of all Executive Committee members.

ARTICLE IV - Officers

Section 4.1. Offices. The officers of the Council shall be elected or appointed by the Council from among its membership by a majority vote of those Council Members present at the annual meeting of the Council and shall consist of a president, vice president, secretary, treasurer, and, if desired, one or more vice presidents, and other officers as the Council may from time to time determine. Other than the offices of secretary and treasurer, no individual may hold more than one office. No officer shall execute, acknowledge or verify an instrument in more than one capacity if the

instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 4.2. Election and Term of Office. The officers of the Council shall be elected or appointed annually by the Council at each annual meeting of the Council Members. If the election or appointment of officers is not held or made at the meeting, the election or appointment shall be held or made as soon after the meeting as is convenient. Each officer so elected or appointed shall hold office for the term of which the officer is elected or appointed and until the officer's successor is elected or appointed and qualified, or until the officer's resignation or removal. Notwithstanding the preceding sentence, no officer may hold the same office for more than three consecutive terms. One term shall be equal to two years.

Section 4.3. Removal. Any officer or agent elected or appointed by the Council may be removed by the Council with or without cause whenever in its judgment the best interests of the Council would be served by the removal, but removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Council for the unexpired portion of the term of the office.

Section 4.5. President. The president shall be the chief executive officer of the Council, but the president may from time to time delegate all or any part of his or her duties to the executive Council Member, if one is employed or appointed, or to the vice president; the president shall preside at all meetings of the Council Members; the president shall have general and active management of the business of the Council, and shall see that all orders and resolutions of the Council are carried into effect. The president shall execute all bonds, mortgages, conveyance, and other instruments entered into pursuant to the powers of the Council as set forth in the Articles of Incorporation with the authority of the Council. The president shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management of the Council.

Section 4.6. Vice President. The vice president shall perform the duties as are delegated to the vice president by the president, and the vice president shall, in the absence or in the event of the disability of the president, perform the duties and exercise the powers of the president, and shall perform other duties as the Council shall prescribe.

Section 4.7. Secretary. The secretary shall attend all meetings of the Council and committees and record all votes whether in person or by proxy and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Council and committees, and shall perform other duties as may be prescribed by the Council under whose supervision the secretary shall be. The secretary shall keep in safe custody the seal of the Council, and when authorized by the Council, affix the seal to any instrument requiring it, and when so affixed it shall be attested by the secretary's signature or by the signature of the treasurer.

The secretary shall be sworn to the faithful discharge of the secretary's duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in the secretary's absence or in the event of the secretary's disability.

Section 4.8. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit all moneys and other valuable effects in the name and to the credit of the Council in depositories designated by the Council. The treasurer shall disburse the funds of the Council as may be ordered by the Council, taking proper vouchers for the disbursements, and shall render to the president and Council Members, at the regular meetings of the Council, or whenever they may require, an account of all of his or her transactions as treasurer and of the financial condition of the Council. The treasurer shall give the Council a bond if required by the Council in a sum, and with one or more sureties satisfactory to the Council, for the faithful performance of the duties of the treasurer's office, and for the restoration to the Council, in case of the treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under the treasurer's control belonging to the Council. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in the treasurer's absence or in the event of the treasurer's disability.

Section 4.9. Delegation of Duties of Officers. In the absence of any officer of the Council, or for any other reason that the Council deems sufficient, the Council may delegate, from time to time or for such time as it deems appropriate, the powers or duties, or any of them, of the officer to any other officer or to any Council Member, provided a majority of the Council then in office concurs.

Section 4.10. Salaries. If the council chooses to do so, and is financially capable of paying the same, the Council shall fix the salaries of the officers from time to time, and no officer shall be prevented from receiving a salary because the officer is also a Council member of the Council.

ARTICLE V - Contracts, Loans, Checks and Deposits

Section 5.1 Contracts. Subject to the voting requirements of section 3.14, the Council may authorize any officer(s), agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and the authority may be general or confined to specific instances.

Section 5.2. Loans. No loan shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued and its name unless authorized by resolution of the Council subject to the voting requirements of Section 3.14. The Authority may be general or confined to specific instances.

Section 5.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be cosigned by two (2)

officers of the Council and in the manner the Council shall determine from time to time by resolution.

Section 5.4. Deposits. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in banks, trusts, companies, or other depositories as the Council may select.

ARTICLE VI - Fiscal Year

The fiscal year of the Council shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE VII - Liability and Indemnification of Council Members and Officers

Section 7.1. Conflict With Articles. So long as the Council's Articles of Incorporation do not contain conflicting provisions, this Article shall apply.

Section 7.2. Liability of Council Members. No Council Member of the Council shall be personally liable to the Council for monetary damages for breach of fiduciary duty as a Council Member, except for the liability: (1) for any breach of the Council Member's duty of loyalty to the Council; (2) For acts or omissions which involve intentional misconduct or knowing violation of law; (3) under Section 551 of the Michigan Nonprofit Corporation Act; (4) for any transaction from which the Council Member derived an improper personal benefit. If the Michigan Nonprofit Corporation Act, or any other applicable law, is amended to authorize corporate action further eliminating or limiting the personal liability of Council Members, then the liability of a Council Member of the Council shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, or any other applicable law, as so amended. Any repeal or modification of this Section by the Council Members of the Council shall not adversely affect any right or protection of a Council Member of the Council existing at the time of the repeal or modification.

Section 7.3. Assumption of Liabilities. The Council assumes all liability to any person, other than the Council, for all acts or omissions of a Council Member occurring on or after the date of filing of the Council's Articles of Incorporation.

Section 7.4. Indemnification, Judgement, Settlement, etc. The Council shall indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative or whether formal or informal, other than an action by or in the right of the Council, by reason of the fact that the person is or was a Council Member, officer, employee or agent of the Council, or is or was serving at the request of the Council is a Council Member, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, 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 in good faith and in a manner he or she reasonably believed to be

in or not opposed to the best interests of the of the Council, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Council, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

Section 7.5. Indemnification Expenses. The Council shall indemnify person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that he or she is or was a Council Member, officer, employee or agent of the Council, or is or was serving at the request of the Council as a Council Member, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust her other enterprise, whether for profit or not, against expenses, including attorney's fees and amounts paid and settlement incurred by the person in connection with the 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 Council. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Council unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 7.6. Reimbursement.

- (a) To the extent that a Council Member, officer, employee or agent of the Council has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in this Article, or in defense of a claim, issue or matter in the action, suit or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, incurred by him or her in connection with the action, suit or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.
- (b) Any indemnification under this Article, unless ordered by a court, shall be made by the Council only as authorized in the specific case upon a determination that indemnification of the Council Member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct as set forth in this Article. This determination shall be made in any of the following ways:
 - (1) By a majority vote of a quorum of the Council consisting of Council Members who were not parties to the action, suit or proceeding;
 - (2) If the quorum described in subsection (1) is not obtainable, then by a majority vote of a committee of Council Members who are not parties to the action. The committee shall consist of not less than two disinterested Council Members; or

- (3) By independent legal counsel in a written opinion.
- (c) If a person is entitled to indemnification under this Article for a portion of the expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount, the Council may 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.

Section 7.7. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the Council in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Council member, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Council. The undertaking shall be by unlimited general obligation of the person on whose behalf of advances are made but need not be secured.

Section 7.8. Rights Not Limited. The Council shall make no provision to indemnify Council Members or officers in any action, suit, or proceeding referred to in articles which shall be in conflict with the provisions of this Article. 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 the Articles of Incorporation, Bylaws, a contractual agreement or otherwise by law. 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. The indemnification provided for in this Article continues as to a person who ceases to be a Council Member, officer, employee or agent and shall and inure to the benefit of the heirs, executors and administrators of the person.

Section 7.9. Insurance. The Council may maintain insurance, at its expense, to protect itself in any Council Member, officer, employee or agent of the Council or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Council would have the power to indemnify the person against the expense, liability or loss under the Michigan Nonprofit Corporation Act or any other applicable law.

Section 7.10. Merger and Reorganization. For purposes of this Article the Council includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a Council Member, officer, employee or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a Council Member, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust her other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation in the same capacity.

ARTICLE VIII - Miscellaneous

Section 8. 1. Seal. The Council may provide a corporate seal which, if authorized, shall be in the form of two concentric circles and shall have inscribed on it the name of the Council, the year of incorporation, and the words "Corporate Seal, Michigan."

Section 8.2. Waiver of Notice. When the members of the Council or any committee of the Council may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse the period of time if, at any time before or after the action is completed, the person entitled to notice or to participate in the action to be taken or, in case of a Council Member, by the Council Member's attorney-in-fact, submits a signed waiver of such requirements.

Section 8 .3. Reimbursements. Any payments made to an officer of the Council, whether commission, bonus, interest, rent or entertainment expense incurred by the officer, which shall be disallowed in whole or in part is a deductible expense by the Internal Revenue Service, shall be reimbursed by the officer to the Council to the full extent of the disallowance. It shall be the duty of the Council Members, as a Council, to enforce payment of each amount disallowed. Subject to the approval of the Council, reimbursement may be made by the withholding of proportionate amounts from the officer's future compensation until the amount owed to the Council shall have been recovered.

Section 8.4. Constructive Dividend. Any payment, distribution or other transaction made or entered into by the Council which shall be asserted by the United States Internal Revenue Service to be a constructive dividend to any Council Member of the Council shall, upon final determination by a court having jurisdiction, not appealed by the Council Member, or upon acquiescence in the assertion by the Council Member, be repaid by the Council Member to the Council. It shall be the duty of the Council to enforce the repayment.

Section 8.5. Restrictions on Transfer. No Council Member of the Council shall be permitted to transfer, assign, sell, encumber or in any way alienate or dispose of his or her Council Membership in the Council, or any right or interest and said Council Membership. Any attempt to transfer in violation of this provision shall be void.

Section 8.6. Audits. The Council shall, from time to time, authorize such financial audits of its books and records as is necessary, or that it deems to be appropriate.

Section 8.7. Endorsements. Any endorsements or positions taken by the council do not necessarily represent the viewpoint of any individual Council Member, his or her employer, or any other organization or entity with whom the Council Member may be associated.

ARTICLE IX - Restrictions on Access to Information

The council shall have the authority to retain a third party administrator or consultant to create a database, prepare statistical analyses and furnish recommendations to enable the Council to carry out the purposes for which the Council was formed, all in compliance with applicable antitrust and other federal and state laws. All information obtained by such third party administrator or consultant shall be proprietary and confidential. Except for the final statistical analysis and recommendations of the third party administrator or consultant, no Council Member shall have access to any aggregated information held by the third party administrator or consultant, or any accounting firm, actuary or research firms providing services to the council.

ARTICLE X - Dedication and Distribution of Assets

Upon the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Council 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.

ARTICLE XI - Private Foundation

Section 11.1. Corporate Income. The council will distribute its income for each tax year at a time and in a manner as not to become subject to the tax or undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 11.2. Self Dealings. The council will not engage in any active self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 11.3. Business Holdings. The Council will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 11.4. Investments. The Council will not make any investments in a manner as to subjected it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 11. 5. Expenditures. The council will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII - Private Operating Foundation

The Council shall make qualifying distributions directly for the active conduct of its tax exempt activities for which it was organized of substantially all of the lesser of its:

- (a) Adjusted net income, or
- (b) Minimum investment return.

ARTICLE XIII - Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Council Members of each class entitled to vote, at any regular or special meeting of the Council Members called for that purpose, or by the affirmative vote of a majority of each class of Council Members then an office at any regular or special meeting called for that purpose.

I HEREBY CERTIFY the above Bylaws were adopted the 6th day of December, 1999, and amended on the 17th day of March, 2003, the 7th day of December, 2006 the 13th day of December, 2016, and the 12th day of November, 2019.

Victoria Luthy
Secretary

Amy Haack
President of the Board