

**BY LAWS
OF
CHARLOTTERISING**

A Michigan Nonprofit Corporation

AS ADOPTED _____, 2016

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ARTICLE I

NAME AND PURPOSE

Section 1: Name and Type of Corporation. The name of this corporation is CharlotteRising (hereinafter referred to as "Corporation"). Corporation is a nonprofit, non-stock corporation organized and incorporated on a directorship basis under the laws of the State of Michigan.

Section 2: Purposes. Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: Limitations.

(a) No part of the net earnings of Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that Corporation shall 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 Article II hereof. No substantial part of the activities of Corporation shall be the carrying on of propaganda, or participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Article, Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Sec. 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Sec 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

(b) Upon the dissolution of Corporation assets shall be distributed for one (1) or more exempt purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) shall be distributed to the City of Charlotte 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 tax code. Any such assets not so disbursed shall be disposed of by the circuit court for the

County of Eaton, Michigan, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

(c) Corporation shall conduct its business and affairs without discrimination on the basis of race, color, sex, religious affiliation, or national or ethnic origin.

ARTICLE II

BOARD OF DIRECTORS

Section 1: Duties, Number, and Term of Office. The business, property and affairs of Corporation shall be managed by a board of directors (hereinafter, "the Board"). The election, qualification, and term of office of the members of the Board (each a "Director") shall be as set forth in the Articles of Incorporation and these Bylaws.

Board shall consist of not fewer than seven (7) nor more than eleven (11) directors as determined by a majority vote of the Directors. Directors shall be elected by a majority of the Directors present in person or by proxy at a meeting of the Board. Directors' terms of office shall be two years in length and commence on January 1. Approximately one-half (1/2) the number of directors shall be elected each year. Directors shall serve until the end of their terms and until their respective successors have been duly elected and qualified or until their respective deaths, resignations or removals.

Section 2: Resignation, Removal, and Vacancies. A Director may resign by written notice to the Board. The resignation shall be effective upon its receipt by the Board or at such subsequent time as set forth in the notice of resignation.

A Director may be removed, either with or without cause, by the affirmative vote of a majority of the Board at any regular or special meeting of the Board..

If a Director is absent from three consecutive regular meetings or four (4) regular meetings of the Board within a 12-month period the Director will be deemed to have resigned and the position declared vacant; provided, however, such Director may be reinstated and permitted to serve the remainder of his/her term of office, subject to removal or resignation pursuant to this section, by the affirmative vote of a majority of the board.

If a vacancy on the Board occurs as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors. Appointments to fill

vacancies shall be for the remainder of the unexpired term to which the Director is succeeding.

If because of death, resignation, or other cause, Corporation has no Directors in office, the circuit court for the County of Eaton in the State of Michigan shall be authorized to appoint one (1) Director for Corporation. This Director shall then fill the other vacancies on the Board of Directors as otherwise provided in these Bylaws.

Section 3: General Powers as to Negotiable Paper. The Board 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 authorize the President and Treasurer to make, sign or endorse the same on behalf of Corporation.

Section 4: Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of Corporation by the President and attested by any other officer.

Section 5: Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held in February of each year for the purpose of presenting the annual report for Corporation for the preceding calendar year, and for transacting business as has properly been brought before the meeting. The annual report of Corporation shall include Corporation's year-end statement of assets and liabilities, including any trust funds, and the principal change in assets and liabilities during the fiscal year, and, if prepared by Corporation, its source and application of funds and such other information as may be required by law.

Section 6: Annual Meeting. The annual meeting of the Board shall be held in November and may be held at the same time as a regular meeting of the Board. Business conducted during the annual meeting shall include the election of Directors and officers of Corporation, the adoption of the budget for the ensuing fiscal year and such other business as is properly before the board.

If, for any reason, the annual meeting of the Board of Directors shall not be held on the designated day, such meeting may be called and held as a special meeting and the same proceedings may be held as at an annual meeting.

Section 7: Special Meetings. Special meetings of the Directors may be called by the President and shall be called by the President or Secretary at the direction of not less than one-third (1/3) of the Directors then in office or as may otherwise be provided by law. Any request for a meeting by Directors must state the purpose or purposes of the proposed meeting.

Section 8: Notice of Meeting. Notice of the time and place of each meeting of the Board shall be given in writing to each Director at least thirty-six (36) hours prior to the time of holding the meeting. Written notice shall be deemed duly given when the same has been deposited in the United States mail to the Director's last known mailing address or emailed to the Director's last known email address. Notice may be waived as provided in the Bylaws. Notice of a special meeting shall state the purpose or purposes of the meeting.

Section 9: Waiver of Notice. Notice of the time, place, and purposes of the meeting of the Board of Directors may be waived by email or other writing before or after such meeting has been held. The presence of a Director at a meeting shall constitute waiver of notice, except where the Director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10: Quorum and Voting. A majority of all Directors then in office, who are physically present or who have given their written proxy to a person who is physically present at the meeting, shall constitute a quorum at any meeting. Whenever a Director shall vote by proxy, this proxy shall be in writing, subscribed by the Director, and shall be available for inspection by any Director at the meeting and filed with the Secretary of Corporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting to a later time without notice other than announcement at the meeting until a quorum shall be present. The vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 11: Conduct at Meetings. Meetings of the Directors shall be presided over by the President or, in the President's absence, the Vice President or other Director chosen at the meeting. The Secretary, or in his/her absence, a person chosen at the meeting to act as secretary of the meeting, shall keep accurate minutes of the proceedings.

Section 12: Action by Written Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a regular or special meeting of Directors may be taken without a meeting, upon 24 hours notice, upon the written consent (including by electronic transmission such as email) of the Directors having at least the minimum number of votes necessary to authorize or take such an action at a meeting at which all Directors entitled to vote on the action are present and voting. Written consents shall be filed with the minutes of the proceedings of the Directors.

Section 13: Dissents. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken is presumed to have concurred in that

action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to the action with the Secretary of Corporation before or promptly after the adjournment of the meeting. The right to dissent does not apply to a Director who voted in favor of the action. A Director who is absent from a meeting of the Board at which any action is taken is presumed to have concurred in the action unless he or she files his or her dissent with the Secretary of Corporation within a reasonable time after he or she has knowledge of the action.

Section 14: Participation by Conference Telephone or Remote Communication.

A Director may participate in a meeting of the Directors by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 15: Compensation. Directors shall serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred by a Director in his/her capacity as a Director.

**ARTICLE III
OFFICERS**

Section 1: Election or Appointment. The Board shall elect from within its membership a President, a Vice President, a Secretary, and a Treasurer, and may elect an Assistant Secretary and/or Assistant Treasurer. The same person may not hold more than one office. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of Corporation.

A person may serve simultaneously in any of the following capacities:

1. Member of the Board of Directors;
2. Officer of Corporation;
3. Member of any committee established by Corporation or the Board;
4. Officer of any committee established by Corporation or the Board.

Section 2: Term of Office. The term of office of all officers shall be one (1) year and shall commence on January 1 and shall continue until their respective successors are chosen or until their death, resignation or removal, whichever occurs first. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interests of Corporation will be served. An officer may resign by written notice to the Board. The resignation shall be effective upon its receipt by the Board or at such subsequent time specified in the notice of the resignation.

Section 3: Compensation. Officers shall serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred by an officer in his/her capacity as an officer, subject to approval by a majority of the Board.

Section 4: President. The President shall be responsible for conducting the affairs of Corporation in a manner consistent with the policies and directives of the Board. He/she shall preside at all meetings of the Board, shall serve as an ex-officio member of all committees of the Board and shall have such other duties as may be prescribed by the Board.

Section 5: Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform any other duties prescribed by the Board.

Section 6: The Secretary. The Secretary shall attend meetings of the Board of Directors and record or cause to be recorded the minutes of all. The Secretary shall give or cause to be given notice of all meetings of the Directors for which notice may be required and shall perform any other duties prescribed by the Board.

Section 7: The Treasurer. The Treasurer shall oversee the financial activities of Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board. All books, papers, vouchers, money and other property of whatever kind belonging to Corporation which are in the Treasurer's possession or under his or her control shall be returned to the Corporation at the time of his or her death, resignation, or removal from office.

ARTICLE IV

STAFF

Section 1: Executive Director. The Board may hire an Executive Director, on the terms and conditions it determines to be in the best interests of Corporation, to manage the day to day affairs of Corporation. The Executive Director shall report directly to the Board and be supervised by the Board, subject to such additional personnel guidelines as may be developed and adopted by the Board.

Section 2: Additional Staff. Additional employees or staff may be hired or retained by the Executive Director with the approval of the Board. Any such persons shall report directly to and be supervised by the Executive Director, subject to such additional personnel guidelines as may be developed and adopted by the Board.

ARTICLE V

COMMITTEES

Section 1: Executive Committee. The President, Vice President, Secretary, and Treasurer shall constitute Executive Committee. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of Corporation between meetings of the Board, except that the Executive Committee shall not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Sell, lease, or exchange Corporation property and assets;
- (d) Dissolve Corporation;
- (e) Amend the Bylaws Corporation;
- (f) Fill vacancies on the Board;
- (g) Hire, discipline or terminate the Executive Director.

Section 2: Other Committees. The Board may create one or more additional committees and may delegate to such committees any of its powers, subject to the full Board's power to review and amend committee decisions. Subject to the approval of the Board, members of committees may include individuals not currently serving on the Board provided at least one member of each committee is a member of the Board.

Section 3: Procedure. All committees, and each member thereof, shall serve at the pleasure of the Board. The Board shall 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.

ARTICLE VI

INDEMNIFICATION

Section 1: Third Party Actions. Corporation shall, to the fullest extent permitted by law, indemnify any Director or officer of Corporation (and, to the extent provided in a resolution of the Board 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 Director, officer, volunteer, employee, or agent of Corporation, or is or was serving at the request of Corporation as a Director, 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 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 Corporation, and with respect to any criminal action or proceeding, if the person did not have reasonable cause to believe his or her conduct was unlawful.

Section 2: Actions in the Right of Corporation. Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending or completed action or suit by or in the right of Corporation to procure judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of Corporation, or is or was serving at the request of Corporation as a director, partner, trustee, employee or agent of a another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by him or her in connection with the action or suit if he or she 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; provided, however that indemnification shall not be made for a 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 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 expenses which the court considers proper.

Section3: Successful Defense. To the extent that a Director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in the above Article VI, Sections 1 or 2, or in defense of a claim, issue, or matter in the suit, action, or proceeding, he or she shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by him or her in connection with said action, suit or proceeding and in connection with any action, suit, or proceeding brought to enforce the indemnification required by this Section.

Section 4: Individual Determination. Unless otherwise ordered by a court, an indemnification under the above Article VI, Sections 1 or 2, shall be made by Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard or conduct set forth in said Article VII, Sections 1 or 2. This 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 the action, suit, or proceeding; or

2. If such quorum is not obtainable, then by majority vote of a committee of Directors who are not parties to the action, suit, or proceeding; or
3. By independent legal counsel in a written opinion.

Section 5: Partial Indemnification. If a person is entitled to indemnification under the above Article VI, Sections 1 or 2, for a portion of expenses (including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement), but not for the total amount thereof, Corporation shall indemnify the person for the portion of expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 6: Method of Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding described in the about Article VI, Section 1 or 2, may be paid by Corporation 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 any part of those expenses to the extent that it shall ultimately be determined that the person is not entitled to be indemnified by Corporation for that part of such expenses. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 7: Non-Exclusive. The indemnification and advancement of expenses provided by this Article is not exclusive of other rights to which a person seeking indemnification on advancement of expenses may be entitled under the Articles of Incorporation, these Bylaws, or a contractual agreement. 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 by this section shall continue as to a person who has ceased to be Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8: Insurance. Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of Corporation, or is or was serving at the request of Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 9: Definition of Corporation. For the purposes of this Article, the word "Corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting surviving corporation or business corporation, so that a person who is or was a Director officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer,

partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation or business corporation in the same capacity.

ARTICLE VII

CONFLICT OF INTEREST

Section 1: Disclosure. When a Director or an officer is affiliated with an organization or individual seeking to provide services or facilities to Corporation, or when a Director 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 Directors 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 or individual shall be considered to exist when a Director or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee, or agent of the organization or individual, or has any other substantial interest in or dealings with the organization or individual, or when the individual is a member of the immediate family or a close relative of the Director or officer. The Board may adopt such other conflict of interest policies as it deems appropriate and in the best interests of Corporation; provided, however, that the policy set forth herein shall not be waived or revoked absent revision to these Bylaws in accordance with the terms below.

Section 2: Voting. Any Director 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, however, he or she may be counted in determining a quorum for the meeting at which the matter is voted upon, as 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 Director or officer abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

Section 3: Statement of Position. The foregoing requirements should not be

construed to prevent a Director or officer from stating his or her position on the matter under consideration, nor from answering questions of other Directors relating to the matter.

ARTICLE VIII

SEVERABILITY

Section 1: Severability. Each of the provisions of these Bylaws shall be considered a separate and severable provision so that if any provision is deemed or declared to be invalid or unenforceable, such determination shall have no effect on the validity or enforceability of any of the other provisions.

Section 2: Preemption of Law. If a state or federal law makes invalid any of the provisions of these Bylaws, or requires more notice than provided, or creates rights or procedures not provided or inconsistent with these Bylaws, that law or laws shall be applied and shall pre-empt these Bylaws to that extent, but all other provisions of these Bylaws shall continue in full force and effect.

ARTICLE IX

MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of Corporation shall end on the last day of December.

Section 2: Amendments. These Bylaws may be amended or repealed upon the recommendation of the Executive Committee and by the affirmative vote of a majority of the Directors entitled to vote at a regular or special meeting.

Section 3: Loans and Guarantees. Corporation shall not provide loans to or guarantee obligations of an officer or Director of Corporation, unless expressly permitted under State law.

Section 4: Corporate Seal. The Board of Directors shall determine whether or not Corporation shall have a Corporate Seal, and the form of any such seal.