

**RESTATED BY-LAWS  
OF  
INGHAM COUNTY BAR FOUNDATION**

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**ARTICLE I**

**Name**

The name of the organization is the Ingham County Bar Foundation  
(Foundation).

**ARTICLE II**

**Purposes**

The Foundation shall be a non-profit corporation, devoted to the following  
objectives:

- A. To improve and facilitate the administration of justice in Ingham County and throughout the State of Michigan;
- B. To insure to the fullest extent possible that legal services are made available to all members of the public regardless of their race, sex, religious, or economic status;
- C. To make charitable contributions to, and to work in conjunction with, charitable organizations whose purpose is to provide meaningful benefit to the community, including the disadvantaged and disabled, and other groups whose needs could be supported by the Foundation;
- D. To promote the study and research of law, and to promote the continuing legal education of lawyers;
- E. To acquire, preserve and exhibit rare books and documents, objects of art and items of historical interest having legal significance or bearing on the administration of justice;

- F. To educate the public in general as to their legal rights and obligations and on other subjects related to the law;
- G. To foster and maintain the honor and integrity of the profession of the law;
- H. To promote, foster, solicit and receive funds and property of every kind and nature whatsoever, whether by gift, bequest, devise or otherwise, in any form, from any person, party or entity, to hold and administer such funds and property, and to expend such funds for charitable purposes which are approved, sponsored, and supported or undertaken by the Foundation. "Charitable Purposes" means those purposes permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and those purposes for which, under the laws of the State of Michigan, property may be held in trust free from the rule against perpetuities; and
- I. In general, to engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes.

### **ARTICLE III**

#### **Members**

Section 1. Membership. Any member in good standing of the Ingham County Bar Association shall, upon application, be entitled to become a member of the Foundation and any other person, upon invitation from the Board of Directors of the Foundation, shall also be eligible to become a member of the Foundation. Effective for the fiscal year beginning July 1, 2007, each member, in order to be considered to be a member in good standing and entitled to one vote, shall be required to pay annual dues in the amount of Twenty-Five Dollars (\$25); provided, however, any member who has made monetary contributions to the Foundation at any time or times since the Foundation's formation that aggregate the sum of at least One Thousand Dollars (\$1,000), shall thereafter be exempt from the annual dues requirement in order to be considered to be in good standing with voting privileges.

Section 2. Application. Those individuals eligible for membership in the Foundation may make application for membership in any form as from time to time may be developed and issued by the Board of Directors of the Foundation.

Section 3. Rights and Responsibilities. Subject to the provisions of Article IV, Members shall elect a Board of Directors of the Foundation at the Annual Meeting of the Members. Members shall be requested to attend the Annual Meeting of the members and shall be encouraged, but not required, to attend regular and special meetings of the Board of Directors. They shall be permitted to voice, but not vote, at meetings of the Board of Directors.

## **ARTICLE IV**

### **Board of Directors**

Section 1. Term. The initial Board of Directors of the Foundation shall be James F. Graves, Shauna L. Dunning, Lawrence P. Nolan, Kristen M. Smith and George Zulakis. As soon as feasible following incorporation of the Foundation, the initial Board of Directors shall elect the first full board of nine members (with the exception of the ex-officio position) to serve as follows: One-third of the directors shall be elected for a term of three years, one-third of the directors shall be elected for a term of two years and one-third of the directors shall be elected for a term of one year. Thereafter, elections to the Board of Directors shall be made by the members at each annual meeting of the members that immediately precedes the twelve month period during which the term of office of any director is scheduled to expire. Prior to each Annual Meeting at which directors are to be elected by the members, a nominating committee, consisting of five members of the Foundation appointed by the Board of Directors, shall prepare a slate of nominees for submission to the members at the Annual Meeting. Nominations to the

Board of Directors may also be made from the floor by members at the Annual Meeting following the submission of the nominating committee's slate at said meeting. Directors elected by the members shall serve for a term of three years or until their successors are elected; provided, however, if for any year beginning after June 30, 2005, the number of directors to be elected by the members is increased by two, then one shall be elected for initial term of one year and one shall be elected for an initial term of two years; and, provided further, if for any year beginning after June 30, 2005, the number of directors to be elected by the members is increased by three, then one shall be elected for an initial term of one year, one shall be elected for an initial term of two years and one shall be elected for an initial term of three years. Any person may serve as a member of the Board of Directors for two successive three-year terms, and may become eligible to serve as a member of the Board of Directors any one or more times thereafter provided that not less than one year expires between the date of the most-recent term limit that applies to such person and the commencement of any new term.

Section 2. Number. Effective November 1, 2004, the number of directors constituting the Board of Directors shall be not less than nine or more than twelve; and neither the minimum nor maximum number of directors shall be changed except by amendment to these By-Laws.

Section 3. Ex-Officio Director. The President of the ICBA shall be an ex-officio member of the Board of Directors and shall serve as an ex-officio member so long as she/he holds the position of President of the ICBA. Immediately upon termination by resignation or otherwise from the position of President, her/his membership on the Board of Directors shall automatically cease. The successor to this position, whether appointed in interim or regularly, shall become an ex-officio member of the Board

of Directors. When a regular appointee has replaced an interim appointee to the aforesaid position, then the membership of the interim appointee on the Board shall automatically cease and the regular appointee shall automatically become the Board member in her/his stead. If such position is vacant and no person is designated to act in said position on an interim basis, the respective ex-officio position on the Board of Directors shall remain vacant until such position is filled, but the Board shall continue to function and operate fully, and such vacancy shall not be deemed a default of the first paragraph of this Article.

Section 4. Qualifications of Additional Directors. In addition to the position filled by the President of the ICBA, no less than two (2) or no more than six (6) members of the Board of Directors of the Foundation shall also be members of the Board of Directors of the ICBA.

Section 5. Vacancies and Removals. Whenever a vacancy occurs on the Board of Directors as a result of the death, resignation, removal, refusal, ineligibility or inability to serve, of any of the Directors under the provisions prescribed by these By-Laws, the surviving or remaining Directors shall, as promptly as possible following the occurrence of such vacancy, appoint a successor who shall likewise hold office as a member of the Board for the remaining term of the Director whose position the successor fills. In the event these By-Laws are amended to expand the maximum number of persons who can serve as members of the Board of Directors, and if the effective date of any such amendment is prior to the date of the next annual meeting at which one or more Directors will be elected by the Foundation's members, current members of the Board may appoint persons to fill one or more of the newly expanded positions until their successors are elected at the next annual meeting of the members. Any member of the Board may be removed as a member at any time, and without

assigning any cause therefor, by the affirmative vote of the majority of the remaining Directors of the Foundation; and in the event any member of the Board incurs more than three (3) unexcused absences during his or her term of office from participating in a meeting of the board, either in person or by telephone, that event may also constitute cause for removal as a member of the Board. Upon receipt of written notification of such removal, the Director receiving such notice shall no longer be a member of the Board of Directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors. Notice of regular meetings of the Board of Directors shall be given as provided by these By-Laws. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting, those present waive notice of the meeting in writing.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 8. Notice of Meetings. Unless otherwise provided in these By-Laws, notice of meetings, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, telegram, telephone, electronic mail, or telephone or may be verbal. If mailed, such notice shall be deemed to be deliverable when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted, or

the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

Section 10. Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board and if such written consent is filed with the minutes of proceedings of the Board of Directors.

## **ARTICLE V**

### **Officers**

Section 1. Number. The Board of Directors shall elect a President, a Secretary, a Treasurer, one or more Vice Presidents, and from time to time may appoint such Assistant Secretaries, Assistant Treasurers, and such other officers, agents and employees as it may deem proper. The same person, except offices of President and Secretary, may hold any two (2) offices.

Section 2. Term. The term of office of all officers shall be one (1) year and until their respective successors are elected and qualified.

Section 3. Vacancies and Removal. The Board of Directors at any regular or special meeting may fill vacancies in any office arising from any cause. Any

officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. The Board of Directors may fill a vacancy in any office arising from any cause for the unexpired portion of the term.

Section 4. President. The President shall preside over all meetings of the Board of Directors and Members of the Foundation. The President shall have and exercise such additional powers as may be delegated to the President from time to time by resolution of the Board of Directors. The President shall also serve as the Chair of the Executive Committee and as an ex-officio member of all other committees of the Foundation. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director.

Section 5. Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President.

Section 6. Secretary. The Secretary shall be responsible for making and preserving in the books of the Foundation a record of all meetings of the Members and the Board; the preparation and mailing of all required notices of all meetings of the Foundation, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his or her office which may be delegated to him or her by the President or Board of Directors.

Section 7. Treasurer. The Treasurer shall be responsible for the full and accurate record of all receipts of monies and all disbursements thereof, and shall verify



that all monies, assets, or valuable effects are deposited to the credit of the Foundation by and in its corporate name and in such depository as shall be designated by the Board, shall see to it that the funds of the Foundation and disbursements of same shall be ordered by the Board with prepared vouchers, shall prepare and present to the Members at each Annual Meeting, or to the Board whenever they shall by resolution require a full and complete statement of the financial affairs of the Foundation. The Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by President or by the Board of Directors.

## **ARTICLE VI**

### **Executive Committee**

Section 1. Composition. The Executive Committee shall be composed of the Officers, the Immediate Past President, and at the option of the President, up to two Trustees (who may also be Directors.)

Section 2. Responsibilities. The Executive Committee shall be authorized to act on behalf of the Board of Directors, consistent with the policies of the Foundation, between meetings of the Board of Directors and during the months in which the Board of Directors does not meet. The actions of the Executive Committee will be subject to ratification or disapproval by the Board of Directors at the next Board of Directors meeting.

## **ARTICLE VII**

Section 1. Standing Committees. The Foundation may establish Standing Committees including the following:

- A. Finances: Responsible for reviewing and supervising investments, as well as the annual budget.
- B. Nominating: Responsible for identifying future Board members and officers; this committee is not intended to only meet once a year, but to meet periodically and discuss potential future leaders identified.
- C. Grant Review: Responsible for the review of applications for grants.

Section 2. Appointment of Chairs. Within thirty (30) days of elections, the President shall appoint a Chair and members to all Standing Committees with the advice of the Board of Directors. The Chairs of all Standing Committees shall be chosen from among the Board.

Section 3. Authority of Committees. Committees shall provide advice and recommendations to the Board on matters of policy and governance, and shall have decision-making authority as specifically delegated to the Committee by the Board.

Section 4. Scope. Every three years, the Board shall review the charge, scope, and responsibilities of all Standing Committees and make appropriate changes in the roles of each Standing Committee as may be required.

Section 5. Other Committees. The Board may, from time to time, establish such other Committees as may be necessary to carry out the purpose, goals, and objectives of the Foundation. Within thirty (30) days of the creation of such other committees by the Board, the President shall appoint the Chair and members of such committees, with the advice and consent of the Board. Members shall be eligible to serve on any committee other than a Standing Committee.

Section 6. Term of Committee Appointment. All committee appointments shall continue until their successors are appointed, or until their resignation.

Section 7. Committee Vacancies. Vacancies by resignation or otherwise shall be filled by the President with thirty (30) days of their occurrence. Upon failure to do so, the Board may do so by a majority vote at the next regular Directors' meeting or a Special Meeting called for such purpose in accordance with these by laws.

## **ARTICLE VIII**

### **Compensation**

The Officers and Directors of the Foundation are volunteers and shall receive no compensation for their services as Directors. They may, however, make payments for such clerical assistance and for such professional services, as approved by the Board of Directors for the conduct of the affairs of the Foundation. Under no circumstances shall the Foundation make loans to officers and Directors.

## **ARTICLE IX**

### **Indemnification**

Section 1. Indemnification in Actions Arising Out of Capacity as Officer, Director, or Employee Acting in a Management Capacity on Behalf of the Foundation.

The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including appeals (other than an action by or in the right of the Foundation), by reason of the fact that the person is or was a director, officer, or employee acting in a managerial capacity on behalf of the Foundation, or is or was serving at the

request of the Foundation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed in to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or in Right of Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee acting in a managerial capacity on behalf of the Foundation, or is or was serving at the request of the Foundation, as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such 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 the Foundation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification When Successful. To the extent that a director, officer, or employee acting in a managerial capacity on behalf of the Foundation has been successful in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article IX, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on another claim, issue, or matter in such action, suit or proceeding.

Section 4. Determination of Meeting Applicable Standard. Any indemnification under Sections 1 and 2 of this Article IX (unless ordered by a court) shall be made by the Foundation only as authorized in a specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article IX. Such determination shall be made either:

A. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to,

such claim, action, suit, or proceeding; or

B. If such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses in Advance of Disposition of Action. Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit, or proceeding shall be paid by the Foundation in advance of the final disposition of such claim, action, suit, or proceeding as authorized in the manner provided in Section 4 of this Article IX upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Foundation as authorized in this Article IX.

Section 6. Non-exclusivity of Article IX. The indemnification authorized in and provided by this Article IX shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, or vote of the Board of Directors, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The Foundation may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, 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 the Foundation is required or permitted to indemnify him or her against such liability under the provisions of this Article V or any statute.

Section 8. Amendment of this Article IX. This Article IX of the By-Laws of ICBA Foundation shall not be altered, amended, or repealed unless by and with the unanimous consent and approval of the Board of Directors.

## **ARTICLE X**

### **Executive Director**

Section 1. Title. The Executive Director of the Ingham County Bar Association shall serve as the Executive Director of the Foundation and provide for the direction and supervision of the Foundation's service in accordance with the policies established and programs provided by the Board.

Section 2. Responsibilities. The Executive Director shall attend all meetings of the Board, the Members, and the Executive Committee, and may attend all meetings of all committees.

## **ARTICLE XI**

### **Contracts**

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officers, agent or employee shall have any power or authority to bind the

Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE XII**

### **Fiscal Provisions**

Section 1. Fiscal Year. The fiscal year of the Foundation shall be July 1 to June 30 of each year.

Section 2. Deposits and Signatures. Any of the funds of the Foundation on deposit with any bank, trust, or mutual fund shall be subject to withdrawal on the signatures of such persons as may be determined from time to time by resolution of the Board of Directors.

Section 3. Annual Audit. Independent auditors who shall be selected by the Board of Directors shall audit the books and accounts of the Foundation annually. A copy of each such report of audit shall be delivered to each member of the Board and shall be published in the Ingham County Bar Association Briefs publication at least 30 days prior to the annual meeting of the Foundation. The books of account of the Foundation and reports of audit shall be open to inspection by any Member at all reasonable times.

Section 4. Fiscal Agents. The Board of Directors may employ one or more fiscal agents to handle the details of its investment programs under its general supervision including the purchase and sale of securities and other investments and the keeping of Foundation accounts and records.



### **ARTICLE XIII**

#### **Agents and Representatives**

The Board of Directors may appoint such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

### **ARTICLE XIV**

#### **Exempt Activities**

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE XV**

#### **Advisory Committee**

The Board of Directors may appoint at least two (2) Directors from their number to serve on one or more advisory committees, and at any time may appoint additional members thereto. The member of any such committee shall serve as such at the pleasure of the Board of Directors. Such advisory committees shall consult with and aid the officers of the Foundation in all matters designated by the Board of Directors,

subject to the restrictions imposed by the Internal Revenue Code and the tax code for the State of Michigan. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The members of any advisory committee shall not receive any stated salary for their services as such, but may be reimbursed for any actual expenses incurred in the performance of duties on behalf of the Foundation.

## **ARTICLE XVI**

### **Investments**

The Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XVII**

### **Parliamentary Authority**

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Foundation may adopt.

## **ARTICLE XVIII**

### **Amendments**

Except as otherwise provided herein, these By-Laws shall not be altered, amended or repealed unless by and with the consent and approval of a majority of the Directors elected and then serving.

## **ARTICLE XIX**

### **Non Profit Status**

The Foundation shall remain a non-profit organization in perpetuity.