

BYLAWS

OF

2ND SQUADRON, 1ST CAVALRY ASSOCIATION

A Michigan Nonprofit Corporation

BYLAWS

OF

2ND SQUADRON, 1ST CAVALRY ASSOCIATION

A Michigan Nonprofit Corporation

DEFINITIONS

For the purposes of these Bylaws, the terms set forth below shall have the meanings respectively ascribed thereto, except as may be otherwise clearly required by the context. Other terms are defined throughout these Bylaws.

A. The term "Act" means the Michigan Nonprofit Corporation Act, as it may be amended from time to time.

B. The term "Articles" or "Articles of Incorporation" means the Articles of Incorporation of the Corporation, as amended from time to time.

C. The term "Active Class Members" means those persons who honorably served in the 2nd Squadron, 1st (Armored) Cavalry in Vietnam at any time from 1967 through 1970.

D. The term "Associate Class Members" means those persons that wish to support the Corporation and participate in its activities, including family, friends, or any person who served in the 2nd Squadron, 1st (Armored) Cavalry during times other

than 1967 through 1970.

E. The term "Board" means the Board of Directors of the Corporation.

F. The term "Bylaws" means these Bylaws, as now in effect and as may be amended from time to time in accordance with the provisions hereof.

G. The term "Corporation" means the 2nd Squadron, 1st Cavalry Association, a Michigan nonprofit corporation.

H. The term "Director" means a member of the Board of Directors and "Directors" means the members of the Board of Directors.

I. The term "Members" means the Active Class Members and the Associate Class Members, collectively.

ARTICLE I

Name and Offices

Section 1. Name. The name of the Corporation is the 2nd Squadron, 1st Cavalry Association.

Section 2. Principal Office. The principal office of the Corporation shall be located at 911 N. Oakland, St. John, Michigan 48879. The Corporation may have such other offices and facilities within or outside the State of Michigan as the Board of Directors designates or as the business of the Corporation may require from time to time.

Section 3. Registered Office. The registered office of the Corporation shall be located at 911 N. Oakland, St. Johns, Michigan 48879. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purposes

Section 1. Purposes. The purposes for which the Corporation is organized include, without limitation:

- A. To preserve the history of the 2nd Squadron, 1st (Armored) Cavalry which served in Vietnam from 1967 through 1970.
- B. To promote and preserve the memories of those squadron members who were killed in combat and those who have died since their service with the unit.
- C. To support and promote activities commemorative of the 2nd Squadron, 1st (Armored) Cavalry which served in Vietnam from 1967 through 1970, which activities shall include, without limitation, organizing and providing reunions for fraternal gathering, organizing and providing tours, maintaining a website, and publishing a newsletter.

ARTICLE III Members

Section 1. Membership. The Corporation shall have two classes of Members: an Active Class and an Associate Class.

Section 2. Member's Rights and Reserved Powers. The Members of the Corporation shall be entitled to all rights and powers of a Member as may be set forth in the Articles of Incorporation, these Bylaws, or as may otherwise be provided under the Act. The following actions are reserved to the Active Class Members and shall not be effective without the advance approval of the Active Class Members:

- A. The election of Directors.
- B. The election of officers.

Section 3. Contributions. A sponsorship fee, in an amount to be

determined by the Board, shall be requested annually from all Active Class Members and Associate Class Members. Failure to pay this fee shall bear no consequences to the membership status of an Active Class Member. Associate Class Members who fail to submit this fee may be required to terminate their membership in the Corporation, at the discretion of the Board of Directors.

Section 4. Meetings. The annual meeting of the Members of the Corporation for transacting such business as may properly come before the meeting shall be held each year at such location as may be fixed by the Board, at such date and time as may be determined by the Board. Special meetings of the Members of the Corporation may be called by the President or by the Board and must be called by the President upon the written request of 10% of the Active Class Members of the Corporation. Such request shall state the purpose or purposes of the requested meeting. Only the business specified in the notice of the meeting may be transacted at a special meeting of the Members of the Corporation. Normally, the election of Directors and officers shall occur at the annual meeting which coincides with reunions/conventions of the Members.

Section 5. Notice of Meetings. Notice of the date, time, place and purposes of the annual meeting of Members of the Corporation shall be given to the Members of the Corporation not less than ten nor more than sixty days before the date thereof. Notice of all special meetings of the Members of the Corporation shall be given to each Member of the Corporation not less than ten nor more than sixty days before the date thereof. Such notice shall include the business proposed to be transacted at the meeting. Notice of any meeting may be waived in writing by any Member by filing a written waiver with the Secretary of the Corporation either before or after the meeting. Attendance of a Member of the Corporation at any meeting constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless such Member attends the meeting solely for the purpose of stating, at the beginning of the meeting, any objection or objections to the transaction of business.

Section 6. Giving of Notice. Notices shall be deemed given immediately upon personal delivery or five days following the date of dispatch of the notice via United States mail. Normally, notice shall be provided by United States mail through the

Corporation's newsletter. Notices that are provided by mail shall be deemed received hereunder only if addressed to the Member of the Corporation at the last address that the Member shall have provided in writing to the Secretary of the Corporation for receipt of notices.

Section 7. Quorum and Valid Actions. The presence of 11 Active Class Members shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Active Class Members at any meeting at which a quorum is present shall constitute the act of the Members. At all meetings of the Members of the Corporation, the President, or in his absence, his designee shall preside.

Section 8. Procedure. All meetings of the Members shall be governed by Robert's Rules of Order (Revised). The ruling of the presiding officer on a point of order shall be final unless overturned by a three-fourths vote of the Active Class Members entitled to vote thereon. The order of business shall be at the discretion of the presiding officer, who shall publish and/or announce any meeting's agenda prior to any consideration of agenda items. The presiding officer may consider additions to the agenda.

Section 9. Conference Telephone. A Member may participate in a meeting of the Members by means of a conference telephone or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 10. Voting. Active Class Members shall have full voting privileges with respect to any matter that may properly be brought before the Members for a vote and each Active Class Member shall be entitled to one vote upon each matter submitted to a vote of the Members; provided, however, that a Member of the Active Class shall only have such voting privileges for as long as such Active Class Member is in good standing with the Corporation. For purposes of these Bylaws, "good standing" shall mean that an Active Class Member's actions display significant and continuous agreement with the Purposes of the Corporation. Failure to adhere to the tenets and spirit of the Corporation shall constitute grounds for termination of the Active Class Member's membership in the Corporation. Such determination of

good standing and subsequent termination of an Active Class Member's membership rights shall be based upon the initiative and a majority vote of the Active Class Members entitled to vote thereon or by the initiative and a majority vote of the Board of Directors. Associate Class Members shall not be entitled to vote, but shall otherwise be allowed to attend and participate in meetings of the Members.

Section 11. Written Consent. Any action required or permitted to be taken by vote at any annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote if consents in writing, setting forth the actions so taken, are signed by Active Class Members of the Corporation having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which the Active Class Members entitled to vote thereon were present and voted. The written consent shall bear the date of signature of each Active Class Member who signs the consent.

Section 12. Resignation. A Member may resign by written notice to the Corporation. The resignation is effective upon receipt of such notice by the Corporation.

ARTICLE IV

Directors

Section 1. Oversight of Business and Affairs. All the corporate powers, except as otherwise provided in the Articles of Incorporation, these Bylaws, or the laws of the State of Michigan, shall be vested in the Board. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors. A Director shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case

prepared or presented by:

A. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

B. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

C. A committee of the Board of Directors upon which he does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

Section 2. Compensation. Directors shall not receive any compensation for their services, but a reasonable amount may be paid for reimbursement of expenses incurred in attending to their authorized duties, including, but not limited to, their attendance at meetings and seminars.

Section 3. Number, Classes, and Qualifications. All voting Directors shall also be Active Class Members. The Corporation shall initially have nine (9) voting Directors, which shall include at least one representative from each of the following five Troops: HQ, A, B, C, and D (the "Troop Representatives"). The duties of the Troop Representatives, in addition to duties incidental to that of a Director of the Corporation, shall include:

A. To serve as liaisons between their troops and the Board of Directors;

B. To support and work to maintain the morale of their respective troop members; and

C. To submit articles as requested by the Board or other officers for the Corporation's newsletter.

Section 4. Term of Office. Each Director shall serve a two-year

term, which terms may be renewed indefinitely.

Section 5. Vacancies. Any vacancy in the Director positions on the Board occurring at any term may be filled by the Board of Directors. Any Director so appointed to fill a vacancy shall serve as a Director until his or her successor has been duly elected, or until his or her resignation or removal.

Section 6. Meetings. The annual meeting of the Board shall be held each year, as soon as reasonably practicable after the annual meeting of the Members of the Corporation for such year, on such date and at such time and place as shall be designated from time to time by the Board. Regular meetings of the Board may be held at such times and place or places as shall be determined by the Board. Special meetings of the Board may be called by the President as he sees fit and must be called by the President upon the written request of any three members of the Board. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, any business may be transacted at any Board meeting.

Section 7. Notice of Meetings. Notice of the date, time, place and purposes of the annual meeting shall be given to each Director not less than ten nor more than thirty days before the date thereof. Notice of all regular or special meetings of the Board, except as otherwise provided, shall be given to each Director not less than two nor more than thirty days before the date thereof. Such notice shall specify the date, time and place of the meeting, but need not specify the purpose or purposes of the meeting. Notice of meetings shall be given in a manner determined by the Board from time to time.

Section 8. Waiver of Notice. Presence at any meeting of the Board of Directors shall constitute waiver of notice of the meeting, unless a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened. Notice also may be waived in writing, either before or after the meeting, by filing a written waiver with the Secretary or the President of the Corporation. Any waiver of notice need not specify the purpose or place of the meeting.

Section 9. Removal. Any Director may be removed from office by a majority vote of the Active Class Members at any time, with or

without cause, by providing written notice to the Director and the Corporation. Further, any Director may be removed by a majority vote of the Board of Directors, with cause, by providing written notice to the Director of the Corporation. For purposes of removal by the Board, "with cause" shall include, without limitation, a determination by the Board, after completion of what the Board deems to be a reasonable investigation, that removal of a Director is in the best interests of the Corporation.

Section 10. Resignation. A Director may resign by written notice to the Corporation. The resignation is effective upon receipt of such notice by the Corporation.

Section 11. Quorum and Valid Director Action. Except as otherwise provided by the Articles of Incorporation or these Bylaws, at all meetings of the Board, three Directors in office shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the members present thereat may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present. The act of a majority of the Directors present in person and voting at any meeting at which a quorum is present shall be the act of the Board unless otherwise provided by express requirement of Michigan law, the Articles of Incorporation, or these Bylaws. Participation in a meeting by means of electronic communication such as conference telephone or similar communications equipment shall be permitted on the terms described in Article III, Section 9.

Section 12. Procedure. All meetings of the Board shall be governed by Robert's Rules of Order (Revised). The ruling of the presiding officer on a point of order shall be final unless overturned by a three-fourths vote of the Directors at a meeting at which a quorum is present.

Section 13. Significant Decisions. Actions requiring any approval reserved to the Active Class Members, as set forth in Article III, Section 2 herein, may be voted on by the Board of Directors, but shall not be effective without the advance approval of the Active Class Members of the Corporation.

Section 14. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the action is taken by all of the voting Directors. Any such action shall be evidenced by one or more written consents describing the action taken and signed by each voting Director. Such action shall be effective when the last voting Director signs the consent; provided, however, that if the consent specifies an effective date, then such action shall become effective as of the specified date when the last voting Director signs the consent. A consent signed under this section has the effect of a meeting and vote for all purposes.

ARTICLE V Committees

Section 1. Committees. The Board of Directors may from time to time by resolution establish one or more committees consisting of one or more voting Directors and such other persons as it deems appropriate; provided however, that such other persons are Members of the Active Class. The duties and powers of each additional committee shall be as specified by the Board when establishing said committee, provided however, with the exception of the Executive Committee, that each committee shall serve solely in an advisory capacity to the Board of Directors regarding those aspects of the business and affairs of the Corporation to which it has been delegated responsibility. No committee, other than the Executive Committee, shall have the power or authority to take any action on behalf of the Corporation or the Board. The President, or his designee, shall serve as chairman of all committees, and the President shall appoint committee members. Notwithstanding the foregoing, no committee shall have the power or authority to: (i) amend the Articles of Incorporation of the Corporation; (ii) adopt an agreement of merger or consolidation; (iii) recommend to Members the sale, lease, or exchange of all or substantially all of the Corporation's property or assets; (iv) recommend to Members a dissolution of the Corporation or a revocation of a dissolution; (v) amend these Bylaws of the Corporation; (vi) fill vacancies in the Board; (vii) fix compensation of the Directors, if any, for serving on the Board or on a committee; or (viii) terminate memberships.

Section 2. Executive Committee. The Board shall designate an

Executive Committee, which shall consist of the President, the Vice-President, the Secretary, and the Treasurer. The Executive Committee shall meet as needed upon the call of the President, and except as otherwise limited by the Act, shall have the power and duty to conduct the affairs of the Corporation and to exercise the powers of the Board between meetings of the Board. The above notwithstanding, the Executive Committee shall not have the authority to act in regard to any of the rights and reserved powers of the Members, as set forth in Article III, Section 2 herein. The designation of the Executive Committee shall not operate to relieve the Board, or any individual member thereof, of any responsibility imposed by law.

Section 3. Standing Committees. The Board shall designate the following standing committees of the Corporation, consisting of one or more voting Directors and such Active Class Members as it deems appropriate. The President, or his designee, shall serve as chairman of all standing committees and shall appoint all standing committee members.

A. Bylaws Committee. The Bylaws Committee shall be responsible for continually monitoring these Bylaws with the goal of improving these Bylaws' utility to the Corporation. The Bylaws Committee shall recommend specific Bylaw changes to the Board and the Members for their consideration and approval. The Bylaws Committee shall also perform such duties as assigned from time to time by the Board.

B. Reunion Committee. The Reunion Committee shall be responsible for site selection, investigation, activities, planning and execution of all matters with respect to reunions of the Members. The Reunion Committee shall also perform such duties as assigned from time to time by the Board.

C. History Committee. The History Committee shall be responsible for the discovery, maintenance and preservation of the history of the 2nd Squadron, 1st (Armored) Cavalry which served in Vietnam from 1967 through 1970. The History Committee shall actively seek and verify all historical documents, records, photographs and other such memorabilia as it relates to the 2nd Squadron, 1st (Armored) Cavalry which served in Vietnam from 1967 through 1970, compiling a permanent record of the unit's accomplishments. The History Committee shall also perform such duties as assigned from time to time by the Board.

D. Nominating Committee. The Nominating Committee shall solicit Active Class Members who are in good standing with the Corporation and shall present consenting, qualified candidates to the Active Class Members for the election of Directors and officers. Any Active Class Member in good standing with the Corporation who wishes to have his name placed in nomination shall submit a candidate resume form to the Nominating Committee. The Nominating Committee shall publish the names and qualifications of candidates in the Corporation's newsletter prior to any election. In addition, any Active Class Member in good standing may be nominated from among the Active Class Members at a meeting of the Members at which elections are held, such nomination being subject to the approval of the Active Class Members. The Nominating Committee shall also perform such duties as assigned from time to time by the Board.

Section 4. Tenure of Committee Members. The members and chairman of each committee shall take office on the day of their appointment and hold office until the next Annual Meeting of the Board and until their successors shall have been appointed or until their earlier resignation, removal from office or death or until the committee has been dissolved.

Section 5. Resignation of Committee Members. Any committee member may resign therefrom by providing written notification of such resignation to the President, and any such resignation shall become effective immediately upon receipt of said written notification or at such later date as may be specified in the notification.

Section 6. Removal of Committee Members. Any committee member may be removed from office at any time, with or without cause, by the Board of Directors.

Section 7. Vacancies. Any vacancy occurring in the membership of a committee and any membership thereon to be filled by reason of an increase in the number of members of a committee shall be filled by the President, with the exception of vacancies on the Executive Committee, which shall be filled by majority vote of the Board of Directors.

Section 8. Compensation. Committee members shall not receive any salaries for their services, but a reasonable amount may be paid

for reimbursement of expenses incurred in attending to their authorized duties, including but not limited to, their attendance at meetings and seminars.

Section 9. Meetings. Meetings of any committee may be called at any time by the chairman of the committee or the President. Notice of any meeting of a committee must be given to each committee member not less than two nor more than ten days before the committee meeting. Notice of meetings shall be given in a manner determined by the Board from time to time. Except as otherwise specified in these Bylaws, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

Section 10. Quorum and Voting. A majority of the number of committee members entitled to vote shall constitute a quorum for the transaction of business at any committee meeting, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law. The act of a majority of members present in person at a meeting at which a quorum is present shall be an act of the committee.

Section 11. Committee Actions Without a Meeting. A committee may take action without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by a majority of the committee members. Such consents shall have the same effect as a vote.

Section 12. Recordation of Actions. All actions of any committee shall be recorded in minutes, if taken during a meeting, or in a written consent, if taken without a meeting, and shall be made available, upon request, to any Member or Director of the Corporation.

Section 13. Procedure. The committees may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE VI Officers

Section 1. Positions. The Active Class Members, at its annual meeting, shall elect from among the Directors a President, a Vice-President, a Secretary, and a Treasurer. Each officer shall serve a two-year term until his successor is elected and qualified.

Section 2. Other Officers. The Active Class Members may, from time to time, appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Active Class Members.

Section 3. Compensation. The officers of the Corporation shall not receive any compensation for their services to the Corporation as officers, other than reimbursement for reasonable out-of-pocket expenses incurred in performing such services.

Section 4. Removal and Vacancies. The officers of the Corporation may be removed from office at any time, with or without cause, by the Active Class Members, at any regular meeting or at any special meeting called for that purpose. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, shall be filled by the majority vote of the Directors then in office. Officers so chosen shall hold office until their successors are duly elected and qualified, or until their resignation or removal.

Section 5. Duties of President. The duties of the President shall include, without limitation:

1. To preside at all meetings of the Members, the Board of Directors, and those committees on which he serves as chairman;
2. To represent the Corporation in all matters pertaining to its affairs;
3. To appoint committee members and committee chairmen as provided herein;

4. To promote and protect the welfare of the Corporation, performing such other duties as mandated or incidental to the accomplishment of this goal; and

5. To perform such other duties as may be prescribed in these Bylaws or assigned by the Board from time to time.

Section 6. Duties of Vice-President. The duties of the Vice-President shall include, without limitation:

1. To assist the President in the performance of his duties;
2. To preside at all meetings of the Members and the Board of Directors in the absence of the President, assuming all charges and duties of the office of the President in his absence; and
3. To perform such other duties as may be prescribed in these Bylaws, requested by the President, or assigned by the Board from time to time.

Section 7. Duties of the Treasurer. The duties of the Treasurer shall include, without limitation:

1. To be responsible for the fiscal affairs of the Corporation and the reporting of those affairs to the Members and the Board.
2. To receive monies, pay legitimate obligations borne by the Corporation, maintain all ledgers and financial records, and submit regular reports as required by the Board.
3. To oversee the conservation and growth of the Corporation's assets;
4. To give to the Corporation, if required by the Board, a bond for the faithful discharge of his duties in such sum with such surety or sureties as the Board may determine;
5. To preside at all meetings of the Members and the Board of Directors in the absence of the President and Vice-President, assuming all charges and duties of those offices in their absence; and
6. To perform such other duties incident to the office and as

are from time to time assigned by the President or the Board.

Section 8. Duties of Secretary. The duties of the Secretary shall include, without limitation:

1. To record and maintain the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, and to publish and distribute and such minutes as directed by the Board from time to time;
2. To maintain membership rosters and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. To be custodian of the corporate records and seal of the Corporation, if any, and see that the seal of the Corporation is affixed to all documents wherein the same is required;
4. To preside at all meetings of the Members and the Board of Directors in the absence of the President, Vice-President and Treasurer, assuming all charges and duties of those officers in their absence; and
5. To perform such other duties incident to the office and as are from time to time assigned by the President or the Board.

Section 9. Customary Powers. To the extent the powers and duties of the several officers are not provided from time to time by resolution, these Bylaws, or the directive of the Board of Directors, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

Section 10. Acting Officers. The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board of Directors, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

ARTICLE VII

Handling of Investments and Funds

Section 1. Agreements. Except as otherwise provided in these Bylaws, the Board may authorize any officer, agent, or employee to enter into any contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of specific authorization, the President may sign any such contracts or instruments on behalf of the Corporation.

Section 2. Deposits. The Corporation's funds shall be promptly deposited to the credit of the Corporation in one or more banks, trust companies or other depositories as the Board or Treasurer may from time to time designate, and upon such terms and conditions as may be prescribed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 3. Records. The Corporation shall keep correct and complete records of all its financial transactions, which records shall be open to inspection at any reasonable time by any Director of the Corporation.

Section 4. Checks, Drafts, Orders for Payment. All checks, drafts or demands for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation as the Board may from time to time designate, and in such manner as may be prescribed by the Board. In the absence of specific signatories being designated by the Board, all such instruments shall be signed by the Treasurer and countersigned by President of the Corporation.

ARTICLE VIII

Indemnification

Section 1. Indemnification. Any person who, by reason of the fact that such person is or was a Director, officer, or other

volunteer of the Corporation or is or was serving at the request of the Corporation as a trustee, member, shareholder, officer, director, employee or agent of any other corporation, company, partnership, joint venture, trust, association or any other enterprise (collectively, the "Indemnities") may be indemnified by the Corporation in an amount and to the extent determined by the Board of Directors as permitted by applicable law, including for attorneys' fees and court costs, by reason of any act performed for or on behalf of the Corporation or in furtherance of the Corporation's business, or any omission to act, provided that (i) such indemnitee acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and (ii) the acts or omissions of such Indemnitee did not constitute willful misconduct, bad faith, fraud or breach of fiduciary obligation. Notwithstanding any other provisions of these Bylaws, the Corporation shall not indemnify a volunteer Director, volunteer officer or nondirector volunteer for any acts for which such individual may be liable to the Corporation or its Members described in Sections 209(c) or 209(e) of the Act.

Section 2. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE IX

Amendments to Bylaws

These Bylaws may be amended, modified or revoked either by a majority vote of the Active Class Members or by a majority vote of the Board of Directors.

ARTICLE X

General Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31, or such other date as shall be fixed from time to time by resolution of the Board.

Section 2. Seal. The Corporation may adopt a seal. If adopted, the seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Michigan."

Section 3. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

Section 4. Articles and Other Headings. The articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

Section 5. Internal Affairs. These Bylaws shall govern the internal affairs of the Corporation to the extent they are consistent with law and the Articles of Incorporation.

ARTICLE XI

Approval

Active Class Members of the Corporation on the 2nd day of September, 2000.

/s/ Richard Gray Secretary

DET_B\236306.1