

Brightmoor Alliance, Inc. Bylaws

Adopted on January 11, 2016

Adopted By: Board of Directors January 11, 2016

**BYLAWS OF
BRIGHTMOOR ALLIANCE, INC.**
(A Michigan Nonprofit Corporation)

ARTICLE I
OFFICES

Section 1.1. Name. The name of the organization shall be Brightmoor Alliance, Inc. (hereinafter the "Organization" or "Corporation").

Section 1.2. Offices. The Corporation shall maintain a registered office and a registered agent in the State of Michigan. The Corporation may have other offices within and without the State as are deemed necessary to the proper functioning of the organization.

ARTICLE II
PURPOSE

The purpose of the Corporation is to support the work of community organizations engaged in combating deterioration of the Brightmoor community in Detroit and to collaborate with other organizations providing job training, educational and housing opportunities for economically disadvantaged youth and residents of the community.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 this clause. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene 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 document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III
MEMBERS

Section 3.1. Membership. The Corporation shall have three tiers of members:

- a. Individual Members. Individuals over the age of eighteen (18) who maintain their principal residence in the Area, who maintain their principal place of employment in the Area or who maintain their principal place of worship in the Area.

b. Stakeholders.

i. Organizations. Organizations which maintain their principal place of business, conduct business in the Area, or which have run programs in the Area for the past two years and plan to continue to run programs in the Area for the coming two years.

ii. Business. Businesses with a place of business in the Area.

iii. Religious Institutions. Churches or other places of worship that hold services in the Area.

c. Youth. Individuals under the age of eighteen (18) whose principal residence is in the Area, who attend school in the Area or whose principal place of worship is in the Area.

d. At-Large . The board of directors may establish up to 4 designated seats on the board for individuals with specific skill sets deemed to add value, i.e, legal.

For purposes of this Section, the "Area" is defined to mean That portion of the city of Detroit, beginning at McNichols and Five Points, proceeding on McNichols east to Lahser, going north on Lahser to Bennett, east on Bennet to Bentler south on Bentler to McNichols, going east on McNichols to Evergreen, south on Evergreen to Grand River, south east on Grand River to Westwood, south on Westwood to Lyndon, Lyndon east to Grandville, Grandville south to Schoolcraft, east on Schoolcraft to M-39 Southfield freeway service drive, South on the service drive to I-96 Freeway, west on the I-96 service Drive to Evergreen, South on Evergreen to Fullerton, Fullerton west to Dale St., Dale north to Puritan, Puritan west to Five Points, Five Points north to McNichols

No person serving any publicly elected office or who has declared his/her candidacy for any publicly elected office may be an Individual member or a representative of any Stakeholder member.

Each Organization, Business or Religious Institution shall be entitled to one vote at the meeting of Members. Each Organization, Business or Religious Institution shall designate a representative on its membership application to attend the meetings of the Members and vote at such meetings. The representative can only be changed in writing by delivering a copy to the Secretary of the Corporation signed by the Pastor of the Religious Institution, the President of the Board of Directors of the Organization or the President or other owner of the Business.

Section 3.2. Rights and Responsibilities of Members. Each member is entitled to one vote on each matter submitted to a vote at the meeting of the members. The members will elect the Board of Directors of the Organization. Only members of the Corporation will be eligible to serve on the Board of Directors. Only those Members who have been members of the Organization for one (1) year maybe eligible for election to the Board of Directors.

Members shall abide by the rules of the organization.

Section 3.3. Application for Membership. Any person or stakeholder interested in becoming a member of the organization shall apply on the form created by the organization. The membership committee shall review the application to make sure the person satisfies the requirements for membership and shall notify the applicant of its decision.

Section 3.4. Resignation of Member. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

Section 3.5. Termination of Membership. Membership may be terminated for non-payment of dues. The Board of Directors may establish other rules for termination of membership. Such rules shall be reasonable, germane to the purpose of the organization and equally enforced.

Section 3.6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3.7. Dues. Membership dues shall be fixed by resolution of the Board of Directors. Dues for each category under the "Stakeholder" membership category may be set at different amounts. Only members that are current on dues twenty one (21) days before a meeting shall be entitled to vote.

Section 3.8. Meetings.

a. Annual Meeting. The Annual Meeting of Members shall be held in December of every year or such other time as the Directors may establish. At the Annual Meeting, Members shall consider the general policy or program of the Corporation, elect the Directors and transact any business as may properly come before the meeting.

b. Regular Meetings. The Members of the Corporation shall meet every two months.

c. Special Meetings. The Board of Directors may call a special meeting of the Members.

Section 3.9. Place and Time of Meetings. Each meeting shall be held at the place and time designated in the notice.

Section 3.10. Notice. Written notice of the time, place and purpose of each meeting shall be given to each Member of the Corporation no less than ten (10) and not more than sixty (60) days prior to the meeting. Acceptable forms of notice are regular mail, facsimile transmission, electronic mail or hand delivery..

Section 3.11 Quorum. Ten percent (10%) of the Members eligible to vote shall constitute a quorum for the purpose of electing directors and transacting the regular business of the membership.

Section 3.12. Proxies Voting. No voting by proxy shall be allowed at meetings of members

Section 3.13. Cumulative Voting. There shall not be cumulative voting by members for the Board of Directors.

Section 3.14. The Board of Directors or the Members may establish membership committees necessary to carry on the work of the Corporation. The Chair of all member committees shall report to the Board of Directors.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1. Purpose. The business and affairs of the Corporation shall be managed by Board of Directors.

Section 4.2. Number, qualification and Election. The Board of Directors shall consist of nine (9) members plus any appointed at-large by the board. Three board members shall be elected from the Individual membership tier; five board members shall be elected from the Stakeholder tier; and one board member shall be elected from the Youth membership tier. All members shall be allowed to vote for all directors representing each tier. All potential candidates must sign the ethics and duties documents prior to nomination and election.

Board members may only run as representatives of one membership tier, even if they are eligible to run from more than one tier. The representative designated by the Stakeholder is the only person that may run for the Board of Directors under the Stakeholder tier. Members of the same household or one degree of relationship (spouses, children, siblings and parents) may not serve on the board at the same time.

Section 4.3. Term of Office and Term Limits. A Board member shall serve a two-year term. Terms shall be staggered so approximately half of the members of the Board of Directors are elected the Individual and Stakeholder tier each year. The term of office of the Board of Directors will commence upon their election or appointment and will continue until the next annual meeting of the Alliance when their successors are elected and qualified or until their resignation or removal.

Board members shall be limited to a maximum of six (6) years of consecutive service on the Board of Directors. Board members will have to be off the board for two (2) years (one full term) before they are eligible to serve on the Board of Directors again, whether by election or appointment. These term limits apply regardless of the membership category the person seeks to represent or to the Stakeholder that they may represent. The six (6) year limit shall apply to the representative of the Stakeholder but not to the entity or organization itself.

A Director may hold office only so long as he/she is eligible to be a member of the Corporation. If the Director no longer satisfies the requirement for membership, he/she shall resign from the Board of Directors. If the Stakeholder wishes to change the designated person voting at members meeting and that person also serves on the Board of Directors under the Stakeholder tier, the Stakeholder must resign its position on the Board of Directors.

Section 4.4. Compensation. Directors will not receive any stated salaries for the services as directors. This does not preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 4.5. Resignation. A Director may resign by written notice to the Secretary of the Board of Directors, and the resignation is effective upon its receipt.

Section 4.6. Removal. A Director may be removed with or without cause:

- a. By a vote of 2/3 of the board members at a meeting of the board at which a quorum is present. The matter of removal may be acted upon at any such meeting of the board, provided that notice has been given to each board members; or.
- b. By a majority of all members of the organization provided notice is given to all members that the removal of a board member will be acted upon at the meeting.
- c. A Director is automatically removed for failure to attend three (3) regularly scheduled, consecutive Board of Directors meetings as unless the Board of Directors excuses the absence.

Section 4.7. Vacancies. Vacancies on the Board of Directors occurring by reason of resignation, removal or otherwise shall be filled by the affirmative vote of the Board of Directors at the next quarterly meeting. A member so elected shall come from the membership tier of the person he/she replaces and shall fill the unexpired term of the Director he/she replaces.

Section 4.8. Regular Meetings. The Board of Directors shall meet every two months. The Board may provide by resolution, without further notice other than such resolution, the time and place for holding such meetings.

Section 4.9. Special Meetings. Special meetings may be called by the President or a majority of the Board of Directors. Notice of special meetings may be given by mail, electronic mail, facsimile or in person to each board member not less than seventy-two (72) hours before such meetings. Those calling the special meeting may determine the place and time for holding the meeting. Attendance of a board member at a meeting constitutes waiver of notice, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.10. Quorum; Voting. A majority of board members constitutes a quorum for transaction of business at any meeting of the board. The vote of a majority of the board members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless a resolution of the Board of Directors requires the vote of a larger number.

Section 4.11. Proxies. There shall be no proxies at meetings of the Board of Directors.

Section 4.12. Remote Participation. A member of the board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 4.13. Informal Action. Any action may be taken by the Board without a meeting if a consent in writing or by electronic transmission, setting forth the action taken, is signed by all the board members. The consent shall set out the action taken and the signatures of all board members and shall be delivered to the Secretary.

ARTICLE V OFFICERS

Section 5.1. Officers. The Board of Directors will elect from among the Directors a President, Vice President, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer at its meeting immediately following the Annual Meeting.

Section 5.2 President. The President shall preside at all meetings of the Board of Directors and Members. S/he shall exercise general and active management of the business of the Corporation, shall report to and advise the Board of Directors on all significant matters of the Corporation's business, and shall see to it that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties of management usually vested in the office of the President of a Corporation and shall have such other powers and duties not inconsistent with these by-laws as may be assigned to him/her from time to time by the Board of Directors.

Section 5.3. Vice-President. In the absence of the President, or due to his/her inability to act from any cause, the Vice-President shall perform the duties of that office. Like the President, the Vice-President shall play a major role in resource development and in representing the Organization within and outside the community.

Section 5.4. Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Corporation, see that all notices are duly given in accordance with these bylaws or as required by law, maintain the official records of the organization and will perform any other duties prescribed by the Board of Directors.

Section 5.5. Treasurer. The Treasurer shall be responsible for financial management including keeping all appropriate fiscal records and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

Section 5.6. Assistant Secretary and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary and Treasurer and will perform any other duties prescribed by the Board of Directors.

Section 5.7. Term of Office. The Officers of the Corporation shall serve for a one-year terms. Officers may serve any number of consecutive terms.

Section 5.8. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the officer affected with the notice of the meeting. Removal from office does not necessarily constitute removal from the Board.

Section 5.9. Resignation. Any officer may resign at any time by delivering a written resignation to the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective.

Section 5.10. Vacancies. Vacancies may be filled at any meeting of the Board of Directors.

ARTICLE VI **COMMITTEES**

Section 6.1. Committees of the Board. The Board of Directors may designate standing and other committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation, and the Board shall further designate the individuals from their number to serve as Chairpersons of said standing committees. All committees will report to the Board of Directors. The Board may name members or non-members of the organization to serve on committees.

Section 6.2. Advisory Committees. The Board of Directors may designate one or more committees, standing or ad hoc, to make recommendations and give advice to the Board of Directors on such subjects as the Board of Directors shall specify.

Section 6.3. Term. Persons designated members of any of the foregoing committees shall serve until the next Annual Meeting of the Board of Directors and until their successors are duly designated and take office. Each committee designated pursuant to this Article 5, and each member thereof, shall serve at the pleasure of the Board of Directors.

Section 6.4. Procedure. Each committee shall establish a schedule for its meetings appropriate to its purpose and function shall keep minutes of its meetings and report its activities to the Board of Directors.

Section 6.5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which quorum is present shall be the act of the committee.

Section 6.6. Remote Participation. A member of a committee may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 6.7. Executive Committee. The Executive Committee shall be a permanent standing committee. It will be chaired by the President and will consist of all officers. The committee will serve as the central planning group for the organization and as an advisory group to the Board of Directors. It also will have full authority to act for the board in managing the affairs of the Corporation during the intervals between meetings of the board. The executive committee will present an annual budget to the board for approval. The executive committee will meet from time to time, as the President or a majority of its members deem appropriate.

ARTICLE VII
INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEE AND AGENTS

Section 7.1. Liability of Directors. A Director is not liability if the Directors has discharged the duties of his or her position in good faith and with that degree of diligence, care and skill with which an ordinarily prudent person would exercise under similar circumstances in a like position.

Board Members who vote for, or concur in, any of the following corporate actions which are contrary to the Michigan Nonprofit Corporation Act or contrary to any restriction in the Articles of Incorporation or Bylaws are jointly and severally liable to the Corporation to the extent of any legally recoverable injury suffered by such persons as a result of the action, but not to exceed the amount unlawfully paid or distributed. Such actions include: (a) distribution of assets to Directors; (b) distribution of assets to Directors during or after dissolution of the Corporation without paying, or adequately provided for, all known debts, obligations and liabilities of the Corporation or of a subsidiary; or (c) making a loan to a Director, or employee of the Corporation.

Section 7.2. Indemnification of Directors and Officers:

Claims Brought by Third Parties. The Corporation may, to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act or other applicable law, as the same presently exists or may hereafter be amended (the "Act"), indemnify a Director or Officer (the "Indemnitee") who was or is a party or is threatened to be made a party to the threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigate and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the 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 for profit, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be n or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.3. Indemnification of Directors and Officers: Claims Bought By or In the Right of the Corporation. The Corporation may, to the fullest extent authorized or permitted by the Act, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a Director, Office, Employee, or Agent of the Corporation, or is or was serving at the request of the 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, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the 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 Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 7.4. Actions Brought by the Indemnitee. Notwithstanding the provisions of Section 7.1 and 7.2, the Corporation shall not indemnify an indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board of Directors of the Corporation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

Section 7.5. Approval of Indemnification. An indemnification under Section 7.1 or 7.2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 7.1 and 7.2 of this Article. This determination shall be made promptly in any of the following ways:

- a. By a majority of vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding.
- b. If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Directors.
- c. By independent legal counsel in a written opinion.

Section 7.6. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 7.1. or 7.2 of this Article shall be paid promptly by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 7.7. Partial Indemnification. If an Indemnitee is eligible for indemnification under Sections 7.1 or 7.2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is eligible to be indemnified.

Section 7.8. Indemnification of Employees and Agents. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time-to-time by the Board of Directors.

Section 7.9. Other Rights of Indemnification. The indemnification or advancement of expenses provided under Section 7.1 to 7.7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, 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 for in Sections 7.1 to 7.7 of this Article continues as to a person who ceases to be a Director, Officer, Employee, or Agent and shall inure to the benefit of their heirs, executors, and administrators of the person.

Section 7.10. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Act.

Section 7.11. Severability. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all aspects as if the invalid or unenforceable matter had been omitted.

Section 7.12. Definitions. "Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a Director, Officer, Employee, or Agent of the corporation which imposes duties on, or involves services by, the Director, Officer, Employee, or Agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in Section 7.1 and 7.2.

ARTICLE VIII **FISCAL YEAR AND AUDITS**

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end of the last day of December of each year.

Section 8.2. Annual Audits. If determined by the Board of Directors or required by the funders of the Corporation, there shall be an annual audit of the financial statements of the Corporation by an independent certified public accountant approved by the Board of Directors.

ARTICLE IX
CONFLICT OF INTEREST

Section 9.1. Purpose. The purpose of the conflict of interest policy is to protect the interests of this organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2. Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer, staff member, or member of a committee with governing board delegated powers, may be seen as competing with the interests or activities of this Organization, or the director, officer, staff member, or committee member has a financial or other material interest as a result of a direct or indirect relationship.

Section 9.3. Interested Person Defined. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. An interested person is also defined as any person related, either through business or family relations, to any person who is subject to a conflict of interest with the Organization.

Section 9.4. Financial Interest Defined. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement;
- b. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement; or
- d. The potential to realize a financial benefit that cannot be characterized as a potential ownership or investment interest but that nevertheless inures to the benefit of a person as a result of a transaction or arrangement into which the Organization enters. Compensation includes direct and indirect remuneration both for services rendered and for duties performed. Compensation also includes gifts or favors that are not insubstantial.

Section 9.5. Disclosure Required. Any possible conflict of interest shall be disclosed to the board of directors by the person concerned, if that person is a board member or the president of the Organization. If that person is a member of the staff, he or she shall disclose any possible conflict of interest to the President, or to such person or persons as the President may designate.

Section 9.6. Determining Whether a Conflict of Interest Exists. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the board of directors or its committee, excluding the person concerning whose situation the doubt has arisen and any persons related to that person who may be deemed an interested party under Section 9.3.

Section 9.7. Action Taken in the Event of a Conflict of Interest. Upon determining that a conflict of interest exists, the Board of Directors may nevertheless decide to enter into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization so long as the following protocol is observed:

- a. Abstinance from Vote. When any conflict of interest is relevant to a matter requiring action by the board of directors, the interested person shall call it to the attention of the board of directors or its appropriate committee and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof. Any related person (either through business or family) who may also be deemed an interested person under the definition in section 7.3 shall also abstain from voting on the matter.
- b. Absence from Discussion. Unless requested to remain present during the meeting, the person having a conflict (and any related persons under the definition in section 7.3) shall retire from the room in which the board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the board or committee with all relevant information.
- c. Exploration of Alternative Arrangements or Transactions. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. Evaluation of Transaction or Arrangement. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- e. Appointment of a Disinterested Person to Investigate Alternative Arrangements or Transactions. If appropriate, the board shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- f. Record of Proceedings. The Minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 10.1. Contracts, Conveyances, Etc. All conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or Agents as may be specifically authorized by the Board of Directors.

Section 10.2 Execution of Instruments. All Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money in the amount of \$1,000 may be signed and countersigned by any two of the following officers: The President, the Vice

President, the Secretary or the Treasurer; instruments and documents in an amount less than \$1,000 may be signed by any one of the foregoing officers of the Corporation.

Section 10.3. Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized so to do, any Officer or agent of the Corporation may affect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual, and or such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, any and all stocks, securities and other personal property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 11.3 shall be express and confined to specific instances.

Section 10.4. Corporate Seal. If the Corporation has a corporate seal, it shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Michigan". The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

Section 10.5. The Executive Director. The Executive Director, subject to the supervision by the Board of Directors, shall have general responsibility for the activities of the Corporation, including hiring and firing all other employees of the Corporation, and shall be empowered to sign and execute in the name of the Corporation such documents as are appropriate for the carrying out of such responsibility. The Executive Director will be responsible for executing the policies, orders, and resolutions of the Board and will perform any other duties assigned by the Board of Directors.

ARTICLE XI **AMENDMENTS AND ADDITIONS**

Section 11.1. Amendments. The power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors. The Directors must be notified at least twenty-eight (28) days in advance of any meeting in which the alteration, amendment or repeal of these bylaws will be discussed. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director participates in a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. These Bylaws may be altered or amended, by a majority vote.

Section 11.2. Rules and Regulations. The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

BYLAWS OF BRIGHTMOOR ALLIANCE, INC.

Amended by the Board of Directors on this 11th day of January 2016

Ora Willams, Secretary, Board of Directors

January 11, 2016