

**BYLAWS
OF
482Forward
(a Michigan nonprofit corporation)**

**ARTICLE I
CORPORATE PURPOSE**

Section 1.1 General Purpose. The general purpose of the Organization is to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 1.2 Specific Purpose. The specific purpose of the Organization is to develop activities and programs to educate and support Detroit parents, youth, and community members to build stronger public schools and improve student achievement.

Section 1.3 Powers of Organization. The Organization shall have and exercise all rights and powers conferred on Corporations under the Michigan Nonprofit Corporation Act, provided however, that this Organization is not empowered to engage in any activity which is itself not in furtherance of its purposes as set out in Section 1.1.

Section 1.4 Prohibition Against Private Benefit. No part of the net earnings, properties or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Organization, except that the Organization is authorized and empowered to pay reasonable compensation for the services rendered.

Section 1.5 Continuation of Purpose. On liquidation or dissolution of the Organization, the Board of Directors (Coordinating Committee) shall, after paying or providing for all debts and obligations, distribute and pay over all properties and assets of this Organization remaining to any other such fund, foundation or Organization organized and operated for similar charitable or religious purposes, as the Coordinating Committee shall determine and as shall at the time qualify as a tax exempt organization under the Internal Revenue Code Section 501(c)(3) or as the same may be amended.

Section 1.6 Prohibition against Lobbying. This Organization shall not as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation. Neither shall the Organization participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 1.7 Organizing Principles.

- (a) All children have the right to an excellent education, regardless of their race or socioeconomic status

- (b) Families have the right to help define solutions to problems in their schools and their communities
- (c) Student success is the collective responsibility of our entire community

ARTICLE II OFFICES

Section 2.1 Business Offices. The principal office of the Corporation in the State of Michigan shall be at such location as the Coordinating Committee shall determine. The Corporation may have such other offices, either within or without the State of Michigan, as the Coordinating Committee may determine from time to time.

Section 2.2 Registered Office. The Corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Michigan. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERS

Section 3.1 Members. The Corporation shall have two classes of membership, namely, organizational membership ("Organizational Membership" or "Member Organizations") and individual membership ("Individual Membership" or "Individual Members"), but shall have no capital stock.

Section 3.2 Organizational Membership. Organizational Members of the Corporation are any faith-based, school or other organizations that demonstrate a significant commitment to the Corporation's mission, meet the membership criteria as established by the Coordinating Committee from time to time, have paid their membership dues, and are in good standing with the Corporation. "Member Organizations" of the Corporation refers to each congregation, school or organization that has paid its dues and is in good standing with the Corporation.

Section 3.3 Individual Membership. Individual Members are any parents, youth, or community members who demonstrate a significant commitment to the Corporation's mission through active participation in the Action Team of a Member Organization, meet the membership criteria as established by the Coordinating Committee from time to time, have paid their membership dues, and are in good standing with the Corporation.

Section 3.4 Procedure For Admission of Member Organizations. Admission of Organizational Members shall be upon written application, with such application to be delivered to and voted upon by the Coordinating Committee. Membership shall be conferred upon the affirmative vote of two-thirds (2/3rds) of the Coordinating Committee members present at a meeting at which a quorum is present. Any member of the Coordinating Committee may, at any regular

Coordinating Committee meeting, give notice of his or her intent to move for the admission of a member that meets the criteria of Section 3.2 or 3.3 above. All Organizational Members shall enter into a membership agreement with the Corporation.

Section 3.5 Procedure For Admission of Individual Members. Admission of Individual Members shall be upon written application, with such application to be reviewed according to the decision-making processes of the Action Team of the Member Organization or of the Coordinating Committee. Individual Membership in the Corporation shall be conferred automatically upon the admission by a Member Organization of an Individual Member.

Section 3.6 Removal of Members. Any Organizational Member or Individual Member of the Corporation who ceases to meet the requirements of membership qualification shall automatically cease to be a Member under such classification. If any member does or fails to do any act which materially impairs the purposes of the Corporation or if any member clearly violates in fact or in spirit any standard of conduct or ethics adopted by the Corporation, then the Coordinating Committee may censure, suspend or expel such member from membership upon such terms and conditions as the Coordinating Committee may determine. The Coordinating Committee may give such members such notice and opportunity for a hearing before the Coordinating Committee as it determines to be fair and equitable under the circumstances. Any member may be suspended for failure to pay amounts due to the Corporation pursuant to Sections 3.2 and 3.3. Additionally, the Coordinating Committee may adopt such policies and procedures for revoking a member's membership in the Corporation as it may determine and in accordance with the Act. Any Coordinating Committee action under this Section 3.6 shall be subject to the affirmative vote of two-thirds (2/3rds) of the Coordinating Committee present at a meeting at which a quorum is present.

Section 3.7 Voting Rights of Members/Election of Directors. Each Organizational Member of the Corporation shall have the right to elect a representative, by majority vote of the Individual Members of that Member Organization, as a Director of the Corporation (Coordinating Committee Member) pursuant to Article IV hereunder. Each Coordinating Committee Member elected by an Organizational Member must be an Individual Member in good standing of that Member Organization. Individual Members may also amend the platform and adopt new campaigns pursuant to Section 3.8, amend the Articles of Incorporation ("Articles") and, along with the Coordinating Committee Members, these Bylaws in accordance with Article IX and the Act. Aside from the rights set forth in these Bylaws or the Act, Organizational Members and Individual Members shall not have any voting rights on any other issue or proposition.

Section 3.8 Semi-Annual Meeting of Voting Members. The regular semi-annual meeting of the Members of the Corporation shall be held in Spring and Fall, at such time, date and place as the Coordinating Committee may provide by resolution, for the appointment of Directors as provided in Section 4.2, for the amendment of the platform, for the adoption or dissolution of network campaigns, and for the transaction of such other business as may properly come before the meeting. Proposed platform amendments and campaign adoptions and dissolutions may be submitted by any Member Organization and must be approved by a simple majority (50% + 1) of Individual Members present. Staff shall be responsible for ensuring full and timely

implementation of all proposals adopted by Individual Members during the semi-annual meetings.

Section 3.9 Special Meetings. Special meetings of members may be called by the President, the Coordinating Committee, or not less than one-tenth of all Individual Members.

Section 3.10 Notice. Written or printed notice stating the time, date and place of the meeting of Members, and in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than three days nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Coordinating Committee, or the Individual Members calling the meeting, to each Individual Member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Individual Member at his/her address as it appears on the books of the Corporation, with postage prepaid. Failure to deliver such notice or obtain a waiver thereof shall not cause the meeting to be lost, but it shall be adjourned by the Members present for a period not to exceed thirty days until any deficiency in notice or waiver shall be supplied. Upon written request to the Secretary, any Individual Member shall be entitled to receive a list of the names and addresses of all Individual Members.

Section 3.11 Quorum. A majority of the Organizational Members shall constitute a quorum for the transaction of business at any meeting of the members; but if less than a majority of the Organizational Members is present at such meeting, a majority of the Organizational Members present may adjourn the meeting and reconvene from time to time without further notice.

Section 3.12 Manner of Acting. The act of a majority of the Individual Members present at a meeting at which a quorum is present shall be the act of the members of the Corporation, unless the act of a greater number is required by law or by these Bylaws.

Section 3.13 Informal Action by Members. Any action required by law to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Individual Members.

Section 3.14 Membership Dues. Organizational Members and Individual Members shall pay reasonable, annual dues. The Coordinating Committee shall determine the dues for all Members. Such dues shall be based on a sliding scale according to the ability of each Member to pay and shall not be onerous or burdensome to any Member. Organizational Members that are not able to meet their dues obligation shall submit a plan and a timetable to the Coordinating Committee for reaching its dues commitment. In extreme cases, the Coordinating Committee may waive all payment of dues upon application of any member made to the Coordinating Committee.

Section 3.15 Transfer. Membership in the Corporation is non-transferable or assignable.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors, called the Coordinating Committee. The Coordinating Committee shall have all powers of a Board of Directors as set forth in the Act and these Bylaws.

Section 4.2 Number, Eligibility and Term. At the semi-annual meeting of the members, each Organizational Member of the Corporation shall elect a representative, by majority vote of the Individual Members of that Member Organization, as a Director of the Corporation ("Coordinating Committee Member"). Each Coordinating Committee Member elected by an Member Organization must be an Individual Member in good standing of that Member Organization. The elected Coordinating Committee Members shall select two (2) additional non-member Coordinating Committee Members from a pool of no less than five (5) applicants provided by the Executive Director(s) of the Corporation. There shall be no less than five (5) and no more than fifteen (15) Coordinating Committee Members. Coordinating Committee Members shall have equal voting privileges to consist of one (1) vote each. The Coordinating Committee Members shall be elected for a single three (3) year term unless they resign or are removed. No Coordinating Committee Member can be re-elected in consecutive terms, but may be elected for non-consecutive terms of office.

Section 4.3 Removal of Coordinating Committee Members. Any Coordinating Committee member may be removed for cause by the vote of two-thirds of the Coordinating Committee Members present at a meeting at which a quorum is present, excluding the Coordinating Committee member in question.

Section 4.4 Vacancies. Whenever a vacancy occurs on the Coordinating Committee by reason of death, resignation, incapacity, removal or otherwise, such vacancy shall be filled in the same manner in which the seat was originally filled. That is, a vacating Coordinating Committee Member who was elected by a Member Organization shall be replaced by that same Member Organization at the next semi-annual membership meeting. A vacating non-member Coordinating Committee Member shall be replaced by a majority vote of the elected Coordinating Committee Members on a pool of candidates provided by the Executive Director(s) of the Corporation within three (3) months of the vacancy.

Section 4.5 Regular Meetings. A regular annual meeting of the Coordinating Committee shall be held upon notice each year in the first half of the fiscal year or at such other time as determined by the Coordinating Committee, and shall be called by the President, or if none, by any Coordinating Committee Member. The Coordinating Committee may provide by resolution the time for the holding of additional regular meetings of the Coordinating Committee with notice to be given as set forth herein; provided, however, that the Coordinating Committee shall meet at a minimum eight (8) times per year. All regular meetings of the Coordinating Committee shall be held at the principal office of the Corporation, unless by resolution of the Coordinating Committee another place for holding the meeting is established. Meetings may also be held by telephone or other means of communication as permitted by the Act or these Bylaws.

Section 4.6 Special Meetings. Special meetings of the Coordinating Committee may be called by or at the request of the President or any Coordinating Committee Member. All special meetings of the Coordinating Committee shall be held at the principal office of the Corporation, unless by resolution of the Coordinating Committee another place for holding the meeting is established. Notice of any special meeting shall state the purpose(s) of the special meeting. Special meetings may also be held by telephone or other means of communication as permitted by the Act or these Bylaws.

Section 4.7 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called (provided that other matters not described in such notice may also be discussed at such meeting), shall be delivered by or at the direction of the person or persons calling such meeting, to each Coordinating Committee Member not less than ten (10) days before the date of the meeting. Such notice shall either be delivered in person, by regular mail, electronic mail, or other form of communication permitted by the Act or these Bylaws. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed to the Coordinating Committee Member at his or her address as it appears on the books of the Corporation, with postage thereon prepaid. However if three successive letters mailed to the last known address of any Coordinating Committee Member are returned as undeliverable, no further notices to such Coordinating Committee Member shall be necessary until another address for such Coordinating Committee Member is made known to the Corporation. All other methods of notice shall be effective when received. Whenever any notice is required to be given under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein for giving notice, shall be deemed equivalent to the giving of such notice. Unless otherwise expressly provided for herein, all notices shall be given as provided in the Act.

Section 4.8 Quorum. At least fifty percent (50%) of the Coordinating Committee Members serving the Corporation at the time of notice of a meeting of the Coordinating Committee (whether regular or special) is given shall constitute a quorum for the transaction of business at such meeting of the Coordinating Committee; but if less than a quorum of the Coordinating Committee Members are present at said meeting, a majority of the Coordinating Committee Members present may adjourn and reconvene the meeting from time to time without further notice.

Section 4.9 Manner of Acting. The act of a majority of the Coordinating Committee Members present at a meeting at which a quorum is present shall be the act of the Coordinating Committee, unless the act of a greater number is required by law or these Bylaws.

Section 4.10 Compensation. Coordinating Committee Members shall not receive any compensation for their services as such.

Section 4.11 Action Without Meeting. Any action required by law to be taken at a meeting of the Coordinating Committee, or any action which may be taken at a meeting of the Coordinating Committee, may be taken without a meeting by less than unanimous written consent if a notice stating the action to be taken and the time by which a Coordinating Committee Member must respond is transmitted in writing to each Coordinating Committee Member, and

each Director by the time stated in the notice either: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and (iii) fails to demand that action not be taken without a meeting. All communications under this Section 4.11 may be transmitted or received by the Corporation and the Coordinating Committee Members by fax, e-mail, or other form of wire or wireless communication or any other form of communication permitted by the Act. The act of a majority of the Coordinating Committee Members constituting a quorum shall be the act of the Coordinating Committee under this 4.11.

Section 4.12 Telecommunication Meetings. Each of the Members of the Coordinating Committee consent and agree that one or more Members may participate in a meeting by means of telephone or video conference, Internet, e-mail or similar communication equipment by which all Members participating in the meeting can either hear or communicate with each other at the same time and such participation shall constitute presence at the meeting.

Section 4.13 Platform and Campaigns. Proposed platform amendments and campaign adoptions and dissolutions may be submitted to the Coordinating Committee by any Member Organization and must be approved by a simple majority (50% + 1) of Coordinating Committee Members present. Staff shall be responsible for ensuring full and timely implementation of all proposals adopted by the Coordinating Committee.

ARTICLE V OFFICERS

Section 5.1 Officers. The officers of the Corporation (“Officers”) shall be one (1) President, one (1) Secretary, one (1) Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article V. The Coordinating Committee may elect or appoint such other Officers as it shall deem desirable, including a Vice President and an Executive Director, and such Officers shall have the authority and perform the duties prescribed, from time to time, by the Coordinating Committee.

Section 5.2 Election and Term of Office. The Officers of the Corporation shall be elected for a three (3) year term by the Coordinating Committee by a show of hands or, in the event of a competitive seat, by secret ballot at a regular annual meeting of the Coordinating Committee. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Coordinating Committee. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 5.3 Removal. Any Officer elected or appointed by the Coordinating Committee may be removed by the Coordinating Committee whenever in its judgment the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Coordinating Committee for the unexpired portion of the term at any regular meeting of the Coordinating Committee.

Section 5.5 President. The President shall be the principal executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members of the Coordinating Committee and shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Coordinating Committee or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Coordinating Committee from time to time.

Section 5.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Coordinating Committee; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Coordinating Committee.

Section 5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Coordinating Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Coordinating Committee.

Section 5.8 Vice President. If there is a Vice President, and in the absence of the President or in the event of the inability or refusal to act of the President, the Vice President may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Coordinating Committee.

Section 5.9 Executive Director(s). The Executive Director(s) shall be responsible for the day-to-day operations of the Corporation. The Executive Director(s) shall, subject to the general direction and control of the Coordinating Committee, have the general supervision, direction, and control over the personnel, business and affairs of the Corporation and its officers, agents and employees. The Executive Director(s) with the authorization of the Coordinating Committee may sign deeds, leases, mortgages, deeds of trusts, or other documents of conveyance or encumbrance of any real property owned by the Corporation. He, she, or they shall also perform all duties incident to the office of Executive Director and such other duties as may be assigned by the Coordinating Committee from time to time. The number, type of position, com-

pensation and benefits of employees of the Corporation shall be determined by the Executive Director(s) in consultation with the Coordinating Committee. The Executive Director(s) shall not be a member of the Coordinating Committee.

ARTICLE VI COMMITTEES

Section 6.1 Committees of Directors. The Coordinating Committee may designate and appoint one or more committees of the Coordinating Committee which shall have and exercise the authority of the Coordinating Committee as granted in the resolution appointing the committee. No such committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of any such committee or any Coordinating Committee member or Officer of the Corporation; or amend, alter or repeal any resolution of the Coordinating Committee. The appointment of any such committee and the delegation of authority thereto shall not relieve the Coordinating Committee, or any individual Coordinating Committee member, of any responsibility imposed upon him by law.

Section 6.2 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Coordinating Committee of the Corporation and until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section 6.3 Chair. One member of each committee shall be appointed chair of such committee by the Coordinating Committee or if not appointed by the Coordinating Committee by the members of the committee. The Chair shall call, conduct and cause minutes to be prepared for each committee meeting.

Section 6.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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

Section 6.6 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Coordinating Committee, or the Act.

Section 6.7 Advisory Committee. The Coordinating Committee shall appoint an advisory committee to the Coordinating Committee consisting of the Executive Directors of each Member Organization, or their designees, and any other individuals they deem appropriate. Any such Advisors to the Coordinating Committee shall serve in an advisory capacity only and shall have no right to vote on Coordinating Committee decisions.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

Section 7.1 Contracts. The Executive Committee may authorize any Officer or Coordinating Committee member, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, 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 and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Coordinating Committee, such instruments shall be signed by the Treasurer and countersigned by either the President or a Vice President of the Corporation.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as directed by the Coordinating Committee.

Section 7.4 Gifts. The Coordinating Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as consistent with the Articles of Incorporation and these Bylaws.

Section 7.5 Proxies. Unless otherwise provided by resolution adopted by the Coordinating Committee, the President, may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other Corporation, association or other entity any of whose stock or other securities may be held by the Corporation. The President may instruct the person or persons so appointed as to the manner of casting such votes, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper.

ARTICLE VIII
INDEMNIFICATION

Section 8.1 Indemnification. To the extent permitted or required by the Act and any other applicable law, if any Coordinating Committee member or Officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Coordinating Committee member or Officer of the Corporation, the Corporation (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such

person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding.

(a) The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Coordinating Committee member or Officer.

(b) The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Coordinating Committee members, in a contract or in its articles of incorporation.

(c) Any repeal or modification of the foregoing provisions of this Article VIII for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article VIII or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

(d) As used in this Article VIII, the following terms have the following meanings:

(1) Coordinating Committee Member or Officer. The term “Coordinating Committee member” or “officer” means (i) a director or officer of the Corporation and (ii) while an individual is a director or officer of the Corporation, the individual’s serving at the Corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign Corporation, non-profit Corporation, or other person or of an employee benefit plan, and (iii) any other position (not with the Corporation itself) in which a director or officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the Act.

(2) Proceeding. The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

Section 8.2 Limitation. Notwithstanding any other provision of this Article VIII, during any period that the Corporation is a “private foundation” within the meaning of §509 of the Code, the Corporation shall not indemnify any person against such expenses, judgment, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of §4941 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the

purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX AMENDMENTS

The Coordinating Committee members may amend these Bylaws or the Articles of Incorporation (“Articles”) by the majority vote of the Coordinating Committee members at any meeting at which a quorum is present. Any such amendments to the Bylaws or Articles approved by the Coordinating Committee members shall then be submitted to the Individual Members for their approval at the next annual membership meeting at which a quorum of Organizational Members is present. These Bylaws or the Articles may only be amended in a manner which would not disqualify the Corporation under §501(c)(3) of the Code.

ARTICLE X CONFLICTS OF INTEREST

Section 10.1 Conflicting Interest Transactions. As used in this Article X, “conflicting interest transaction” means: a contract, transaction, or other financial relationship between the Corporation and a Coordinating Committee member, or between the Corporation and a party related to a Coordinating Committee member, or between the Corporation and an entity in which a Coordinating Committee member is a Director or Officer or has a financial interest.

Section 10.2 Prohibition Against Loans to Director or Officers. No loans shall be made by the Corporation to its Coordinating Committee members or Officers. Any Coordinating Committee member or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 10.3 Voidability of Conflicting Interest Transactions. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation, solely because the conflicting interest transaction involves a Coordinating Committee member or a party related to a Coordinating Committee member or an entity in which a Coordinating Committee member is a Director or Officer or has a financial interest or solely because the Coordinating Committee member is present at or participates in the meeting of the Coordinating Committee or of the committee of the Coordinating Committee that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Coordinating Committee member’s vote is counted for such purpose if:

(a) The material facts as to the Coordinating Committee member’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Coordinating Committee or the committee, and the Coordinating Committee or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Coordinating Committee members, even though the disinterested Coordinating Committee members are less than a quorum; or

(b) The material facts as to the Coordinating Committee member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Organizational Members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Organizational Members; or

(c) The conflicting interest transaction is fair as to the Corporation.

Section 10.4 Approval of Conflicting Interest Transactions. Common or interested Coordinating Committee members may be counted in determining the presence of a quorum at a meeting of the Coordinating Committee or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

Section 10.5 Party Related to Coordinating Committee Member. For purposes of this Article X, a "party related to a Coordinating Committee member" shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Coordinating Committee member or a party related to a Coordinating Committee member has a beneficial interest, or an entity in which a party related to a Coordinating Committee member is a Director, Officer, or has a financial interest.

ARTICLE XI STANDARDS OF CONDUCT

Section 11.1 General Standards of Conduct. Each Coordinating Committee member shall discharge his or her duties as a Coordinating Committee member, including his or her duties as a member of a committee of the Coordinating Committee, and each Officer shall discharge the Officer's duties, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Officer or Coordinating Committee member reasonably believes to be in the Corporation's best interests.

Section 11.2 Reliance on Information. In discharging his or her duties, a Coordinating Committee member or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Corporation whom the Coordinating Committee member or Officer reasonably believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified public accountant, or another person as to matters the Coordinating Committee member or Officer reasonably believes are within such person's professional or expert competence, or (iii) in the case of a Coordinating Committee member, a committee of the Board of which the Coordinating Committee member is not a member if the Coordinating Committee member reasonably believes the committee merits confidence. A Coordinating Committee member or Officer is not acting in good faith if the Coordinating Committee member or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 11.2 above unwarranted.

Section 11.3 Compliance with Standards of Conduct. A Coordinating Committee member or Officer is not liable in his or her capacity as a Coordinating Committee member or Officer to the Corporation or its Members for any action taken or omitted to be taken as a Coordinating

Committee member or Officer, as the case may be, if, in connection with such act or omission, the Coordinating Committee member or Officer performed the duties of the position in compliance with this Article XI.

ARTICLE XII MISCELLANEOUS

Section 12.1 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Michigan.

Section 12.2 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section 12.3 Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.

Last amended April 19, 2016

SECRETARY’S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of 482Forward, a Michigan nonprofit corporation (the “Corporation”), do hereby certify that these Bylaws of the Corporation were duly adopted by the Voting Members at a meeting of the members on _____, 2015.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this _____ day of _____, 2015.

By: _____
Name: _____
Title: Secretary