BYLAWS
OF
INDO-AMERICAN CULTURAL CENTER & TEMPLE

(A Michigan Nonprofit Corporation)

Adopted October 4, 1995
Last Amended on November 11, 2012

DETAILS OF AMENDMENTS

1. **Amended October 25, 1995**: Name changed from "Indo-American Cultural Temple" to "Indo-American Cultural Center & Temple".

2. **Amended August 13, 1997** (Art VIII, Sec. 8.1): The fiscal year changed from "October 31" to "December 31".

3. **Amended July 16, 1998** (Art III, Sec. 3.5): The date for the annual meeting of the members changed from "sometime in September" to "sometime within the four-month period prior to the transition of the Board".

4. **Amended December 10, 2000** (Art X, Sec. 10.1): Deleted the second paragraph "These By-Laws may also be altered or amended at any duly called meeting of the Board of Directors by the affirmative vote of a majority of all Directors then in office, provided that written notice describing the substance of the proposed amendment has been sent to all Directors at least ten (10) days in advance of the meeting. Any amendment approved by the Directors shall be effective when approved by the Directors."

5. **Amended November 9, 2008** (Art IV, Sec. 4.2): Added at the end of second paragraph, "A person convicted of a felony or misdemeanor crime within the last 15 years other than a traffic offense shall not be eligible to be nominated or elected to the Board of Directors or shall not be eligible to continue to serve as a Director. To be eligible to be nominated and elected as a Director, a person must be a member in good standing for at least one year preceding the nomination date."

6. **Amended November 11, 2012** (Art III, Sec. 3.1, 3.2, 3.3, 3.8, 3.10, 3.11, 3.12, 3.14; Art IV, Sec. 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, 4.11; Art V, Sec. 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.9; Art VI, Sec. 6.1). Sections 5.3 and 5.6 were deleted. All original section numbers have been retained. Changes are summarized here, and were made to: (1) Remove reference to incorporators, initial Board of Directors, and initial members, (2) Bring the Bylaws in line with the current method of operation of the Corporation which has gradually evolved over the past 15 years. This involved removing references to the Executive Committee and some of its officers (Vice President and Cultural Secretary). The Chairman of the Board is placed in-charge of the Corporation and the President is assigned duties by the Board. The Secretary's duties are modified to serve the Board of Directors. The eligibility requirements for a Director are clarified, (3) The quorum for the Board meetings are changed from one-third of Directors to a majority of Directors, and (4) The use of emails and fax are added as an alternative means of communication.

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ARTICLE I - OFFICES

Section 1.1 Registered Office. The registered office of the Corporation shall be as set forth in its Articles of Incorporation. The Registered Office may be moved by a majority vote of the Board of Directors and with appropriate notification to the Michigan Department of Commerce.

Section 1.2 Business Offices. The Corporation may have business offices at such places as the Board of Directors may determine.

ARTICLE II - PURPOSE

Section 2.1 General. The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

ARTICLE III - MEMBERS

Section 3.1 Eligibility. Any person is eligible for membership in the Corporation if he or she is interested in the functions and purposes of the Corporation, and is an adult of a minimum age established by the Board of Directors, from time to time. A person who is eligible for membership and who wishes to become a member must submit a completed application form as required, containing such information as the Board of Directors may approve, and pay such annual membership dues (if any) established by the Corporation's Board of Directors.

All Members shall have the same rights, responsibilities and privileges.

Section 3.2 Annual Membership Dues. The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all Members. For purposes of dues payment, Members may be divided into classes, with Members in different classes paying a different amount of dues. Annual membership is for the fiscal year as defined in Section 8.1.

Section 3.3 Members. Each Member shall be a Member until the end of the membership year as determined by the Board of Directors. Membership shall be renewed for the next year if the Member pays the member dues (if any) for the next year. Members shall be entitled to vote on all matters which Members are entitled to vote upon in Michigan non-profit corporations organized on a membership basis. A person with a Single Membership shall be entitled to cast one (1) vote, and each Family Membership shall be considered as having two members and shall be entitled to a maximum of two (2) votes per household. A person with full time enrollment in a college or university shall be eligible for Student Membership and is entitled to one (1) vote.

A family or an individual who has fulfilled the criteria for Life Membership, as established by the Board of Directors from time to time, shall be recognized as a Life Member of the corporation. Once recognized, such Life Members shall not be required to pay Annual Membership Dues for their entire life, and shall be entitled to a maximum of two (2) votes per household on all matters on which Members are entitled to vote upon in Michigan non-profit corporations organized on a membership basis.

Section 3.4 Place of Meeting. All meetings of the Members of the Corporation shall be held in a location within the State of Michigan, as may be determined from time to time by the Board of Directors. The place of the meeting will be convenient for the membership to attend.

Section 3.5 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Directors to serve on the Board of Directors and for the transaction of other business that may come before the meeting, shall be held sometime within the four-month period prior to the transition of the Board. The time, date and place for this meeting will be designated by the Board of Directors with proper written or printed or electronic notice.

If the annual meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3.6 Order of Business at Annual Meeting. The order of business at the annual meeting of the Members shall be as follows:

(a) Reading of notice and proof of mailing,
(b) Approval of minutes of previous meeting,
(c) Reports of Officers,
(d) Election of Directors,
(e) Transaction of other business mentioned in the notice,
(f) Member comments,
(g) Adjournment,

provided that, in the absence of any objection, the presiding Officer may vary the order of business at his or her discretion.

Section 3.7 Notice of Meeting of Members. Except as otherwise provided in the Michigan Non-profit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Corporation's Articles of Incorporation, then the notice of the meeting shall be sent at least twenty (20) days before the date of the meeting to the last known address of each member and shall state the time, place and objective of the meeting and shall also set forth the proposed amendment or a summary of the changes to be affected thereby.

When a meeting is adjourned, a notice of the time and place of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 3.8 List of Members Entitled to Vote. The Chairman of the Corporation shall make and certify a complete list of Members and have this available at a Members' meeting or any adjournment thereof. The list shall:

(a) Be arranged alphabetically, with the address of each Member.

(b) Be produced at the time and place of the meeting.

(c) Be subject to inspection by any Member during the whole time of the meeting.

(d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 3.9 Inspectors of Election. The Board of Directors, in advance of a Members' meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a Members' meeting may, and on request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Members eligible to vote, the Members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting or a Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

Section 3.10 Special Meeting of Members. A special meeting of Members may be called at any time by the Chairman of the Board of Directors or by a majority of the Members of the Board of Directors then in office, or by not less than ten percent (10%) of the total Members (Annual Members and Life Members). The method by which such meeting

may be called is as follows: Upon receipt of a specification in writing setting forth the date and objectives of such proposed special meeting, signed by the Chairman, or by a majority of the Members of the Board of Directors then in office, or by Members as above provided, the Secretary of the Corporation shall prepare, sign and mail the notices requisite to such meeting. Notice of the special meeting shall be given within the time required by Section 3.7 above.

Section 3.11 Quorum of Members. Unless a greater or lesser quorum is provided in the Articles of Incorporation, in a By-Law adopted by the Members, or in the Act; the presence of ten (10) voting Members who are not Directors and Officers of the Corporation, shall constitute a quorum, for all members meetings including the annual meeting.

Section 3.12 Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing, or by proxy. A member wishing to vote by proxy shall obtain or use an official proxy form provided by the Corporation or their designee prior to the election and assign his or her vote to another member who plans to attend the meeting. A member attending the meeting is limited to casting no more than two proxy votes at the meeting.

When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or the Act. Directors shall be elected by a plurality of the votes cast at an election.

Section 3.13 Record Date for Determination of Members. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. If a record date is not fixed (a) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, and (b) the record date for determining Members for any purpose other than that specified in subdivision (a) shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 3.14 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors, which shall accept such resignation.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Functions. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

If necessary, the Directors shall have the right and obligation to select, hire and fire an Executive Director for the Corporation who shall be responsible for the Corporation's day-to-day operations. The Executive Director shall be a paid employee of the Corporation. The Directors shall also specify the duties and responsibilities of the Executive Director. Prior to filling of the Executive Director's position, the Board must have it approved by the Membership either at the Annual Meeting or a specially called meeting.

Section 4.2 Number, Selection and Term. The number of Directors which shall constitute the Board of Directors shall be not less than five (5) persons and not more than fifteen (15) persons. Since inception of the Corporation, the number to serve on the Board of Directors has been determined to be nine (9). This number may be changed within the

specified limits in the future by the Members.

A person convicted of a felony or misdemeanor crime within the last 15 years other than a traffic offense shall not be eligible to be nominated or elected to the Board of Directors or shall not be eligible to continue to serve as a Director. To be eligible to be nominated and elected as a Director, a person must be a member in good standing for at least one year preceding the nomination date.

All Directors shall serve three year terms, with the terms of one-third of the Directors expiring each year. No Director shall serve more than three (3) consecutive three (3) year terms.

Section 4.3 Chairman. The Chairman of the Board of Directors must currently be a Director and shall be elected by a majority vote at the annual meeting of the Board of Directors to a one year term. The Chairman shall be responsible for all Corporation matters. The Chairman shall preside at all meetings of the Board of Directors and will decide which matters to present to the Board for deliberation and/or approval. If the Chairman is unable to attend a Board meeting, the President, or in his absence, a Board member appointed by the Chairman shall chair the meeting.

Any Director is not eligible for serving in the position of Chairman and President at the same time.

Section 4.4 Meetings. The following shall apply to all meetings of the Board of Directors.

(a) The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Corporation.

(b) The annual meeting of the Board of Directors of the Corporation shall be held at the same place as and immediately following the annual meeting of Members in each year.

(c) Special meetings of the Board of Directors may be called by the Secretary upon the request of the Chairman, or President or a majority of the Directors.

(d) Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors.

Section 4.5 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice than this By-Law. Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, email, or fax to each Director not less than twenty-four (24) hours prior to the Meeting. Notice may also be sent by first class mail to a Director at least three (3) days before the day on which the meeting is to be held. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 4.6 Resignation. A Director may resign by giving written notice to the Chairman of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Chairman, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.7 Removal. Any Director may be removed at any time, with cause, by vote of a majority of Members entitled to vote at an election of Directors. The voting can take place either at a specially called meeting of the membership or at an annual meeting.

Section 4.8 Vacancies. An opening on the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present, or by the affirmative vote of a majority of the remaining Directors. A person elected by

the Members to fill a vacancy of a Director's position shall serve for the unexpired portion of the term of the Director who is being replaced. A person elected by the Directors to fill a vacancy of a Director's position shall serve until the next annual meeting of the Members. A Director elected by the Members because of an increase in the number of Directors shall serve for an initial term that is approved by the Members, not to exceed three (3) years. If a Director's position is filled by the vote of the Directors, because of an increase in the size of the Board, the person so elected shall serve only until the next election of Directors by the Members.

If because of death, resignation or other cause, the Corporation has no Directors in office, an Officer, a Member, an executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the Articles of Incorporation or these Bylaws.

Section 4.9 Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 4.10 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

Section 4.11 Action by a Majority Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a positive response in writing is obtained through electronic mail (email) with a majority of the Directors responding in writing for approval of the action item.

Section 4.12 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 4.13 Conflict of Interest. No Directors or other elected or appointed Officers of the Corporation, or their immediate family members shall benefit financially or otherwise from the Corporation in any direct or indirect manner. Even the appearance of conflict of interest shall be avoided.

ARTICLE V - OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be the Chairman of the Board, a President, a Treasurer, and a Secretary. The Chairman shall be elected immediately after the annual meeting by the Board of Directors who will be in office for the following year. The remaining Officers specified above may be elected by the Board of Directors or appointed by the Chairman. The Board of Directors of the Corporation may from time to time elect or appoint other Officers on an as needed basis to conduct the various activities of the Corporation. Such Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Each Officer shall be elected or appointed for a term expiring at the end of the next year or until his resignation or removal. Preferably, an Officer shall not serve more than three consecutive one year terms in the same position.

Section 5.2 President. The President shall perform such duties and functions as shall be assigned to him or her from time to time by the Chairman or the Board of Directors

Section 5.3 This section is deleted.

Section 5.4 Secretary. The Secretary shall keep the minutes of all meetings of Corporation in books provided for that purpose. All of these books and papers shall at all reasonable times be open to the examination of any Director. In general, the Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall also sign, with another officer, in the name of the Corporation, all contracts when authorized to do so.

Section 5.5 Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation. To the extent approved by the Board of Directors pursuant to Section 9.2 of these Bylaws, the Treasurer may endorse checks, notes and other obligations for collection on behalf of the Corporation and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation. The Treasurer shall render quarterly statements to the Board of Directors of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer shall seek approval from the Board of Directors prior to making any single payment exceeding an amount generally approved by the Board of Directors. The Treasurer shall provide the annual report of inflow and outflow of funds for the corporation to the members at the annual meeting.

Section 5.6 This section is deleted.

Section 5.7 Giving of Bond by Officers. All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security as the Board shall require. The Corporation shall assume the cost of providing any bond required hereunder.

Section 5.8 Compensation of Officers. No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may be reimbursed for expenses incurred on behalf of the Corporation.

Section 5.9 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairman of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.10 Removal. Any of the Officers designated in Section 5.1 of this Article V may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors.

ARTICLE VI - COMMITTEES

Section 6.1 General. The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation; and the Chairman or President shall designate the individuals to serve as chairpersons of said standing committees. Special committees may be appointed by the Chairman, President, or by the Board of Directors. Any Special Committee shall be dissolved as soon as it has fulfilled its functions. Membership on committees need not be confined to those who are Directors or Members of the Corporation.

ARTICLE VII - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Indemnification of Directors and Officers: Claims By Third Parties. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (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 trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Actions by or in Right of the Corporation. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any 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 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 trustee, director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 7.3 Expenses. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of this Article or in defense of any claim, issue or matter therein, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.4 Determination of Indemnification. As a condition precedent to any indemnification under Sections 7.1 and 7.2 of this Article the Board of Directors shall just make a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7.1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 3.11 of these Bylaws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the Corporation shall pay for indemnification. If the Corporation's Board of Directors determines that a person seeking indemnification shall be indemnified under Section 7.1 or 7.2 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Corporation shall not be liable for any additional amounts.

Section 7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 7.1 and 7.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 7.6 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

ARTICLE VIII - FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31.

ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 9.1 Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, 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 9.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, 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 shall be signed by such Officers of the Corporation as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

Section 9.3 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 to do so, any Officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and for 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 9.3 shall be express and confined to specific instances.

Section 9.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.5 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Corporation unless otherwise provided herein or in any statute, shall be given by mailing to such Director or Officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Section 9.6 Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section 9.7 Headings and Parenthetical Insertions. The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 9.8 Conflict With Statute. In the event any article or section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall rule.

ARTICLE X - AMENDMENTS AND ADDITIONS

Section 10.1 Amendments. These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present, by a majority vote of those present, provided that written notice describing the

substance of the proposed amendment has been sent to each Member of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members.

Section 10.2 Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of 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.

I certify that the foregoing Bylaws were adopted by the Corporation on the 4th day of October, 1995 and amendments made as shown on the front cover.

Secretary

Amended November 11, 2012