

WIXOM COMMUNITY FOUNDATION

BOARD OF DIRECTORS

BY-LAWS

The purpose of the following By-Laws is to establish the rules of the operation for the Board of Directors. In addition to establishing procedure, the By-Laws also describe the organization framework of the Board of Directors, and, in general terms, define the duties and responsibilities of the Board of Directors.

Wixom Community Foundation Adoption: October 15, 2009

By-Law Amendments: April 21, 2011

Amended: April 25, 2013

Amended: October 22, 2015

WIXOM COMMUNITY FOUNDATION
BY-LAWS AND RULES OF PROCEDURE

ARTICLE 1
NAME AND LOCATION

1.1. The name of this nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan, is the WIXOM COMMUNITY FOUNDATION (hereinafter "Foundation").

1.2. The principal office of this Foundation shall be situated in the City of Wixom, Oakland County, Michigan at such specific location as the Board of Directors shall determine from time to time.

ARTICLE 2
PURPOSES

2.1. General Purpose. The general purpose of the Foundation is to receive and administer funds for charitable and other exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) primarily in and for the benefit of the City of Wixom, Oakland County, Michigan and the vicinity thereof including, for such purposes:

- (a) The administration of funds donated for charitable purposes.
- (b) The making of distributions for such purposes in accordance with the terms of donations, bequests or devises to the Foundation not inconsistent with the purposes of the Foundation.
- (c) The making of distributions to qualified charitable organizations.
- (d) Providing for the acquisition and distribution from time to time of property held by the Foundation in such manner that charitable purposes will be effectively served.

2.2. Specific Purposes. The specific purposes of the Foundation include, without limitation, the following:

- (a) Promoting community education, art, music and cultural events.
- (b) Promoting conservation, environmental protection and historic preservation.
- (c) Promoting community beautification and preservation and combating deterioration.
- (d) Erecting and maintaining public buildings, monuments or works.
- (e) Promoting community resources and history.
- (f) Developing human service support systems.

ARTICLE 3

ORGANIZATION

This corporation is organized on a directorship basis pursuant to Section 305 of the Michigan Nonprofit Corporation Act and shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board of Directors. All rights, which would otherwise vest in the members, shall vest in the Board of Directors.

ARTICLE 4
DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the Michigan Nonprofit Corporation Act, Uniform Prudent Management of Institutional Funds Act or the duties of directors as described by these By-Laws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Foundation shall be controlled by the Board of Directors. The Board of Directors may delegate the management of the corporation to any person or persons provided that the business, property and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The delegation of such management authority to any person or persons by the Board of Directors shall not operate to relieve the Board of Directors or any individual director of their fiduciary responsibilities. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- (a) To appoint and remove all officers of the Foundation subject to such limitations as may appear in the By-Laws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the By-Laws.
- (b) To conduct, manage and control the affairs of the Foundation, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the By-Laws, as they may deem best.
- (c) To designate any place within the City of Wixom for the holding of any Board of Directors meeting, to change the principal office of the Foundation for the transaction of its business from one location to another provided such is within the limits of the City of Wixom.
- (d) To borrow money and incur indebtedness for the purpose of the Foundation and to cause to be executed and delivered therefore, in the Foundation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- (e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Foundation, and to distribute, loan or dispense the same for the

income and profits therefrom.

(f) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

4.2. Number of Directors. The Board of Directors shall consist of not less than nine (9) or more than nineteen (19) persons, as fixed by a resolution of the Board. All Directors shall be elected by the Board at its annual meeting with vacancies filled in the manner specified in Section 4.8 below. Directors shall serve for five (5) year terms, except that initially on the effective date of these By-Laws or at the first election of the Board of Directors after the effective date of these By-Laws, one-third (1/3) shall be elected to serve for three (3) years, one-third (1/3) shall be elected to serve for two (2) years and one-third (1/3) elected to serve for one (1) year. In the event of an increase in the number of Directors serving, terms shall be established so that the terms of approximately one-fifth (1/5) of the Directors expire each year. Subject to the foregoing, the number of Directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds (2/3) of all Directors then in office. No decrease in the number of Directors shall shorten the term of any Director then in office.

4.3. Qualifications of Directors. Each Director must be a U.S. citizen who resides in or near, or is employed in or near the City of Wixom, Michigan. Each Director is to be selected for knowledge of the charitable needs of the City of Wixom and shall serve without compensation except for reasonable expenses incurred for the Foundation. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. Each Director shall be at least eighteen (18) years of age.

4.4. Term of Office. The regular term of office for each director shall be five (5) years, unless sooner terminated by death, incapacity, resignation or removal except as noted in Article 4.2. All Directors shall hold office until the expiration of the term for which each was appointed, or until a successor has been duly appointed, or until the Director's prior resignation or removal as hereinafter provided.

4.5. Nomination of Directors. The Governance Committee, established in Section 11.3 (b), shall present a list to the Secretary containing the names of eligible nominees as director for the ensuing year. The Secretary shall mail a notification of the annual meeting of the Directors and a list of nominees to the Directors at least thirty (30) days prior thereto. Nominations for Directors may also be received from the floor during any meeting of the Directors at which Directors are to be elected.

4.6. Removal, Resignation. Any Director may resign from office at any time by giving written notice thereof to the Chairperson of the Foundation. Any Director may be removed for cause by a two-thirds (2/3) vote of all of the Directors then in office. Cause for removal exists (without limiting other causes for removal) whenever a Director:

(a) fails to attend regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;

- (b) is convicted of a felony;
- (c) has committed a material breach of his or her fiduciary duty; or
- (d) has committed an act of moral turpitude; or
- (e) no longer resides in or near, or is no employed in or near the City of Wixom, (refer to Section 4.3.)

4.7. Existence of Vacancies. A vacancy on the Board of Directors exists in case of the death, incapacity, resignation, removal of any Director, a failure to appoint a Director as provided in this Article.

4.8. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of Directors. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of 100 percent (100%) of the remaining Directors shall be required to fill any vacancy. A Director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a Director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning Director.

4.9. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by the Board or by written consent of all Directors providing such occurs within the City of Wixom. The Board shall hold at least four (4) meetings each calendar year.

4.10. Annual and Special Meetings. During October of each year, the Board of Directors shall hold an annual meeting for the purpose of electing officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the Chairperson, or, if the Chairperson is absent, or unable or refuses to act, by the Vice-chairperson.

4.11. Notice of Meetings. Notice of the time and place of meetings shall be given by written notice or other form of communication at least 5, but no more than 30 days prior.

4.12. Quorum and Voting. One-half plus one of the number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these By-Laws. Each Director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

4.13. Presumption of Assent. A Director who is present at any meeting of the Directors, or a committee thereof of which the Director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting.

ARTICLE 5 OFFICERS

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint an Executive Director, a Secretary and a Treasurer, and such other officers as they may determine. The Executive Director must also be a Director of the Foundation. Each Officer shall hold office until a successor is elected and qualified, or until the Officer's resignation, death or removal. Vacancies in office shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. Resignation and Removal. The resignation of any Officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. All Officers serve at the "will of the Board of Directors" and any Officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Foundation. Such removal shall terminate all authority of the Officer, except that any rights to compensation and other perquisites shall depend on the terms of the Officer's employment and circumstances of removal.

5.4. Executive Director. The Executive Director shall be the chief executive and operating officer of the Foundation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Foundation. The Executive Director shall prepare the agenda for all meetings of the Board of Directors and have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these By-Laws or the Board of Directors.

5.5. Recording Secretary. The Recording Secretary (who is not required to be a member of the Board) shall cause to be kept at the principal office of the Foundation or the Recording Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Foundation (if any), and a book of minutes of all meetings of directors. The Recording Secretary shall also maintain and protect a file of all official and legal documents of the Foundation. The Recording Secretary shall perform such other duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the By-Laws.

5.6. Treasurer. The Treasurer, who shall be the Treasurer/Finance Director of the City of Wixom, or any other person deemed qualified by the Board of Directors, shall have custody of the Foundation's funds; is charged with the buying, selling and to otherwise deal with the investment funds of the Foundation as an investment manager; keep full and accurate accounts of all receipts and disbursements of the Foundation, an inventory of assets, and a record of the liabilities of the Foundation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Foundation as ordered by the Executive Director or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the Executive Director or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incidental to the office or as from time to time may be assigned by these By-Laws, the Board of Directors, or the Executive Director. The Board of Directors or the Executive Director may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

5.7. Salaries. The salaries of the Officers, if any, of the Foundation shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any Officer the authority to fix the salary or other compensation of subordinate Officers. No Officer or subordinate Officer shall be prevented from receiving such salary by reason of the fact that such Officer is also a Director of the Foundation. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any Officer who may become disabled during their term of office.

5.8. Annual Transition. To maintain Foundation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Foundation's financial accounts and signature cards.

ARTICLE 6 CHAIR & VICE CHAIR

6.1. Chair & Vice Chair. The Board of Directors shall elect a Chair and Vice Chair from among members of the Board for a term of three (3) years. The Chair, and in the absence of the Chair, the Vice Chair, shall preside at all meetings of the Board of Directors. The Chair and Vice Chair are not officers of the Foundation and may exercise only such authority as may be delegated by the Board of Directors.

ARTICLE 7 ADMINISTRATION OF DONATIONS

7.1. Donations. All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the Foundation. Donations include bequests and devises of deceased persons. The Board shall take all appropriate actions to make the Foundation known to the people of the City of Wixom and in that connection to seek donations to the Foundation from a wide segment of the population of the City. At the discretion of the Board of Directors, the Foundation may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the Foundation with or without cause in its sole discretion. The Uniform Prudent Management of Institutional Fund Act applies to all cash contributions received by the Foundation.

7.2. All Donations Subject to these By-Laws. Donors may make donations to or for the use of the Foundation by naming or otherwise identifying the Foundation in the gift transfer instrument. Each donor

by making a donation to or for the use of the Foundation accepts and agrees to all the terms of these

By-Laws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these By-Laws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these By-Laws

as amended from time to time.

7.3. Charitable Purpose of Funds. Each fund of the Foundation shall be presumed to be intended, and shall be actually applied:

- (a) to be used only for charitable purposes;
- (b) to be productive of a reasonable return of net income which is to be distributed at least annually or if accumulated is to be accumulated only in a reasonable amount and for a reasonable period for charitable purposes; and
- (c) to be used only for such purposes and such manner as not to disqualify the donation from deduction as a charitable contribution, gift or bequest in computing any federal income, gift or estate tax of the donor or his estate and not to disqualify the Foundation from exemption under Section 501(c)(3) of the Internal Revenue Code.

7.4. Designation of Use of Donations. Any donor may, with respect to a donation made by them to or for the use of the Foundation, give directions at the time of the donation in accordance with the following:

- (a) The donor may specify the geographical limits for use of the donation, including use in or for areas within or outside the City of Wixom.
- (b) The donor may designate the: 1) field of charitable purposes or particular charitable organizations or purposes to be supported; 2) manner of distribution including amounts, times and conditions of payments and whether from principal or income; 3) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the donation; and 4) reasonable limits on or additions to the investment or administrative powers of the Foundation.
- (c) All such directions or designations by donors shall be followed except as otherwise provided in this Article.

7.5. Segregation of Funds. No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.

7.6. Improper Donor Directions. If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the Foundation, or if the Board is advised by counsel that there is a substantial risk of such result, the direction shall not be

followed, but shall be varied by the Board so far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

7.7. Changed Circumstances. Whenever the Board of Directors decides that conditions or circumstances are such or have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or

the direction is not consistent with the Foundation's goal of effectively serving the charitable needs of the City of Wixom, it may, by affirmative vote of two-thirds (2/3) of the Directors, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes, as in its judgment will then more effectively serve such needs. Similarly, whenever the Board decides that a donor's directions as to investment or administration have, because of changed circumstances or conditions or experience proved impractical or unreasonably onerous and impedes effectual serving of such needs, the Board may likewise order a variance from such directions to the extent in its judgment is necessary.

7.8. Charitable Trusts. If a donation is made to the Foundation by means of any charitable trust or charitable trust instrument, the payments to or for the use of the Foundation shall be regarded as Foundation funds only when the Foundation becomes entitled to their use, but the Board may take such actions as it from time to time deems necessary to protect the Foundation's rights to receive such payments.

ARTICLE 8 DISTRIBUTIONS AND DISBURSEMENTS

8.1. Board Determinations. The Board shall from time to time but not less frequently than annually:

(a) Determine all distributions to be made from net income and principal of each fund pursuant to these By-Laws and any applicable donor's directions and make payments to organizations or persons to whom payments are to be made, in such amount and at such times and with such accompanying restrictions, if any, it deems necessary to assure use for the charitable purposes and in the manner intended.

(b) Determine all disbursements to be made for administrative expenses incurred by the Board and direct the respective officers as to payment thereof and funds to be charged. Disbursements for proper administrative expenses incurred by the Board, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid as far as possible, first from any funds directed by the donor for such purpose, and any balance out of other Foundation funds.

8.2. Manner of Determinations. All determinations of the Board as to distributions and disbursements shall be by the affirmative vote of a majority of the Board, unless otherwise expressly provided in these

By-Laws or by a valid direction of the donor as a condition of the donation.

8.3. Fact Gathering, etc. The Board or the Grants Committee shall gather and analyze facts and conduct investigation and research as from time to time is necessary or convenient to determine the most effective agencies and means for meeting the goals and objectives of the Foundation through the distribution of funds donated for charitable purposes. The Board may direct disbursements for such fact gathering and analysis, investigation and research from funds given for such purposes or from funds given without direction as to purpose.

8.4. Regranting Procedure. The regranting process shall begin with the receipt of grant proposals at the principal office of the Foundation. After the proposals are reviewed by staff for technical eligibility according to guidelines established by the Grants Committee, the eligible proposals will be forwarded to the Grants Committee for review. For each proposal submitted, the Grants Committee shall append a brief statement recording its recommendation to approve or deny the proposal together with the reasons for its decision. Each grant proposal, together with the Grant Committee's recommendation, will then be submitted to the Board for final decision.

8.5. Making of Distributions. The Board may, in furtherance of the Foundation's charitable purposes, when needs therefore have been determined, and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

8.6. Distributions of Principal. Determinations may be made to distribute all or part of the principal from funds donated without directions as to principal or income, as well as pursuant to directions expressly permitting the use of principal. The Board shall in such circumstance inform the Treasurer of the Foundation as far in advance as the Board deems practicable so as to permit the Treasurer to adjust its investment policies accordingly and may, upon being advised as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distribution accordingly.

8.7. Investment Guidelines. The Treasurer shall be subject to the general supervision of the Board and shall act only in accordance with guidelines established by the Board with respect to:

- (a) the objectives of investment;
- (b) the type and size of commitments to any one situation;
- (c) the appropriateness of investments for the Foundation's portfolio; and
- (d) in such other respects as the Board may deem appropriate from time to time.

ARTICLE 9
PROHIBITED ACTIVITIES

9.1. Actions Jeopardizing Tax Status. This Foundation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and its regulations as amended.

9.2. Lobbying and Political Activities.

(a) The Foundation shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.

(b) The Foundation shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

9.3. Private Inurement. No part of the net income or net assets of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Foundation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

9.4. Non-Discrimination. In the conduct of all aspects of its activities, the Foundation shall not discriminate on the grounds of race, color, national origin, sex or religion.

9.5. Conflicts of Interest. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the Foundation; b) Foundation fund raisers give financial advice to donors; or c) project funding requests are submitted by a potential or actual grant recipient with which a fiduciary is connected.

9.6. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. Any transaction between the Foundation and a Disqualified Person or Persons (as defined in Section 4958 (f)(1) of the Internal Revenue Code of 1986) must be determined to be reasonable in accordance with the procedure described in Treasury Regulation 53.4958-6.

9.7. Preventing Conflict Situations. The Foundation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Foundation as a vendor.

- (b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- (c) Fund raisers should be advised not to recommend that making any donation to the Foundation is in the best interests of a donor.
- (d) Financial, tax, and legal aspects of giving to the Foundation should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.
- (e) Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.
- (f) A fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related, or concerning a funding proposal for a project in which the fiduciary will participate.

ARTICLE 10
OTHER FINANCIAL MATTERS

10.1. Property of the Foundation. The title to all property of the Foundation, both real and personal, shall be vested in the Foundation.

10.2. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the Executive Director may execute the same in the name of, and on behalf of, the Foundation.

10.3. Voting Stock Owned by the Foundation. Acting on behalf of the Board, the Executive Director shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Foundation may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Foundation might have possessed and exercised if present.

10.4. Financial Accounts. The Foundation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Foundation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by the Executive Director and/or Treasurer of the

Foundation as is determined by the Board of Directors from time to time.

10.5. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Foundation's purposes. The Board is authorized to employ such persons, including consultants, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Foundation and to pay reasonable compensation for services and expenses thereof.

10.6. Auditing of Accounts. The accounts of each fund shall, without revealing the identity of any donor who directed anonymity at the time of the donation, be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board at such times as the Board may determine, but at least annually.

10.7. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall at such time as the Board determines (at least annually) prepare for the Foundation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Foundation. The auditor's charges and expenses shall be proper expenses of administration. All records of the Foundation will be available at all reasonable times to the Directors upon request of a Director (s).

10.8. Dissemination of Financial Information. The Board shall at least annually publicly distribute a written report of its financial condition, activities and distributions to representative persons and organizations in the City of Wixom as will, in the Board's opinion, reasonably inform the interested public of the operations of the Foundation. Copies of such written report shall also be made available to members of the public upon request.

10.9. Limitations on Debt. No debt shall be incurred by the Foundation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Foundation unless authorized by the Board of Directors.

10.10. Liability of Directors. No Director of the Foundation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Foundation's assets for payment. Further, neither the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

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

ARTICLE 11

COMMITTEES

11.1. Committee Powers. Committees of the Foundation shall be standing or special. The Board of Directors or the Executive Director may refer to the proper committee any matter affecting the Foundation or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to take any action which is prohibited from doing under Section 528 of the Michigan Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

11.2. Committee Membership. The Board, acting upon the recommendation of the Board Chairperson, shall appoint the members of such committees, and also select a committee Chair. Persons other than Directors may be appointed to such committees, but the Chair of each committee must be a Director of the Foundation. The Board Chairperson shall be an *ex-officio* member of every committee. Every committee shall consist of at least two (2) persons, exclusive of the Board Chairperson. Committee members shall be appointed for three year terms.

11.3. Standing Committees. In addition to other committees the Board may establish from time to time, the following will be standing committees of the Foundation:

(a) Grants Committee. The Grants Committee shall be responsible for establishing granting guidelines within the charitable purposes of the Foundation and for setting the eligibility criteria for grant recipients. The Grants Committee shall also solicit, review, and process all grant proposals received by the Foundation. In its discretion, the Grants Committee may investigate and initiate contact with potential grant recipients for the purpose of soliciting grant proposals. The Grants Committee shall submit all recommendations for funding by the Foundation for approval by the Board of Directors.

Governance Committee. The Governance Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors, officers and committee members of the Foundation. In so doing, the Governance Committee shall attempt to select individuals from a cross-section of the City of Wixom whose service will be a valuable contribution to the Foundation.

All standing committees shall maintain minutes of their proceedings and shall submit to the Board of Directors.

11.4. Special Committees. The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the board shall designate from time to time.

ARTICLE 12

DISPOSITION OF ASSETS UPON DISSOLUTION

12.1. Dedication of Assets. This Foundation does not contemplate pecuniary gain or profit except as provided by law under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The property of this Foundation is irrevocably dedicated to tax exempt purposes under said Section 501(c)(3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, or Officer thereof or to the benefit of any private persons.

12.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Foundation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these By-Laws, all of the business, properties, assets and income of the Foundation remaining after payment, or provision for payment, of all debts and liabilities of this Foundation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Foundation, as may be determined by the Board of Directors of this Foundation in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this Foundation, in the event of dissolution thereof, be distributed to the directors, or officers either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

ARTICLE 13 INDEMNIFICATION

13.1. Nonderivative Actions. Subject to all of the other provisions of the Article, the Foundation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the Foundation), by reason of the fact that the person is or was a director or officer of the Foundation, or, while serving as a director or officer of the Foundation, is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation or its members, and with respect to any criminal action or proceeding, if the person 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 on 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 that the person reasonably believed to be in or not opposed to the best interests of the Foundation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

13.2. Derivative Actions. Subject to all of the provisions of this Article, the Foundation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending,

or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by

reason of the fact that the person is or was a director or officer of the Foundation or, while serving as a director or officer of the Foundation, is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Foundation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

13.3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit, or proceeding and any action, suit, or proceeding brought to enforce the mandatory indemnification provided by this Section.

13.4. Definition. For the purposes of this Article, "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 Foundation" shall include any service as a director, officer, employee, or agent of the Foundation that imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner the person 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 Foundation or its members."

13.5. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Foundation as well as in the person's capacity as a director or officer. Except as provided in Section 3 of this Article, the Foundation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by the person without authorization by the Board of Directors.

13.6. Determination That Indemnification Is Proper. Any indemnification under this Article (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2 of this Article, whichever is applicable, and upon an evaluation of the reasonableness of expense and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, then by majority vote of a committee of two or more directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.

(c) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (i) by the board or its committee in the manner prescribed in subparagraph (a) or (b); or (ii) if a quorum of the board cannot be obtained under subparagraph (a) and a committee cannot be designated under subparagraph (b), by the board.

(d) By the members, except for members who are also directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding.

13.7. Proportionate Indemnity. If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Foundation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

13.8. Expense Advance. The Foundation may pay or reimburse the reasonable expenses incurred by a person referred to in Section 1 or 2 of this Article who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply: (a) the person furnishes the Foundation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article; (b) the person furnishes the Foundation a written undertaking executed personally, or on his or her belief, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Section 1 or 2 of this Article. The authorization of payment must be made in the manner specified in Section 6 of this Article.

13.9. Non-Exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Foundation. 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.

13.10. Indemnification of Employees and Agents of the Foundation. The Foundation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Foundation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Foundation.

13.11. Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of the person.

13.12. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Foundation would have power to indemnify the person against the liability under these bylaws or the laws of the state of Michigan.

13.13. Changes in Michigan Law. If there is any change of the Michigan statutory provisions applicable to the Foundation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Foundation to provide broader indemnification rights than the provisions permitted the Foundation to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

13.14. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any director or officer of the Foundation for or with respect to any acts or omissions of the director or officer occurring before the amendment or repeal.

13.15. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Foundation's status as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 14
AMENDMENTS TO BY-LAWS

14.1. Amendment, etc. Except as otherwise provided herein, these By-Laws may be adopted, amended, restated or repealed by at least a two-thirds (2/3) vote of the Board of Directors.

14.2. Inspection of By-Laws. The original or copy of these By-Laws, as amended or otherwise altered to date shall at all times be kept in the principal office of the Foundation for the transaction of business, and shall be open to inspection at all reasonable times during office hours.

STATE OF MICHIGAN SS.
COUNTY OF OAKLAND }

Amended 10.22.15

I, _____, hereby certify that I am the duly elected Secretary of THE WIXOM COMMUNITY FOUNDATION, ("Foundation"); that attached hereto are the By-Laws of the Foundation, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: _____
Secretary

Subscribed and sworn to before me this date of _____

Notary Public,

My commission expires _____