

MARQUEE ARTS (Michigan & State Theaters, Ann Arbor)
603 E. Liberty, Ann Arbor, MI 48104 (734) 668-8397
www.marquee-arts.org

BY-LAWS OF THE MICHIGAN THEATER FOUNDATION, INC.

Revised and approved by a vote of the Board of Trustees on September 18, 2024

ARTICLE I.

Name and office location

Section 1. The name of the non-profit corporation as registered with the Internal Revenue Service is Michigan Theater Foundation, Inc.

Section 2. The Michigan Theater Foundation, Inc. currently conducts business as:

- a. Marquee Arts (registered as a DBA with the State of Michigan)
- b. Michigan Theater (long-time, publicly known name of the theater in which events are held)
- c. State Theatre (long-time, publicly known name of the theater in which events are held)

Section 3. The principal and registered office of the Corporation are located at the Michigan Theater, 603 East Liberty Street, Ann Arbor, Michigan 48104.

ARTICLE II.

Purpose

The purposes for which the Corporation is organized are as follows:

- a) To operate, maintain and restore the Michigan Theater, a movie/vaudeville theater opened in 1928, listed on the National Register of Historic Places.
- b) To benefit the community and the arts as a result of the operations described in Article II, Part a) above.
- c) To receive and administer funds for educational or charitable purposes or for the public welfare and to operate a community-based arts institution exclusively for educational, charitable, scientific, and literary purposes and for the promotion and advancement of the arts, including the right, by way of description and not by way of limitation, to acquire by sale, lease, or otherwise, historic theater structures and other nearby real estate parcels for the purpose of housing performing and visual arts activities and to do all acts necessary to preserve, operate and maintain such real estate exclusively for those purposes.

ARTICLE III.

Membership

Section 1. Any person who demonstrates an interest in the purposes of the Corporation and who is current in their payment of dues to the Corporation as they are established from time to time by the Board of Trustees shall be a member in good standing of the Corporation.

Section 2. A person, couple, family, or any other legal entity who is a member in good standing is allowed one vote at any annual or special meeting of members. Any individual voting as a member must be at least 18 years old at the time of voting.

ARTICLE IV.

Board of Trustees

Section 1. Purpose, Powers, and Duties. The Board of Trustees has general power to:

- a) Control and manage the affairs, funds, and property of the Corporation, and exercise all of the powers granted to the Corporation as spelled out in the Non-Profit Corporation Act, being Act 162 of the Public Acts of 1982.
- b) Adopt an annual budget, disburse and receive the Corporation's monies and dispose of its property in fulfillment of its corporate purpose; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, shall not thereby be amended or changed, and provided further, that the Board of Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The Board of Trustees shall adopt and from time-to-time review fiscal policies setting formal procedures that shall govern internal controls, the signing of checks, approval of wires and ACH/EFT payment, and approval of other payment methods, as well as policies regarding the receipt of funds. Fiscal policies shall assure that Marquee Arts has sound financial controls appropriate to its size and purpose, and in compliance with generally accepted accounting principles.
- c) Appoint an Executive Director/CEO who shall be the key salaried leader of the organization responsible to the Board for the artistic, administrative, and business management of the Corporation and for hiring and supervising the paid staff of the Foundation. The Executive Director/CEO will attend all Board meetings, report on the progress of the Corporation, answer questions of Board members and carry out the duties described in the job description.
- d) The Board of Trustees may further delegate authority to committees or individual Trustees as it deems necessary for the carrying out of the purposes and business of the Corporation.

Section 2. Number. The number of elected and voting Trustees shall not be less than five (5) and shall be fixed from time to time by the Trustees then serving in office, except that a Trustee's term may not be shortened by a reduction in the size of the Board. The number of elected and voting Trustees shall not be more than eighteen (18). Trustees are elected to the Board by the Members, the Board, or the City of Ann Arbor as provided for in these By-Laws.

Section 3. Election, Term of Office. Trustees shall normally be elected at the annual meeting of members of the Corporation by a majority vote of the members attending. Candidates for Board membership shall be nominated for office by a Nominating Committee to which the members may submit suggested nominations until sixty (60) days prior to the annual meeting. The "slate" of nominees presented by the nominating committee shall be accepted or rejected in its entirety. If the "slate" of nominees is rejected, the nomination of each individual on the "slate" shall be separately voted upon. If such individual vote fails to staff the Board up to the prevailing limit pursuant to Article IV, Section 1, any vacancy may be filled pursuant to Article IV, Section 5. Trustees shall be elected to office for a term of three years, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. A Trustee may be elected to two additional consecutive three-year terms, but not be elected to a fourth consecutive three-year term. A Trustee may be re-elected to the Board after a lapse of one year following completion of three consecutive full three-year terms. The elected Trustees shall be divided into three classes to provide for the election of one-third of the elected Trustees at each annual meeting of the Board.

Section 4. Ex-Officio Trustees. The City Council of Ann Arbor shall appoint two voting ex-officio members to the Board of Trustees as provided by the Covenants and Restrictions of the Quit Claim Deed between the Corporation and the City of Ann Arbor. From time to time, by majority vote of the Trustees then serving in office, the Board of Trustees may also designate ex-officio Trustees without vote. Ex-officio Trustees without

vote shall not be counted in determining the presence of a quorum. Ex Officio Trustees without vote typically represent organizations or individuals with a historically close relationship to the Corporation, whose membership on the Board is believed to benefit to the organization – such as representatives of long-time regular users of the organization’s venues and/or individuals willing to provide active working or financial support of the organization and its mission. Typically, there are two Ex-officio Trustees without vote and there shall be no more than four Ex-officio Trustees without vote.

Section 5. Resignation and Removal of Trustees. Any Director may resign by giving written notice of their resignation to the Board or to the Chair or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by a two-thirds vote of all Trustees then serving in office.

Section 5. Vacancies. Vacancies in the Board, however arising, may be filled for the remaining term of the vacancy by a majority vote of all Trustees then serving in office at any regular meeting of the Board or at a special meeting of the Board called for that purpose. Persons shall be nominated for Trusteeship by the nominating committee and the list of any such nominees shall be included with the notice at which election is proposed.

ARTICLE V.

Meetings

Section 1. Annual Meeting. (Members) The annual meeting of members of the Corporation shall be held during the month of April each year, or on such other date as may be fixed by the Board of Trustees.

Section 2. Notice. (Members) Written notice of the time and place of the annual meeting will be sent to each member to the last known place of business or residence and/or last known e-mail address of the member at least ten days, but not more than thirty days, prior to the date of such meeting. The notice of the annual meeting will also be posted on the Corporation’s web site.

Section 3. Quorum (Members) Members at the annual meeting, in person or by proxy, constitute a quorum at the meeting.

Section 4. Annual Meeting. (Trustees) At the next regularly scheduled meeting after the annual meeting, the Board of Trustees shall meet for the election of officers and to transact such other business as may come before the meeting.

Section 5. Regular Meetings. The frequency and dates of regular meetings of the Board of Trustees shall be fixed by the Board of Trustees at a regular meeting of the Trustees.

Section 6. Special Meetings. Special Meetings of the Board of Trustees may be called by the Chair of the Board or at the request of any three voting Trustees of the Board.

Section 7. Place of Meetings. Meetings of the Board may be held at the principal offices of the Corporation or at any other place within or outside of the State of Michigan. The notice of the meeting shall include the place and time of the meeting.

Section 8. Notice of Meetings. Notice of a meeting of the Board of Trustees shall be sent stating the time, place, and purpose of the meeting at least ten days prior to any such meeting by email or other method of communication, such as text messaging, approved by the Board of Trustees. The schedule of Board of Trustees’ meetings will also be posted on the Corporation’s web site.

Section 9. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Trustees may be held at such times or place within or outside of the State of Michigan as the Board of Trustees shall designate, and any action may be taken at such a meeting, if notice is waived in writing by every Trustee having the right to vote at the meeting.

Section 10. In the event that all voting members of the Board of Trustees shall consent in writing to any action taken by the Corporation, such an action shall be a valid corporate action as though authorized at the meeting of the Board of Trustees.

Section 11. Quorum. Unless provided for differently elsewhere in these By-laws, one half (50%) of the voting Trustees then serving in office present at a meeting, in person or by proxy, shall constitute a quorum for all meetings of the Board of Trustees. In the absence of a quorum, a majority of the voting Trustees present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 12. Voting. At any meeting of the Trustees, every voting Trustee present, in person or by proxy, at such meeting shall be entitled to one vote and, except as otherwise provided by law or these By-laws, the act of a majority of the Trustees present, in person or by proxy, at any meeting at which a quorum is present shall be the act of the Trustees.

ARTICLE VI.

Officers

Section 1. Principal Officers. The principal officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary (who may, but need not, act as a recording secretary at all meetings). The Chair, Vice Chair, Treasurer, and Secretary shall be elected from among the Trustees then serving in office. The Board of Trustees at any meeting may by resolution elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

Section 2. Election and Term of Office. The officers of the Corporation shall normally be elected by the Board of Trustees at the next regularly scheduled meeting following the annual meeting of the members, but may be elected at any meeting of the Board at which a quorum is present, by a vote of the majority of the Trustees present in person at the meeting. An officer shall be elected to serve a one-year term and shall hold office until the next annual meeting of the Board following election or until their successor shall have been elected, except in the case of death, resignation, or removal as provided for in these By-laws.

Section 3. Removal of Officers. Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Trustees then serving in office.

Section 4. Vacancies. Vacancies among the officers, however arising, shall be filled by a majority vote of Trustees present at any regular or special meeting of the Board at which there is a quorum present.

Section 5. Chair. The Chair shall preside at all meetings of the Board and generally do and perform all acts incident to the office of Chair and shall have such additional powers and duties as may from time to time be assigned to them by the Board. Unless otherwise provided for in these By-laws, the Chair shall be an ex-officio voting member of each Board committee.

Section 6. Vice Chair The duties of the Vice Chair may be specified by resolution of the Board of Trustees. In general, the Vice Chair assists the Chair and shall have such other powers and perform such other duties as may from time to time be designated by the Chair of the Board.

Section 7. Treasurer. The Treasurer shall manage, with the finance committee, the Board's review of and actions related to the Board's financial responsibilities, work with the Executive Director/CEO, Finance Director/CFO, and outside auditors to ensure that appropriate financial reports are made available to the board on a timely basis, and give a report of the financial condition and operation of the organization at the annual meeting of the membership. In general, he or she shall perform all the duties as may from time to time be assigned to them by the Chair of the Board.

Section 8. Secretary. The Secretary shall act as Secretary of and shall bear the responsibility for keeping the minutes of all meetings of the Board and ensure that minutes of meetings of the Board are distributed promptly to all members of the Board. They shall see that all notices are duly given in accordance with these By-laws and as required by papers of the Corporation relating to its organization as a corporation and that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to kept or filed by the Treasurer. In general, they shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to them by the Chair of the Board.

Section 6. Emeritus Trustees – Election and Term of Office. Honorary Emeritus Trustees shall normally be elected by the Board of Trustees at the next regularly scheduled meeting following the annual meeting of the members but may be elected at any meeting of the Board at which a quorum is present, by a vote of the majority of the Trustees present in person at the meeting. Emeritus Trustees shall be elected to serve a one-year term and shall hold office until the next annual meeting of the Board following their election. This is an honorary position to recognize Trustees who served the Corporation in an exceptional manner. Emeritus Trustees may receive material for regular Board meetings, may attend Board meetings but are not required to attend Board meetings and do not have a vote at Board meetings. The Board and staff leadership will seek the thoughts and opinions of any Emeritus Trustee as desired and thought beneficial.

ARTICLE VII.

Committees

Section 1. The Board may by resolution at any meeting of the Board designate standing and/or ad hoc committees of the Board.

Section 2. Membership. Each standing committee shall consist of at least three members, at least one of whom shall be a member of the Board. Unless otherwise provided for in these By-laws or by the laws of the State of Michigan, the Chair of each standing and ad hoc committee shall be appointed by the Chair of the Board.

Unless otherwise provided for in these By-laws, any standing or ad hoc committee designated by the Board of Trustees may include as full voting members of such committees such persons whether or not Trustees, members, or officers of the Corporation, as the Board of Trustees shall determine. Each such committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the State of Michigan. Each committee shall keep minutes of proceedings and report to the Board of Trustees. At least one member of the management staff of the Corporation may be an ex-officio member of each committee without vote.

Section 3. Standing Committees. The following standing committees shall be established by the Board of Trustees: Executive Committee, Nominating Committee, Finance and Investment Committee, Audit Committee.

a) Executive Committee. The Executive Committee shall include in its membership the officers of the Corporation, the immediate past Chair, the Executive Director/CEO as a non-voting ex officio member, and, at the discretion and approval of the Board of Trustees, one additional “At Large” member of the Board, as selected jointly by the Chair and Executive Director/CEO. Unless a different person is designated as Chair of the

Executive Committee by resolution of the Board, the Chair of the Board shall serve as Chair of the Executive Committee.

The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, the Corporation By-laws, or by resolution of the Board. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum and the act of a majority of the members of the Executive Committee present at a meeting of the committee at which a quorum is present shall be the act of the committee. The Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Trustees. All Actions by the Committee shall be reported to the Board at its next meeting and shall be subject to approval by the Board.

The Executive Committee shall operate as a personnel grievance committee, and is responsible for approving personnel policies.

The Executive Committee shall, each November, or at another time set by resolution of the Board of Trustees, conduct a performance review of the Executive Director/CEO. The Chair of the Board shall present the performance review report to the Executive Director/CEO at an Executive Committee meeting held in November, or at another time mutually convenient for the Executive Committee and the Executive Director/CEO.

b) Nominating Committee. Traditionally the Immediate Past President serves as the Chair of this committee, however, as with all committees, the Chair of the Board shall appoint the Chair of the Nominating Committee, which shall consist of at least three Board members. Prior to the annual meeting of members, the Nominating Committee shall report to the Board its nominees for election which shall consist of a number of qualified individuals equal to or greater in number than the number of members whose terms are expiring. The Board shall then, upon affirmative vote, place in nomination for election a number of qualified individuals equal to or greater in number than the number of members whose terms are expiring. The Nominating Committee also shall nominate Trustees and/or officers to fill vacancies occurring for whatever reason, as provided for in Article IV, Section 6 and in Article VI, Section 4 of the Corporation By-laws.

c) Finance and Investment Committee. The Finance and Investment Committee shall: (i) review and comment on the annual budget prepared by the staff, (ii) ensure that the annual budget is presented for approval by the Board of Trustees, (iii) review the finances of the Corporation on a regular basis and make recommendations to the Board of Trustees, and (iv) monitor and evaluate the management of the Foundation's assets and investments. The Treasurer of the Corporation shall serve as the Chair of the Finance and Investment Committee.

d) Audit Committee. The Audit Committee shall: (i) make recommendations to the Board regarding the selection of a qualified public accounting firm to perform the Foundation's annual audit, (ii) assist the Board in fulfilling its oversight responsibilities regarding the organization's system of internal control, and (iii) other duties as described in the Michigan Theater Foundation Audit Committee Charter. As a best practice this committee is separate from the Finance and Investment Committee, however, nothing in these By-Laws shall prohibit overlap in membership in the two committees.

e) Ad Hoc Committees. Ad Hoc committees shall be formed from time-to-time to address specific needs of the Corporation. All Ad Hoc committees shall be appointed by the Chair or by the action of the Executive Committee and their term of office shall be for a period of one year or less if sooner terminated by the action of the Executive Committee. Ad Hoc committees are meant to accomplish specific tasks such as creating a special fund-raising event, or working on an initiative which the Trustees and the staff leadership of the organization believe could benefit from an Ad Hoc committee.

Section 4. Committee Meetings. Unless otherwise provided for in these By-laws, a majority of the members then serving on a committee constitutes a quorum, for the meeting of the Committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

ARTICLE VIII.

Executive Director/CEO

Section 1. Subject to the direction and control of the Board of Trustees, the management of the Corporation affairs shall, during the adjournment of the Board, be vested in an Executive Director/CEO who shall be appointed by and serve at the discretion of the Board. The Executive Director/CEO shall designate a corporate employee to act on the Executive Director/CEO behalf during the Executive Director/CEO's absence or inability to perform their duties. The Executive Director/CEO shall be the representative of the Board and shall be responsible to it alone for the proper performance of their duties.

Section 2. The authority and duties of the Executive Director/CEO shall be:

- a) To prepare and submit to the Board for approval, a plan of organization of the personnel concerned with the operation of the Corporation.
- b) To prepare an annual budget for the approval of the Board of Trustees.
- c) To select, employ, control and discharge all employees.
- d) To see that all physical properties are kept in a proper state of repair and operating condition.
- e) The Board of Directors authorizes the Executive Director/CEO (or the COO or delegates as approved by the CEO or COO) to enter into and execute contracts on behalf of Marquee Arts. Contracts in excess of \$100,000 shall be authorized in writing by the Board of Directors or as otherwise provided by these bylaws.
- f) To supervise all business affairs, including the records of financial transactions, collection of accounts, and purchase and use of supplies, and to ensure that all funds are collected and expended to the best possible advantage.
- g) Any other duties as the Board of Directors may from time to time assign.

ARTICLE IX.

Financial Responsibilities

Section 1. There shall be an annual audit performed by a qualified public accounting firm as approved by the Board of Trustees.

Section 2. The fiscal year of the Corporation shall be 1 October to 30 September.

Section 3. Contracts, Checks, Bank Accounts, Etc. The Board of Trustees is authorized to select such banks or depositories as it shall deem proper and prudent for the funds of the Corporation. The Board may also authorize the Executive Director/CEO or the COO to select such banks or depositories. The Board shall determine who, if anyone, in addition to the Executive Director/CEO, or Managing Director/COO shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances,

notes, or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments. With the exception of payroll checks which are prepared by a third party payroll company all checks, drafts, or other orders for the payment of money drawn from Corporation accounts shall, as common practice, be signed or approved by two people authorized by the Board of Directors to sign or approve checks and no check shall be signed by the person preparing the check for signature. Whenever possible, one signer shall be the Executive Director/CEO or the Managing Director/COO. When that is not possible, the Executive Director/CEO or the Managing Director/COO will review the checks, drafts, or other orders for payment after the fact and sign off on the approval.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation except as authorized by the Board of Trustees or as otherwise provided by these By-laws. When authorized to do so, any officer or agent of the Corporation may effect loans and advances for the Corporation or individual, and for such loans and advances may make, execute, and deliver promissory notes or other evidence of indebtedness 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. Such authority may be general or confined to specific instances.

Section 5. Reimbursements. By resolution of the Board of Trustees, officers, trustees, members, or other appropriate persons may receive reimbursement for expenses reasonably incurred by them on behalf of the Corporation.

Section 6. Books and Records. The Corporation shall keep books and records of accounts and minutes of the proceedings of its Board of Trustees. The Corporation shall keep these records at its principal office. Any such books, records or minutes may be in written form or in any other form capable of being converted into written form.

ARTICLE X.

Dissolution

Section 1. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any Trustee or officer of the Corporation, contributor, or private individual. Upon the termination, dissolution, or winding up of the Corporation, in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more of the organizations described in Section 501 (c) (3) of the Code.

ARTICLE XI.

Indemnification of Trustees, Officers, and Employees

Section 1. The Corporation 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 (other than an action by or in the right of the Corporation) by reason of the fact that he or she was a Trustee, officer, employee, or agent of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them 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, has no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of no contender 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, has reasonable cause to believe that their conduct was unlawful.

Section 2. The Corporation 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 Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of the Corporation, against expenses (including attorney's fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner that he or she is reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in any respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a Trustee, 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 1 and 2 of this Article or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by them in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (i) by the Board of Trustees by a majority vote of a quorum (as defined in Article IV of these By-laws) consisting of Trustees who were not parties to such action, suit, or proceeding, or (ii) if such quorum is not obtainable or, even if attainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the Trustees, counsel, and members of the Corporation to make a provision therefor, such indemnification shall be made if a court of competent jurisdiction determines that the Trustee, officer, employee, or agent has a right to indemnification in any specific case upon the application of such Trustee, officer, employee, or agent.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding under Sections 1 and 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees in a specific case upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation.

Section 6. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation against any liability asserted against them or the Corporation and incurred by them or the Corporation in any such capacity, or arising out of their status with the Corporation whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article.

ARTICLE XII.

Amendment

Section 1. These By-laws may be amended in any manner consistent with the laws of the State of Michigan by (1) the Board of Trustees of the Corporation, by a two-thirds majority vote of the Trustees present in person or by written proxy, or (2) the members at any duly convened annual or special meeting of the members by a two-

thirds majority vote of all members present in person or by written proxy. In any case, notice of the meeting shall contain adequate reference to the proposed change.