

**BYLAWS OF THE
MICHIGAN STATE BAR FOUNDATION**

ARTICLE I
BOARD OF DIRECTORS

Section 1. General Powers. The property, business, and affairs of shall be managed by a Board of Directors.

Section 2. Number and Qualifications. The Board shall consist of not less than fifteen (15) nor more than eighteen (18) elected Directors. In addition, by virtue of their respective office, three (3) individuals shall be ex-officio non-voting members, including the Chief Justice of the Supreme Court of Michigan, the President of the State Bar of Michigan, and the President-Elect of the State Bar of Michigan. Up to five of the elected Directors may be individuals who are not lawyers.

Section 3. Term of Office. The elected Directors shall continue to serve until their successors are elected. At each annual meeting, approximately one-third of the Directors shall be elected for a term of three years and until their respective successors shall be elected.

Section 4. Nominations. The Board of Directors will elect directors at the Director's annual meeting. Nominations for Directors shall be made by a nominating committee selected by the Board President. A proposed slate will be presented at the annual meeting.

Section 5. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation, or a subsequent time as set forth in the notice of resignation. A Director may be removed with cause by the affirmative vote of two-thirds of the Directors then in office, in which case such Director shall also be removed from any officer positions he or she holds.

If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors.

Section 6. Director Emeritus. The Board may appoint one or more Directors Emeritus of the Michigan State Bar Foundation for life or for any period the Board may designate. The selection of such Directors Emeritus shall be based upon outstanding contributions of such designees to the Michigan State Bar Foundation or to the furtherance of the goals of the Foundation as are deemed appropriate for such designation by the Board. Such Directors Emeritus shall not be voting members of the Board of Directors and shall owe no fiduciary duties except as may be designated by the President of the Foundation with their consent. Directors Emeritus shall be provided with all notices and minutes of meetings of the Board of Directors and such other documents as the President shall determine.

ARTICLE II
MEETINGS

Section 1. Meetings. The annual meeting shall be held at a time and place determined by the Board President, prior to the start of the fiscal year.

Section 2. Regular Meetings. Regular meetings of the Board shall be held quarterly, at such time and place as may be determined by the Board. One of the meetings of the Board shall be designated as the Annual Meeting for the purposes of organizational matters and election of directors and officers.

Section 3. Special Meetings. Special meetings of the Board may be held at any time and place at the call of the Board President. If the President receives a request for a special meeting outlining the purpose of the meeting, by two (2) or more Directors, the President shall call a special meeting to be held within ten (10) days of receiving the request. The Secretary or President shall provide notice by mail, email, or other electronic means, at least five (5) days in advance, including the time, place, and purpose of the meeting.

Section 4. Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. For purposes of determining a quorum, ex-officio members do not count. The acts approved by a majority of those present at a meeting at which a quorum is present shall be the act of the Board.

Section 5. Participation remotely. Directors may participate in Board Meetings using any means of communication by which all Directors may simultaneously hear each other during the meeting, including in person or by telephone conference call or similar remote communication. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 6. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, through email or other electronic means, if all directors consent to the action. If there is not unanimous consent, a special meeting may be called pursuant to Section 3.

ARTICLE III OFFICERS & COMMITTEES

Section 1. Election and Term of Officers. The officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Board of Directors at its annual meeting for the term of one year and the term shall begin immediately. Officers may serve a total five (5) consecutive terms in one position; however, the Treasurer may serve more than five consecutive terms with approval from two-thirds of the Board.

Section 2. Additional Officers. The Board of Directors shall have the right to appoint an Assistant Secretary, an Assistant Treasurer and such additional officers as the board may from time to time determine.

Section 3. Duties of Officers. The duties of the officers shall be such as usually attach to the offices held by such officers and such further duties as shall be designated from time to time by the Board of Directors.

Section 4. Committees. The Board may from time to time establish such standing or other committees as it sees fit. The Board may determine if individuals who are not Directors may serve on the committee.

Section 5. Executive Committee. There shall be an Executive Committee of the Board composed of the officers and up to three other members of the Board as recommended by the officers and approved by the Board. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors, except that such Executive Committee will not have power or authority to:

- a. Amend the Articles of Incorporation;
- b. Adopt an agreement of merger or conversion;
- c. Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- d. Approve the dissolution of the Corporation or a revocation of a dissolution;
- e. Amend the Bylaws of the Corporation;
- f. Fill the vacancies on the Board; or
- g. Fix compensation of the Directors for serving on the board or on a committee.

ARTICLE IV FELLOWS PROGRAM

Section 1. Program. There shall be a Fellows Program, the purpose of which shall be to support the programs of the Michigan State Bar Foundation and to contribute to the attainment of the mission of the Foundation.

Section 2. Membership in the Fellows Program. The classes of Fellows, including pledge and contribution amounts, and requirements for participation in the Fellows Program, are set by the Board of Directors.

Section 3. Fellows Committee. Each year at the annual meeting, the Board of Directors shall appoint a Fellows Chair, Fellows Vice-Chair and up to two additional individuals to serve on the Fellows Committee.

Section 4. Fellows Nominations. New Fellows shall be elected by the Board of Directors. A Fellows Nominating Committee composed of the Fellows committee members and officers of the Foundation shall recommend persons for election as Fellows to the Board of Directors annually at a time set by the Foundation.

ARTICLE V FISCAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Michigan State Bar Foundation shall be fixed by the Board of Directors.

Section 2. Signatories for Fiscal Transactions. Any of the funds of the Foundation on deposit with any bank or trust company shall be subject to withdrawal on the signatures of such persons as may be determined from time to time by resolution of the Board of Directors.

Section 3. Audit Requirements. The books and accounts of the corporation shall be audited annually by independent auditors who shall be selected by the Board of Directors.

Section 4. Investments. The Board of Directors may employ one or more fiscal agents, including retaining of professional investment advisory services, to handle the details of its investment program under its general supervision including the purchase and sale of securities, the custody of all securities and other investments, the prudent management of securities and investments, and the keeping of corporate accounts and records.

Section 5. Loans and Guarantees. The Foundation will not provide loans to or guarantee obligations of an officer or Director unless permitted under state law.

Section 6. Compensation of Directors. Directors will serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred in their capacity as a Director, in accordance with policies adopted by the Corporation from time to time.

ARTICLE VI INTEREST ON LAWYER TRUST ACCOUNTS

The Board of Directors of the Michigan State Bar Foundation has been designated by the Michigan Supreme Court to organize and administer the Interest on Lawyer Trust Accounts (IOLTA).

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, and Others. The Michigan State Bar Foundation will, to the fullest extent permitted by law, indemnify any current or former director, officer, agent or employee that was or is a party or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, or investigative, whether 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, officer or employee, 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, and with respect to criminal action, if the person had no reasonable cause to believe that the conduct was unlawful.

Section 2. Indemnification in Connection with Actions by or in the Right of the Corporation. The Michigan State Bar Foundation has the power to indemnify a person that was or is a party or is threatened to be made a party to

an action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee, or agent, for expenses, including attorneys' 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 Corporation. The Corporation shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Corporation except to the extent authorized under Section 564c of the Michigan Nonprofit Corporation Act (the "Act").

Section 3. Insurance. The corporation shall maintain appropriate Directors and Officers Liability Insurance.

Section 4. Advancement of Expenses.

- (a) The Corporation shall pay or reimburse the reasonable expenses incurred by a Director or officer, and may pay or reimburse the reasonable expenses incurred by a non-officer employee, non-director volunteer, or agent of the Corporation or a person that is or was serving at the request of the Corporation as a director, officer, partner, trustee, or employee, that 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 the person furnishes the Corporation a written agreement, executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances. Alternatively, the Corporation may cause its director and officer liability insurance (or other similar policy) to defend the Director or officer instead of advancing expenses.
- (b) An agreement required under subsection (a) of this Article VII, Section 4, must be an unlimited general obligation of the Director, officer, employee, non-director volunteer, or agent, but may be unsecured. The Corporation may accept an agreement that is required under subsection (a) without reference to the financial ability of the person to make repayment.
- (c) Except if an advancement of expenses is mandatory under the Corporation's Articles, these Bylaws or by contractual agreement, the Corporation shall evaluate the reasonableness of advances in the manner described in section 564a(1) of the Act for evaluating the reasonableness of expenses, and make an authorization in the manner described in section 564a(4). The Corporation may authorize advances with respect to a proceeding and determine the reasonableness of advances or approve a method for determining the reasonableness of advances in a single resolution covering the entire proceeding. However, unless the action or resolution provides otherwise, an authorizing or determining authority of the Corporation may subsequently terminate or amend the authorization or determination with respect to advances that are not yet made.

Section 5. Remedies. If a claim under Sections 1 or Section 2 of this Article VII is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover advances, the Indemnitee also shall be entitled to be paid the expense of prosecuting or defending such claim. In any action brought by the Indemnitee to enforce a right under Section 1 or Section 2 of this Article VII, it shall be a defense that the Indemnitee has not met the applicable standard of conduct set forth in the Act or other applicable laws of the State of Michigan or the Internal Revenue Code of 1986, as amended (the "Code"), and the Corporation shall be entitled to recover such advances if it is ultimately determined that the Indemnitee has not met such applicable standard of conduct. Neither the failure of the Corporation (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that the Act or other applicable laws or the Code (nor an actual determination by the Corporation, including its Board of Directors or independent legal counsel) that the Indemnitee has not met such applicable standard of conduct, shall be a defense to an action brought by the Indemnitee or create a presumption that the Indemnitee has not met the applicable standard of conduct. In any action brought by the Indemnitee to enforce a right hereunder or by the Corporation to recover payments by the Corporation of advances, the burden of proof shall be on the Corporation.

Section 6. Miscellaneous.

- (a) *Non-exclusivity and Continuation.* The right to indemnification and the advances conferred in this Article VII shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, contract, vote of disinterested Directors, the Corporation's Articles of Incorporation or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, volunteer or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (b) *Amendment or Repeal.* No amendment or repeal of this Article VII shall apply to or have any effect on any person who is or was a trustee, Director or officer of the Corporation for or with respect to any acts or omissions of the trustee, Director or officer occurring before the amendment or repeal.
- (c) *Indemnification of others.* The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to other employees, volunteers and agents of the Corporation with the same scope and effect as described in this Article VII, in accordance with the Act and the Code.
- (d) *Severability.* Each and every paragraph, sentence, term and provision of this Article VII shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article VII shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended by the Board of Directors by an affirmative vote of two-thirds vote at any Board meeting at which a quorum is present.

As amended April 7, 1983

As amended November 13, 1984

As amended and restated June 17, 1987

As amended September 25, 1991

As amended September 16, 1992

As amended September 21, 1994

As amended September 16, 1998

As amended September 20, 2000

As amended June 15, 2022