

FIRST AMENDED BYLAWS
OF THE
LIVINGSTON COUNTY FOUNDATION
A MICHIGAN NON-PROFIT CORPORATION

ARTICLE I
OFFICES

SECTION 1. The principal office and registered office of the Corporation shall be at such places in the State of Michigan as the Board of Directors shall from time to time determine. The resident agent shall be such person as the Board of Directors shall from time to time determine.

SECTION 2. The Corporation may have offices at such places either within or without the State of Michigan, as the Board of Directors may from time to time determine.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. All rights, powers, duties, and responsibilities relative to the management and control of the Corporation's property, business, and affairs are vested in the Board of Directors.

SECTION 2. The Corporation is organized upon a directorship basis. The Initial Board Members shall be John E. La Belle, Robert R. Block, and Belinda M. Peters. The Initial Board Members shall only serve until a special meeting of the Board of Directors is held to install the Board of Directors, which special meeting shall be called by the Initial Board at such time as the Initial Board shall determine, but no later than six months after the incorporation of the Corporation. After such special meeting of the Initial Board of Directors, the Board of Directors shall be composed of seven individuals, two of whom will be ex-officio and five of whom will be at-large. The persons who hold the positions of County Administrator for Livingston County, Michigan, and Financial Officer for Livingston County, Michigan, will serve as the *ex-officio* Directors. Each *ex-officio* Director shall remain an *ex-officio* Director only so long as such person retains the institutional position conferring the status of *ex-officio* Director. One of the at-large Directors will be selected by a unanimous vote of the two *ex-officio* Directors **to serve a term of four (4) years or** until such individual's ~~death,~~ resignation as a Director of the Corporation or removal by unanimous vote of the *ex-officio* Directors, **whichever shall first occur,** and upon **said term expiration** ~~such death,~~ resignation, or removal, such at-large Director shall be replaced by an at-large Director selected by the unanimous

vote of the *ex-officio* Directors. Four of the at-large Directors will be selected by a majority of the then acting Board of Commissioners of Livingston County, Michigan, **with the first at-large Directors of the Board appointed for the following terms: one for a term of one (1) year; one for a term of two (2) years; one for a term of three (3) years; one for a term of four (4) years; and, thereafter, members shall be appointed to terms of four (4) years. Said at-large Directors each of whom** will serve until **term expiration** ~~such Director's death~~, resignation as a Director of the Corporation, or removal by a majority of the then acting Board of Commissioners of Livingston County, Michigan, and upon such **term expiration, death**, resignation, or removal, such Director shall be replaced by an at-large Director selected by a majority of the then acting Board of Commissioners of Livingston County, Michigan.

SECTION 3. A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business.

SECTION 4. Each member of the Board of Directors, whether ex-officio or at-large, will be equally privileged with every other member of the Board of Directors in voice and vote in matters before the Board of Directors.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Annual meetings of the Board of Directors shall be held at such date and time as shall be designated from time to time by the Board of Directors. In addition, the Board of Directors may call one or more special meetings to be held at such date and time as shall be designated from time to time by the Board of Directors.

SECTION 2. At least three days' notice of the time and place of all meetings of the Board of Directors shall be given to each Director by mail. Notice of any meeting may be waived before or after the meeting.

SECTION 3. Decisions of the Board may be made by unanimous written consent in lieu of a meeting.

SECTION 4. A Director may attend a meeting either in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE IV OFFICERS

SECTION 1. The Officers of the Corporation shall be the President, the Vice-President, a Treasurer, and a Secretary, and such other Officers as are from time to time designated by the Board of Directors. Any two or more of such offices may be held by the same person except the offices of President and Secretary.

SECTION 2. The Officers shall be elected by the Board of Directors at their annual meeting to serve until the next annual meeting or until their successors are elected and shall have qualified, but the Officers shall always be subject to removal by the Board of Directors.

SECTION 3. The Officers of the Corporation shall otherwise have such powers and duties as usually pertain to their offices, except as modified by the Board of Directors, and shall also have such additional powers and duties as may, from time to time, be conferred upon them by the Board of Directors.

ARTICLE V EXECUTIVE COMMITTEE

SECTION 1. The Board of Directors may establish an Executive Committee consisting of the President and such other Directors as shall be appointed by the Board of Directors.

SECTION 2. The Executive Committee shall meet on the call of the President and shall exercise such functions and powers as the Board of Directors provides. In the event of emergencies, the Executive Committee shall act in the capacity of the Board of Directors with all the powers and duties incident thereto.

SECTION 3. In the event the Executive Committee shall act under its emergency powers, said Committee shall report to the Board of Directors on their emergency actions at the next Board of Directors meeting.

ARTICLE VI FUNDS

SECTION 1. The funds of the Corporation shall be deposited in one or more accounts at such bank or trust company, as may be designated by the Board of Directors.

Such deposits shall be made subject to withdrawal on signature of such person or persons as the Board of Directors shall designate from time to time.

SECTION 2. The funds of the Corporation shall be disbursed only pursuant to resolution of the Board of Directors but any depository of such funds so designated shall be fully protected in acting upon the orders for withdrawal, including checks, drafts and other customary banking orders, signed in accordance with the provisions of Section 1 of this Article VI of the Bylaws or a duly certified corporate resolution.

SECTION 3. The Board of Directors may take appropriate steps (including bonding) to insure the fidelity of those indicated by the Board of Directors.

ARTICLE VII COMMITTEES

The Board of Directors may designate committees with such duties and powers as it may provide in order to carry out the program and purposes of the Corporation, and the Board shall further designate the individuals from their number to serve as chairmen of said committees.

ARTICLE VIII AUTHORIZED TRANSACTIONS

SECTION 1. All conveyances, contracts, and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

SECTION 2. Any persons dealing with the Corporation or its property in reliance upon any instrument executed in accordance with these Bylaws or duly certified corporate resolutions shall be fully protected thereby, and shall be under no duty to inquire as to the authority of the persons executing such instrument.

ARTICLE IX INDEMNIFICATION

SECTION 1. The Corporation shall indemnify the Directors and officers of the Corporation to the fullest extent permitted by law with respect to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or officer of

the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The indemnification provided in this Section I continues as to a person who has ceased to be a Director or officer and shall inure to the benefit of such person's heirs, personal representatives and assigns.

SECTION 2. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the liability is described in this Article IX of the Bylaws.

ARTICLE X AMENDMENTS OR ADDITIONS

SECTION 1. These Bylaws may be altered or amended at any duly called meeting of the Board of Directors at which a quorum is present by a vote of the majority of the Directors then in office, provided that written notice naming the substance of the proposed amendment has been sent to each Director at least seven (7) days in advance of the date of meeting, unless such notice is waived by all of the Directors.

SECTION 2. The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation.

ARTICLE XI FISCAL YEAR; SEAL; NOTICES

SECTION 1. The fiscal year of the Corporation shall be a calendar year.

SECTION 2. The Board of Directors may provide a suitable corporate seal for use by the Corporation.

SECTION 3. Any notice required by statute or by these Bylaws to be given to the Directors or any Officers of the Corporation, unless otherwise provided herein or any statute, shall be given by mailing to such Director or Officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

CERTIFICATION

I hereby certify that attached is a true and accurate copy of the Bylaws of Livingston County Foundation, a Michigan non-profit corporation.

Dated: 11/30/2006



Belinda M. Peters

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