

BYLAWS
OF
OPPORTUNITY GROSSE ILE, INC.

ARTICLE I.
CORPORATION NAME, OFFICERS AND PURPOSE

1.1 **NAME.** The name of the corporation is Opportunity Grosse Ile, Inc.

1.2 **PLACES OF BUSINESS.** The corporation shall have its principal place of business at 8676 Macomb St., Grosse Ile, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 **PURPOSES.** The purposes for which the corporation is organized are as follows:

A. To increase the awareness of the rich and diverse assets offered by Grosse Ile, Michigan and its adjacent communities.

B. To improve living and business conditions on Grosse Ile, Michigan.

C. To engage in other charitable, educational and/or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation (the "Code").

D. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 **NONPROFIT OPERATION.**

A. The corporation shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation.

B. No member or director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer or any private shareholder or other individual.

C. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

D. Upon dissolution of the corporation, the Board of Directors shall, after paying or making adequate provisions for the payment of all the corporation's debts, dispose of the residual assets of the corporation exclusively for the stated purposes of the corporation in such manner, or to one or more organizations which themselves are exempt organizations described in Section 501(c)(3) of the Code.

1.5 **FISCAL YEAR.** The fiscal year of the corporation shall be the calendar year.

ARTICLE II. MEMBERSHIP

2.1 **MEMBERSHIP.** All individual residents of Grosse Ile, Michigan and all persons or entities owning commercial real property or a business on Grosse Ile, Michigan shall be eligible to become a Member.

2.2 **MEMBERSHIP ACTION.** All matters requiring action of the members of the corporation under applicable law shall be adopted or approved by the affirmative vote of a majority of the Members.

2.3 **PLACE OF MEETINGS.** Annual and special meetings of the members shall be held at such places as shall be determined by the members (or if the members have not acted, by the Board of Directors or the President) and stated in the notice of meeting.

2.4 **ANNUAL MEETING.** The annual meeting of the members of the corporation shall be held on such date and hour in the month of March as shall have been determined by the members (or if the members have not acted, by the Board of Directors or the President), and stated in the notice of the meeting. If for any reason the annual meeting is not held in March of any year, any business which could have been conducted at an annual meeting may be conducted at any subsequent special or annual meeting or by consent resolution.

2.5 **ORDER OF BUSINESS.** The order of business at a Meeting of the Members, unless amended by majority vote of those present, shall be as follows:

- A. Call to Order
- B. Minutes of the last Meeting
- C. Treasurer's Report
- D. Standing Committee Reports
- E. Other Committee Reports
- F. Election of Members to the Board of Directors
- G. Tabulation of ballots, announcement of Board members keeping or filling positions open for election (if an Annual Meeting)
- H. Other Business
- I. Adjournment

2.6 **SPECIAL MEETINGS.** Special meetings of the members of the corporation may be called by the Board of Directors or the President and shall be called by the President or

2.7 **NOTICE OF MEETINGS OF MEMBERS.** Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the members of the corporation shall be given to each Member not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, either personally, by sending such notice to each member by electronic mail or by regular mail at the address designated by the member for such purpose or, if none is designated, at the member's last known e-mail or regular address or posted on the corporation's website. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

2.8 **WAIVER OF NOTICE OF MEETINGS.** Notice of any annual or special meeting of the members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

2.9 **QUORUM.** Not less than thirty (30%) of the Members of the corporation then serving, present in person or by proxy, shall constitute a quorum for the transaction of business at an annual or special meeting of the members. A meeting may be adjourned without a quorum of members being present.

2.10 **DUES.** The Board of Directors shall establish the dues and fees of the Members.

ARTICLE III. BOARD OF DIRECTORS

3.1 **BOARD OF DIRECTORS.** The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least quarterly.

3.2 **NUMBER AND SELECTION OF DIRECTORS.** The Board of Directors shall consist of not less than nine (9) but no more than twenty (23) members who shall be elected at the annual meeting of the members to serve for three years, except initially one-third (1/3) of such directors shall be elected for three (3) year terms, one-third (1/3) of such directors shall be elected for two (2) year terms and one-third (1/3) of such directors shall be elected for one (1) year terms.

3.3 **REMOVAL.** Any director elected may be removed by cause only by the vote of at least two-thirds (2/3) of the other directors then in office.

3.4 **RESIGNATION.** Any member of the Board of Directors may resign at any time, upon written notice of his or her desire to do so delivered to the President or Secretary of the Corporation.

3.5 **VACANCY.** When a Director position is vacant due to resignation or expulsion of a Director, the other Directors shall appoint his or her successor to serve such Director's remaining term.

3.6 **ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held at such place, date and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

3.7 **REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President and shall be called by the President or the Secretary upon the written request of any two (2) directors.

3.8 **NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS.** Written notice of the time and place of all meetings of the Board of Directors shall be given to each director at least three (3) days before the date of the meeting, either personally or by sending such notice to each director by regular or electronic mail at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.9 **PARTICIPATION BY MEANS OF COMMUNICATIONS EQUIPMENT.** A member of the Board of Directors or of a committee of the corporation may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

3.10 **ACTION WITHOUT A MEETING.** Any action required or permitted at any meeting of the Board of Directors or at any meeting of a committee of the corporation may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote on the action consent in writing. Such written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

3.11 **QUORUM AND VOTING REQUIREMENTS.** A majority of the directors then in office and a majority of the voting members of any committee of the corporation constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these Bylaws, or the Articles of Incorporation. A committee may, however, meet and make recommendations and reports to the Board of Directors without a quorum being present.

3.12 **POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon Boards of Directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.13 **COMPENSATION.** Directors shall receive no compensation for their services on the Board of Directors.

ARTICLE IV. OFFICERS

4.1 **OFFICERS.** The officers shall be the President, the Secretary, the Treasurer and the Executive Director. There may also be one or more Vice Presidents and such assistant officers as the Board of Directors deems appropriate.

4.2 **ELECTION AND TERM OF OFFICE.** All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors at its annual meeting. Two or more offices may be held by the same person, except that no person may serve as President and as a Vice President. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

4.3 **REMOVAL.** Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.

4.4 **VACANCIES.** In the event of the death, resignation, removal or other inability to serve of any office, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

4.5 **PRESIDENT.** The President shall preside at meetings of the Board of Directors and the Executive Committee (if any) and shall nominate persons to serve as members and as chairmen of all standing and special committees of the corporation. The President shall be privileged to attend and to participate without vote in the meetings of all committees of which the President is not otherwise a member. Acting under the direction of the Board of Directors and on its behalf, the President shall perform all acts, execute and deliver all documents and take all steps authorized by the Board in order to effectuate the actions and policies of the Board.

4.6 **VICE PRESIDENTS.** There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Directors or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall perform the duties of the President in the President's absence.

4.7 **SECRETARY.** The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the members and of the Board of Directors; shall see that minutes of meetings of the proceedings of the members and of the Board of Directors are prepared and preserved; shall receive and attend to all correspondence of the Board of Directors; shall have custody of all documents belonging to the corporation (except as otherwise provided in these Bylaws) and of the corporate seal (if any); and shall perform such other duties as usually pertain to the office as shall be determined from time to time by the Board of Directors.

4.8 **TREASURER.** The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall see that an accounting system is maintained that will give a true and accurate accounting of the financial transactions of the corporation; shall render reports from time to time as requested by the Board of Directors of his or her activities and of the financial condition of the corporation; and shall perform such other duties as usually pertain to the office as may be determined from time to time by the Board of Directors.

ARTICLE V. EXECUTIVE DIRECTOR

5.1 **EXECUTIVE DIRECTOR.** The executive director is hired by the Board of Directors. The Executive Director shall be the Chief Executive Officer of the Corporation and be responsible the day-to-day operations of the Corporation. The Executive Director shall be privileged to attend and to participate without vote in the meetings of all committees of which the Executive Director is not otherwise a member. Acting under the direction of the Board of Directors and on its behalf, the Executive Director shall perform all acts, execute and deliver all documents and take all steps authorized by the Board in order to effectuate the actions and policies of the Board.

5.2 The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

6.1 **CLAIM BY THIRD PARTIES.** The Corporation shall indemnify a director, officer, employee or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection

6.2 CLAIMS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION.

The Corporation shall indemnify a director, officer, employee or agent who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses, including actual and reasonable attorneys' fees, amounts paid in settlement incurred by the person in connection with the action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which he or she has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, he or she is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

6.3 INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

**ARTICLE VII.
COMMITTEES**

7.1 COMMITTEES. The Board of Directors may establish and define the responsibilities of any additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the corporation. The members and chairman of all committees shall be nominated by the President or Executive Director and elected by the Board of Directors for a one (1) year term, or until their successors are duly elected, but may be removed at any time by a vote of a majority of the Board of Directors then in office.

7.2 ADMINISTRATIVE COMMITTEE. The President, Secretary, Treasurer, and any Vice President(s) serve as the members of the Administrative Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Administrative Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

7.3 **FINANCE COMMITTEE.** The Treasurer is the chair of the Finance Committee. The other members of the Finance Committee shall be filled out under the same procedures as for all other committees. The Finance Committee is responsible for developing and reviewing fiscal procedures (including proposing policies for approving and reimbursing expenditures, which policies must be approved by the Board), fundraising plans, and the annual budget with the Board. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Administrative Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board by the Finance Committee showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

7.4 **OTHER COMMITTEES.** In addition to any committees that the Board shall deem to be appropriate, the Board shall create Audit, Governance, and Nominating committees and appoint members for those committees.

ARTICLE VIII. AMENDMENTS

8.1 **AMENDMENTS.** These Bylaws may be amended at any meeting of the members by a majority vote of the Members provided a written notice containing the text of the proposed amendment or summary of the changes to be made by the proposed amendment is sent to the Members within the time prescribed for notice of the meeting under Section 2.7. No amendment of these Bylaws that is inconsistent with the Articles of Incorporation shall become effective prior to an amendment that may be required in the Articles of Incorporation.

ADOPTED THIS ____ DAY OF _____, 2010.

_____, Secretary
Susan D. Harrison