

The Global Institute of Lansing Bylaws

As revised through July 18, 2017

Article I Board of Directors

Section 1.1. Powers. The affairs and property of the corporation shall be managed by a Board of Directors (hereafter Board) consisting of 5 to 15 directors, as determined by the Board, serving three-year overlapping terms. Subject to any limits in the articles of incorporation and these bylaws, the Board may exercise all powers of the corporation, including but not limited to those provided under Section 261(1) of 1982 Public Act 162, the Michigan Nonprofit Corporation Act, as amended (MCL 450.2261(1)).

Section 1.2. Appointment and Terms. Of the directors first selected, approximately one-third shall be designated as having three-year terms, one-third as having two-year terms, and one-third as having one-year terms. As these first terms end, the Board shall select the same person or a successor to serve a three-year term. Directors shall serve until the annual meeting held in the year in which their terms end and until their successors take office.

Section 1.3. Removal and Replacement. By majority vote, the Board may declare vacant the position of a director who has been absent without reasonable cause from three consecutive meetings, after giving the director at least 10 days written notice of its intent to do so. A director may be removed from office for any other cause or without cause by a two-thirds vote of the remaining directors then in office, provided the Board has given the director written notice of the intent to remove at least 10 days before the meeting at which removal is voted upon. If a position is vacated by death, resignation, removal, or inability to serve, a successor director shall be selected by a majority of the remaining directors, even if less than a quorum, and shall serve until the end of the term of the person replaced.

Section 1.4. Meetings. The Board shall hold an annual meeting, at a time and place it determines, at which directors shall be selected and a financial report for the preceding fiscal year shall be presented. It may also hold additional regular meetings each year, at times and places it determines. Each director shall receive notice at least 10 days before each annual and regular meeting of the time, place, and proposed agenda. A special meeting shall be held on the call of the President or any three directors, with not less than 24 hours advance notice to each director of the time, place, and purpose; a special meeting shall act only on matters included in the notice. A decision may be made in a meeting in which some or all directors participate by a conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other, provided that all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, any action required to be taken at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office consent to the action in writing or by electronic transmission.

Section 1.5. Conduct of Meetings. Except as otherwise provided in the articles of incorporation or these bylaws, all decisions of the Board shall be made at a meeting attended by a quorum. A quorum shall consist of a majority of the directors then in office. No director may cast a vote by proxy, but directors may cast their votes by electronic transmission. Meetings may be conducted informally, but unless otherwise provided in these bylaws, any procedural disputes shall be resolved by reference to the current edition of Robert's Rules of Order.

Section 1.6. Committees. The Board may create such committees as it requires and may delegate to them any of its powers, subject to the Board's power to review and revise committee decisions. Unless otherwise determined by the Board, the President may appoint the members and designate the chairperson of each committee.

Article II Officers and Executive Committee

Section 2.1. Offices. At the annual meeting or as soon thereafter as practicable, and at any other time when necessary to fill a vacancy, the officers of the organization shall be selected by the Board from among its members for terms of one year or until their successors take office. They shall consist of a President, a Vice President, a Secretary, and a Treasurer. The same person may be selected to hold two or more offices.

Section 2.2. Duties. The officers shall perform the duties normally associated with their offices except as otherwise provided in these bylaws and shall perform such additional duties as are determined by the Board. The President shall preside at all meetings of the Board. If the President is unable to preside, the Vice President shall preside, and if the Vice President is unable to preside, those present shall select a person to preside. During any period of absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Treasurer shall manage all funds pursuant to policies adopted by the Board and as provided in Article IV.

Section 2.3. Executive Committee. The four officers shall constitute an Executive Committee, which may exercise any powers of the Board between meetings of the Board, unless otherwise provided by law or in the articles of incorporation or these bylaws or a resolution of the Board, except that the Executive Committee cannot amend the articles of incorporation or these bylaws, cannot reverse a decision previously made by the Board, and cannot select or remove an Executive Director. Except as otherwise provided in these bylaws, all decisions of the Executive Committee shall be made at a meeting attended by a quorum consisting of a majority of its members. A decision may be made in a meeting in which some or all Executive Committee members participate by a conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other, provided that all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if, before or after the action, all members of the Executive Committee then in office consent to the action in writing or

by electronic transmission. No Executive Committee member may cast a vote by proxy, but Executive Committee members may cast their votes by electronic transmission.

Article III Conflict of Interest

Section 3.1. Disclosure. Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee of the Board for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure shall include any relevant and material facts known to the director, officer, or key employee about the contract or transaction that might reasonably be construed to be adverse to the corporation's interest.

Section 3.2. Voting. No director shall vote on any contract or transaction that has a direct bearing on services to be provided by that director, or by any organization the director represents or in which the director has an ownership interest or is otherwise interested or affiliated, that would directly or indirectly financially benefit the director. All such services will be fully disclosed or known to the Board members present at the meeting at which the contract or transaction is authorized.

Article IV Finance

Section 4.1. Acceptance of Funds. Gifts, grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Board.

Section 4.2. Depository Accounts. All funds of the organization shall be placed in such depository or investment accounts as the Board may designate. Checks for more than \$5,000 must be signed by two persons authorized as signers by the Board.

Section 4.3. Management of Funds. The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Board with financial reports and statements as needed. All financial records shall be open to inspection by any director.

Section 4.4. Payments to Directors and Officers. There shall be no compensation for serving as an officer or director, but officers and directors may be compensated for other services to the organization and reimbursed for expenses incurred on its behalf.

Section 4.5. Fiscal year. The financial records and reports of the organization shall be based on a fiscal year ending December 31

Article V Staff

Section 5.1. Employment of Executive Director. An Executive Director may be employed by the Board as the organization's chief executive officer on terms agreed between the Board and the Executive Director. Unless otherwise provided in a written agreement, the Executive Director shall serve until he or she shall resign, be unable to serve, or be removed by vote of the Board.

Section 5.2. Duties and Powers of Executive Director. Within policies determined by the Board, the Executive Director shall have responsibility and power to carry out or delegate day-to-day operations, which include but are not limited to the following: (a) financial operations, including preparation of budgets and management of and accounting for funds; (b) purchasing and contracting for equipment, supplies, services, and facilities; (c) hiring, defining the duties of, managing, evaluating, and dismissing other staff members; (d) managing relations with other organizations, including regulatory agencies and funding sources; (e) preparation of proposals, reports, and presentations regarding policies and activities needed by the Board; and (f) all other activities necessary to orderly operation and effective pursuit of the corporation's goals. The Executive Director shall participate in all Board meetings unless unavailable or excluded for good cause by a two-thirds vote of the Board, but shall not be counted in determining the presence of a quorum and shall not vote.

Section 5.3. Other Staff. Other staff members shall be selected by the Executive Director or by persons to whom the Executive Director has delegated that power, and they shall be employed on such terms as may be found desirable for furtherance of the purposes of the corporation.

Article VI Indemnification

Section 6.1. Indemnification. To the extent permitted by law, the corporation shall pay or reimburse expenses and liabilities incurred by its officers, directors, and employees as a result of actual or threatened legal or administrative proceedings related to their service to the corporation, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of the corporation, and did not knowingly violate the law, and further provided they have given prompt notice of the matters to the corporation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings, judgments and fines, and settlements reasonably entered into, regardless of whether the officer, director, or employee is still serving the corporation in that capacity at the time the expenses or liabilities are incurred.

Article VII
Amendment of Articles of Incorporation or Bylaws

Section 7.1. Amendment. The articles of incorporation or these bylaws may be amended at any regular or special meeting by vote of a majority of the members of the Board then in office, provided the amendment has been submitted in writing to all Board members at least 20 days before the meeting.