

**CORPORATE BYLAWS**  
**OF**  
**mParks FOUNDATION**

**ARTICLE I**

CORPORATION

1.01 NAME. The name of this Foundation shall be mParks Foundation (the “Foundation”), a non-profit corporation organized under the laws of the State of Michigan.

1.02 PRINCIPAL OFFICE. The Foundation shall have its principal office in Michigan at the headquarters of the mParks, Inc. (the “Association”), and may have such other offices as the Board of Trustees of the Foundation may from time to time determine.

1.03 PURPOSES. The purposes of this Foundation shall be:

- A. To exclusively support, benefit, perform the functions of and carry out the charitable and educational purposes of the Association, a Michigan non-profit corporation, provided the Association continues to be an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the “Code”), to do the following:
  - 1. Promote recreation, park and leisure services in the State of Michigan;
  - 2. Educate the public as to the value of parklands, recreational and leisure services in the State of Michigan;
  - 3. Provide assistance and educational materials to federal, state, and local government agencies;
  - 4. Provide assistance, educational materials, and support to other non-profit organizations whose purposes include the promotion of parklands, recreational services, and leisure services in the State of Michigan; and
  - 5. Provide scholarships to qualified individuals for study or continued education in parks, recreation, and leisure services.
- B. To solicit, receive, and administer donations, contributions, grants, and funds for the exclusive support and benefit of the Association, and to distribute a portion of such amounts from time to time to the Association to be used (or held for use) directly in carrying out the Association’s purposes.
- C. To acquire, own, dispose of, and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Foundation.

D. To do such other things and perform such other acts in furtherance of the Foundation's purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by the Articles of Incorporation, these Bylaws, Section 501(c)(3) or corresponding provisions of the Code or applicable federal regulations, or the laws of the State of Michigan.

1.04 NON-PROFIT OPERATION. The Foundation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code as a non-profit corporation. No trustee of the Foundation 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 Foundation shall inure to the benefit of any trustee, officer, or any private shareholder or individual. No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Foundation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The Foundation shall not carry on any activity not permitted to be carried on by an organization which is described in Section 501(c)(3) of the Code and which is exempt from federal income tax under Section 501(a).

1.05 DISSOLUTION. In the event of the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute any remaining assets of the Foundation to the Association, unless the Association is not an organization recognized under Section 501(c)(3) of the Code or is not in existence at the time of the dissolution of the Foundation, in which case the Board of Trustees, in its sole discretion, shall distribute any of the remaining assets to such other organization or organizations in existence at the time of dissolution that are recognized as exempt from federal income taxation under Section 501(c)(3) of the Code.

## ARTICLE II

### MEMBERSHIP

2.01 MEMBERSHIP. The only member of the Foundation shall be mParks.

2.03 ACTION BY CORPORATE MEMBER. The Association shall exercise its rights as sole member of the Foundation by a written consent resolution authorized by (i) resolutions duly approved by the governing board of the Association at any annual, regular, or special meeting; (ii) unanimous written consent resolutions of the members of the governing board of the Association; (iii) resolutions duly adopted at any meeting of the executive committee of the Association; and (iv) unanimous written consent resolutions of the members of the executive committee of Association. So long as the Association is the sole member of this Foundation, no meetings of the membership shall be required.

## ARTICLE III

## BOARD OF TRUSTEES

3.01 BOARD OF TRUSTEES. The business and affairs of the Foundation shall be managed by a Board of Trustees, which is the governing body of the Foundation. The Board of Trustees shall meet as often as necessary to conduct the business of the Foundation, but at least once annually. All Trustees must complete and submit the Conflict of Interest Form on an annual basis.

### 3.02.1 NUMBER, SELECTION, AND TERM OF TRUSTEES.

- A. The Board of Trustees shall consist of not less than five (5) or more than eleven (11) persons, exclusive of the Executive Director, as the Board shall from time to time determine. The Executive Director, as defined in Article IV herein, shall serve ex officio as a permanent, non-voting member of the Board.
- B. The board may elect up to 7 Honorary Board Members to serve unlimited terms that are nonvoting and whose purpose is to assist in promoting the mission of the Foundation.
- C. except for the Executive Director, the board terms shall be 3-year terms and can be reappointed to serve an additional term(s) upon a majority vote of the Foundation Board. The Board of Trustees shall be divided into 2 groups of 3 Trustees and 1 group of 4 trustees that serve rotating 3-year terms.
- D. Except as provided in paragraphs 3.02.A. and B. above, trustees shall serve three (3) year terms, commencing upon the date of election and expiring upon adjournment of the respective annual meeting of the Board of Trustees. New trustees shall be elected at the annual meeting (December) of the Board by an affirmative majority vote of the trustees remaining in office.
- E. except for the Executive Director, a trustee may be removed with or without cause at any annual or special meeting of the Board of Trustees by the affirmative vote of two-thirds (2/3) of the trustees then in office or at any time by the Association.
- F. Vacancies occurring on the Board of Trustees by reason of death, resignation, removal, or other inability to serve shall be filled by simple majority vote of the remaining trustees. A trustee elected to fill a vacancy shall serve for the unexpired portion of the term.
- G. The current mParks President Elect will serve as a voting member of the Foundation Board of Trustees. The position shall transition after each mParks Board swearing in ceremony to the new mParks President Elect.

3.03 POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees shall have charge, control, and management of the business, property, personnel, affairs and funds of the Foundation 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 and 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 trustees of non-profit corporations, and in addition to the powers mentioned in and implied from Section 1.03 of these Bylaws, the Board shall have the power to borrow or raise money, to issue bonds, notes or debentures, to secure such obligations by mortgage or other liens upon any of the property of the Foundation, 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 Foundation and in furtherance of its purposes.

3.04 QUORUM AND VOTING REQUIREMENTS. A majority of the trustees then in office and a majority of any committee appointed by the Board of Trustees constitutes a quorum for the transaction of business. The vote of a majority of the trustees 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, the Articles of Incorporation, or these Bylaws. A member of the Board or of a committee may participate in a 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, the Articles of Incorporation, or these Bylaws. A member of the Board or a committee may participate in a meeting by conference telephone or similar communications equipment through 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.

3.05 ANNUAL MEETING. The annual meeting of the Board of Trustees shall be held in December at such place, date, and hour as the President may determine from time to time. At the annual meeting, the Board shall elect trustees, elect officers, and consider such other business as may properly be brought before the meeting. Outgoing members of the Board shall not be eligible to vote in elections but are eligible to participate in other business activities. If less than a quorum of the trustees appear for an annual meeting of the Board of Trustees, 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.

3.06 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Trustees may be held at such times and places as the trustees 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 trustees. Special meetings of the Board may be called by the President and shall be called by the President upon the written request of any three (3) trustees.

3.07 NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES. Written notice of the time and place of all meetings of the Board of Trustees shall be given to each trustee at least three (3) days before the date of the meeting, either personally or by mail or email sent to an address designated by the trustee for such purposes, or if none is designated, at the trustee's last known address. Notices of special meetings shall state the purpose(s) of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.08 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Trustees, or a committee thereof may be taken without a meeting, without prior notice, and without a vote, if all of the trustees or committee members are entitled to vote thereon consent

in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

3.09 COMPENSATION. Trustees shall serve as such without salary or other compensation. The preceding shall not, however, prevent the Foundation from purchasing insurance as provided in Section 5.01 of these Bylaws or prevent the Board from providing reasonable compensation to a trustee for services that are beyond the scope of his or her duties as trustee or from reimbursing any trustee for expenses actually and necessarily incurred in the performance of his or her duties as a trustee.

3.10 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Trustees may in any instance designate one or more officers, agents, or employees to execute any contract, conveyance, mortgage, or other instrument on behalf of the Foundation, and such authority may be general or confined to specific transactions. The Board of Trustees may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President, Secretary, Treasurer or Executive Director may execute such instrument on behalf of the Foundation.

3.11 COMMITTEES. The Board of Trustees may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. Persons who are not members of the Board of Trustees shall be eligible to serve on committees other than the Executive Committee. If established, the Executive Committee may exercise all powers and authority of the Board of Trustees in the management of the Foundation between meetings of the Board of Trustees (within the limits prescribed by law) or may have such specific powers and responsibilities as determined by the Board. The members and chairpersons of all committees shall be nominated by the President and elected by the Board of Trustees for a one (1) year term or until their successors are duly elected, but shall be subject to removal at any time by a vote of a majority of the trustees then in office.

## ARTICLE IV

### OFFICERS

4.01 OFFICERS. The officers of the Foundation's Board of Trustees shall be Executive Director, President, President-Elect, Immediate Past President, Secretary, and Treasurer. There may be one or more Vice Presidents and such assistant officers as the Board deems appropriate. The Board may delegate such powers and duties, not inconsistent with the Michigan Compiled Laws or the Internal Revenue Code of 1986, as subsequently amended, to such officers as in their discretion is deemed warranted. Honorary Members are not eligible for any of the Officer positions on the Board of Trustees.

4.02 ELECTION AND TERM OF OFFICE. The initial officers shall be elected by the Board of Trustees at the organizational meeting of the Foundation. Thereafter, the President-Elect, Secretary, and Treasurer shall be elected by a majority vote of the eligible members of the Board of Trustees at the annual meeting. The outgoing President-Elect shall automatically succeed to the office of President and the outgoing President shall automatically succeed to the office of

Immediate Past President. All officers shall serve one (1) year terms, as President, Vice President, Secretary, or Treasurer. Terms of officers shall commence upon election and expire upon adjournment of the respective annual meeting of the Board of Trustees. No person may execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or verified by two (2) or more officers.

4.03 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the trustees then in office at any regular or special meetings of the Board of Trustees.

4.04 VACANCIES. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Trustees 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. Such election may be made at a special meeting of the trustees called for that purpose or any other legitimate Foundation purpose.

4.05 EXECUTIVE DIRECTOR. The Executive Director of the Association shall serve as the Executive Director of the Foundation, responsible for all management functions and activities of the Foundation as prescribed by the Board of Trustees. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation and fix their compensation within the annual budget approved by the Board. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his or her judgment, be in the best interest of the Foundation.

4.06 PRESIDENT. The President of the Board of Trustees shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Trustees. The President, under the direction of the Board of Trustees, shall have power to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board. The President shall have the power to appoint ad hoc committees. The President shall perform such other duties as may from time to time be prescribed by the Board of Trustees.

4.07 VICE PRESIDENT. The Vice President shall assume the duties of the President if for any reason the President cannot fulfill those duties.

4.09 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 Board of Trustees, attend all meetings of the Board, record the minutes of such meetings, receive and attend to all correspondence of the Board, have custody of all documents belonging to the Foundation (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 or as shall be determined from time to time by the Board of Trustees.

4.10 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall keep full and accurate account of all receipts and disbursements in the books of the Foundation, deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees, have the authority to receive and give receipts for all monies due and payable to the Foundation and from any source whatsoever and to give full discharge for the same, and to endorse for deposit on behalf of the Foundation all checks, drafts, notes, warrants, orders and other papers requiring endorsement, disburse the monies of the Foundation under the discretion of the Board of Trustees, prepare annually, and more often if so requested by the Board of Trustees, a full statement of the finances of the Foundation, and shall perform such other duties as may be conferred upon him or her by the Board of Trustees. The Treasurer may, at the discretion of the Board of Trustees, be required to maintain a security bond in any amount satisfactory to the Board for the faithful performance of the duties of this office and for the restoration to the Foundation in case of his or her death, resignation or removal from office of all books, papers, vouchers, money or other property of whatever kind in his or her possession, belonging to the Foundation.

## ARTICLE V

### INDEMNIFICATION

5.01 INDEMNIFICATION. Each person who is or was a trustee, member, or officer of the Foundation or member of a committee of the Foundation shall be indemnified by the Foundation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time; provided, however, that the preceding shall not require the Foundation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Code. The Foundation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the preceding sentence. The Foundation may, to the extent authorized from time to time by the Board of Trustees, grant rights to indemnification to employees or agents of the Foundation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The Foundation also may, to the extent authorized from time to time by the Board of Trustees, grant rights to indemnification to a person who serves or has served at the request of the Foundation, as a trustee, director, partner, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise.

## ARTICLE VI

### MISCELLANEOUS

6.01 AMENDMENTS. These Bylaws may be amended by the member of the Foundation acting in accordance with Article II of these Bylaws. No amendment of the Bylaws that is inconsistent with the Articles of Incorporation shall become effective before an amendment that may be required in the Articles of Incorporation.

6.02 FISCAL YEAR. The Foundation's fiscal year shall end on December 31.

6.03 ANNUAL ACCOUNTING. The Treasurer or his or her designee shall be responsible for preparing and filing annual information returns with the Internal Revenue Service.

Original Document	February 2, 2002
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