

CONQUEST HEALTH
AND FITNESS
FOUNDATION
BYLAWS

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ARTICLE I

Corporate Identity

Section 1. Name

The name of this corporation is Conquest Health and Fitness Foundation, hereinafter called the "Foundation".

Section 2. Principal Office

The registered office for the transaction of the business of this Foundation shall be located in the state of Michigan. The Board of Directors may, at any time, change the location of the registered office within Michigan. This Foundation may also have offices at more than one place in Michigan as the Board of Directors may determine and fix by resolution.

Section 3. Purpose

The purpose for which the Foundation is organized are as follows:

(a) To receive and administer funds and to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (Code), as amended, or comparable provisions of subsequent legislation including, but not limited to, the purpose of benefitting the general public by improving the lives of individuals by promoting an active lifestyle through health, fitness, and education; and to give funds and property from time to time to other organizations to be used, or held for the Foundation, directly in carrying out one or more such purposes.

(b) 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 purpose of the Foundation.

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

Section 4. Organization

This Foundation is a domestic corporation chartered under the laws of the State of Michigan on February 3, 2014, and has complied with all of the provisions of the Nonprofit Corporation Act of Michigan. As such, it is a charitable organization exempt from Federal Income Tax under the Code. This Foundation intends to function in accordance with the above stated laws and the Code and is therefore prohibited from any activity inconsistent with them.

Section 5. Use of Funds

No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any member, Director, Officer of the Foundation, or any private

individual, except that reasonable compensation may be paid for services rendered to or for the Foundation as related to one or more of its purposes.

Section 6. Political Activity

The Foundation shall not, as a substantial part of its activities, carry on propaganda or lobbying or otherwise attempt 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.

ARTICLE II Board of Directors

Section 1. Authority

The activities, property, and affairs of the Foundation shall be managed and controlled by its Board of Directors (Board). The Board shall establish policy and program objectives and shall have general responsibility for the finances of the Foundation, including, but not limited to, the approval of the annual budget.

Section 2. Board Composition

Consideration for membership on the Board shall always be given to achieve a composition reflecting the best balanced interests of the population, including representation from various minorities, age groups, and gender. Directors may be selected from community, religious, and civic organizations. Directors may also be selected on the basis of certain functional skills or knowledge, which could enhance the operations of the Foundation.

Section 3. Membership

The Foundation is a directorship organization and has no voting members. The initial Board shall be selected by the Foundation's Incorporator, Andre Hutson, and shall consist of up to twenty-five (25) persons and not less than five (5) members.

Section 4. Terms of Office and Election

In order to establish staggered terms, the first Directors with the exception of the Chairman, shall be divided as equally as possible into two (2) groups. One group shall serve an initial term of two (2) years. Another group shall serve an initial term of three (3) years. Thereafter, at the first Regular meeting of the Fiscal year, the Board shall elect Directors by majority vote to fill expiring terms, with each Director to hold office of a term of three (3) years and thereafter until their successor is elected and qualified. No person who has been a Director for three (3) consecutive full terms shall be eligible to be a Director for a period of one (1) year from and after the expiration of such terms.

Section 5. Vacancies

In the event of any vacancy occurring among the Board, the Board shall elect a person to fill the unexpired term.

Section 6. Resignation of Directors

A Director may resign at any time by delivering written notice to the President or Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date.

Section 7. Removal of Directors

The Board may, with or without cause, remove any Director from office by majority vote at any Regular or Special Meeting of the Board. Further, absence of a Director from three consecutive Board meetings, for which no sufficient reason is given, shall, after notification to such Director, be considered equivalent to resignation from the Board. Proper notice regarding the removal must be given in writing fourteen (14) days prior to any Regular or Special Meeting.

Section 8. Bonding

The Board may require all persons who have the care, custody, or possession of any funds or property of the Foundation to be properly bonded with said Foundation to be the beneficiary of any bonds.

Section 9. Money and Property

The Board shall have full power and authority to borrow money whenever, in the discretion of the Board, and in its exercise of said power, it is required in the general interest of the Foundation, and in such case, the Board may authorize the Officers of the Foundation to make, execute, and deliver, in the name and on the behalf of the Foundation, such notes, bonds, or other evidence of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage, or in any other manner to encumber the property of the Foundation, or any part thereof, as security for such indebtedness.

Section 10. Conflicts of Interest

Any Director who individually or as part of a business or financial firm is involved in business transactions or current professional services with the Foundation shall disclose this relationship and shall not participate in any vote taken in respect to such transactions or services.

Section 11. Orientation

The President or his or her designee shall be responsible for orientation of all new Directors. Each new Director shall be given a copy of these Bylaws and shall become familiar with the Foundation's facilities, operations, goals and objectives, and financial status. All meeting minutes and reports shall be made available to each new Director.

Section 12. Continuing Education

A continuing education program for the Board may be provided and paid for by the Foundation. The President shall be responsible for the arrangements for the presentations. Documentation of the topic of the program shall be recorded in the minutes of the meeting.

ARTICLE III

Officers and Duties/Powers

Section 1. Titles

The Officers shall be a President, a Vice President, a Secretary, a Treasurer, an Executive Director and a Chairman. The Board may create such other Offices as it deems appropriate. All Officers shall be members of the Executive Committee. The President, Vice President, Secretary, Treasurer, and Chief of Staff may not be held by the same individual, or any combination thereof, with the exception of the Chairman.

Section 2. Terms of Office and Elections

All Officers shall be a member of the Board. All Officers, with the exception of the Chairman, shall be elected by the Board for three-year terms, or until their successors are elected, or until their resignation or removal, and may be re-elected for one additional consecutive three-year term. The Incorporator, Andre Hutson, is Chairman with the right to name a successor. In the event a successor is not named, the Board will name a successor. Election to the Board shall be by majority vote of the members of the Board and shall occur, except in the case of filling vacancies, at the second Regular Meeting of the Fiscal Year.

Section 3. Vacancies

If a vacancy occurs during a term, the President shall name an acting to fill the unexpired term until the next Regular or Special Board Meeting where the Board shall elect a successor to complete the unexpired term.

Section 4. Duties/Powers

The duties and powers of the President shall be to:

- (a)** Preside over all regular and special meetings of the Foundation's Board and the Executive Committee;
- (b)** Appoint Chairpersons for all Committees unless otherwise specified;
- (c)** Sign all contracts on behalf of the Foundation upon the approval of the Board;
- (d)** Serve as the chief spokesperson for the Board;
- (e)** Render written reports to the Board of Directors, upon request;
- (f)** Hire staff and establish specifications for such position, in consultation with the Board;
- (g)** 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, under the direction of the Board;
- (h)** Provide regular reports to the Board and to appropriate Committees of the Board regarding long and short-term plans for the Foundation, funding, fiscal management, program operations, and evaluation of programs' effectiveness;
- (i)** Present an annual report of the Foundation at the first meeting of the fiscal year (Fiscal year begins October 1); and
- (j)** Chair the Executive Committee.

The duties and powers of the Vice President shall be to:

- (a) Perform the duties and exercise the powers of the President in the absence of the President in accordance with these Bylaws and serve as President-Elect;
- (b) Lead all Board Meetings;
- (c) Assume such duties as determined from time-to-time by the Board or the President of the Board; and
- (d) Serve on the Executive Committee.

The duties and powers of the Secretary shall be to:

- (a) Send or cause to be sent all required notices of meetings of the Board;
- (b) Receive and attend to all correspondence of the Board;
- (c) Maintain custody of all documents belonging to the Foundation, except as otherwise provide in these Bylaws;
- (d) Record the minutes of all Board and Executive Committee Meetings;
- (e) Perform such other duties as usually pertain to the office or shall be determined from time-to-time by the Board; and
- (f) Serve on the Executive Committee.

The duties and powers of the Treasurer shall be to:

- (a) Have charge of the funds of the Foundation, except for such funds as the Board may designate;
- (b) Maintain an accounting system which gives a true and accurate accounting of the financial transactions of the Foundation;
- (c) Immediately deposit all funds received in a depository designated by the Board;
- (d) Authorized to sign checks in accordance with these bylaws and any check over \$2,000 must be co-signed by either the President or the Secretary;
- (e) Render reports from time-to-time as requested by the Board of his or her activities and the financial condition of the Foundation; and
- (f) Serve on the Executive Committee.

The duties and powers of the Executive Director shall be to:

- (a) Plan and direct all administrative, financial, and operational activities for the President and/or the Board;
- (b) Act as a point of contact between management and employees or other stakeholders;
- (c) Provide oversight and guidance to projects of high importance;
- (d) Demonstrate expertise in a variety of the field's concepts, practice, and procedures;
- (e) Perform a variety of tasks that are required by the Foundation;
- (f) Lead and direct the work of staff; and
- (g) Serve on the Executive Committee.

The duties and powers of the Chairman shall be to:

- (a) Serve as the chief volunteer of the Foundation;
- (b) Provide leadership to the Board;
- (c) Monitor financial planning and financial reports;
- (d) Guide and mediate Board actions with respect to organizational priorities and governance concerns;
- (e) Play a lead role in fundraising activities;
- (f) Evaluate the performance and effectiveness of the Board members;
- (g) Evaluate the performance of the Foundation in achieving its mission;
- (h) Perform other responsibilities assigned by the Board; and
- (i) Serve on the Executive Committee.

ARTICLE IV
Meetings

Section 1. Regular Meetings

- (a) Board meetings will be held at a time convenient to the majority of the Board representatives to facilitate maximum attendance.
- (b) The Board shall meet for the conduct of regular business at regular intervals, not less than four (4) times per calendar year, as set by the Board.
- (c) Directors will receive written or oral notice at a minimum of ten (10) days prior to the scheduled meeting.

Section 2. Special Meetings

- (a) Special Meetings of the Board may be called at any time by the President, or shall be called by the President upon the written request of five (5) Directors.
- (b) Notice of Special Meetings must indicate the business to be considered, and only that business can be acted upon at such meeting.
- (c) Directors will receive written or oral notice at a minimum of two (2) days prior to the scheduled meeting.

Section 3. Quorum

Attendance by Fifty (50) percent of the membership of the Board or a Committee shall constitute a quorum.

Section 4. Voting

- (a) All Board members may vote.
- (b) A two-thirds present vote constitutes a majority.
- (c) The Chairman shall be the deciding vote in the case of a tie.

Section 5. Action by Directors Without a Meeting

In the event an urgent issue must be decided and it is not practical to call a physical Board meeting:

- (a) A motion's author must send an e-mail to the Executive Committee including the proposed motion, the reason(s) for proposing it, and the rationale for conducting an e-mail vote;
- (b) With approval of a majority of the Executive Committee, the Secretary will e-mail the motion to the Board asking for 48 hours of discussion by the Board followed by a day of e-mail voting (these time limits may be adjusted as appropriate by the Executive Committee);
- (c) All e-mail correspondence during an e-mail vote should be in "reply to all" mode;
- (d) Should revisions to the motion be proposed and agreed to by the motion's author, the change(s) will be referred to the Executive Committee for instructions on how to proceed;
- (e) The e-mail motion is considered as passed if it receives affirmative votes by the end of the voting period by an absolute majority of all Board members;
- (f) The Secretary will promptly report vote results to the Executive Committee and the Board as well as including a report in the next meeting minutes issued;
- (g) Communication alternatives to e-mail, such as a collaborative web page accessible by the Board or a teleconference with minutes prepared by the Secretary, may be designated by the Executive Committee for use in lieu of email.

Section 6. Minutes

Minutes of all meetings shall be prepared and submitted to the Board of Directors or Executive Committee for approval at the following Regular Board meeting.

Section 7. Written Consent

Any action required or permitted at any meeting of the Board of Directors or a Committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the persons entitled to vote therein 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.

Section 8. Telecommunication

A member of the Board or a Committee may participate in a meeting by 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 shall constitute presence in person at the meeting.

Section 9. Conduct

The Board may adopt rules of procedure for the conduct of its meetings including Robert's Rules of Order to the extent that they are not inconsistent with these Bylaws or any special rules of order the Board may adopt and shall serve as parliamentary authority.

Section 10. Confidentiality

Members of the Board are expected to ensure that certain information disclosed or discussed at meetings of the Board or its Committees is proprietary and confidential and should not be disclosed or discussed outside of such meetings. Directors are expected to use good judgment in maintaining the confidentiality of information disclosed at such meetings.

ARTICLE V Membership

Section 1. Categories of Membership

- (a) The Foundation may establish one or more category of members, provided that no category of members shall be eligible to vote on matters involving management of the business and affairs of the Foundation.
- (b) Management of the business and affairs of the Foundation shall be the sole prerogative of the Board as provided in Article II of these Bylaws. The Board may establish eligibility criteria for membership from time-to- time.

Section 2. Rights of Members

- (a) Members may participate in the activities and functions of the Foundation in accordance with policies established by the Board from time-to-time.
- (b) Members may advise the Board of issues and concerns regarding management of the Foundation.
- (c) Members shall be eligible to attend meetings of the Board upon invitation from the President and/or Chairman of the Board.

Section 3. Notice to Members

Whenever these Bylaws require notice to be given to members, such notice shall be given by sending e-mail to the member's e-mail address of record or mailing printed or written notice to the member's postal address of record.

ARTICLE VI Committees of the Board

Section 1. Authority to Establish Committees of the Board

The Board may establish a Committee for any purpose consistent with the objectives of the Foundation and may designate and delegate authority to one or more Committees of the Board. Any such committee of the Board may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with limited duration. The duties, constitution, and procedures of any committee of the Board shall be prescribed by the Board.

Section 2. Committee Membership

A majority of each Committee of the Board shall be members of the Board, except for the Executive Committee, whose members shall all be members of the Board. All Committee Chairpersons shall be members of the Board. All Directors are encouraged to serve on at least one Committee of the Board.

Section 3. Nominating Committee

The Nominating Committee shall be composed of the Officers of the Foundation, including other Directors as the Board may appoint. The Committee shall recommend candidates for the Board and Offices of the Foundation as necessary.

Section 4. Committee Chairperson

Chairpersons and members of all Committees shall be appointed annually by the Board President and shall be approved by the Board.

Section 5. Executive Committee

The Executive Committee shall be composed of the Officers of the Foundation and such other Directors as the Board may appoint. The Executive Committee shall:

- (a) Exercise such powers of the Board between Board meetings as specifically delegated to the Committee by the Board;
- (b) Have authority to act on behalf of the Board in an emergency provided that each such action is presented to the Board at its next meeting for review or ratification.

Section 6. Finance Committee

The Finance Committee shall include the Treasurer, who may be the Chairperson. The Finance Committee shall:

- (a) Review an annual budget which will be prepared and submitted by staff;
- (b) Examine accounting, auditing services, and investments annually or as directed by the Board; and
- (c) Submit the budget, annual financial reports, and any other requested reports to the Board for approval.

Section 7. Standing, Special, and Advisory Committees

The Board may from time-to-time authorize or instruct the Board President to appoint such Standing, Special, and Advisory Committees as may be needed. Advisory Committees are those which relate to one or more specific programs of the Foundation and promote, assess, and provide community involvement with respect to such programs. The responsibilities, duties, and size of all Committees shall be determined by the Board.

Section 8. Limitation of Powers

No committee or representative shall incur expenses on behalf of the Foundation except as authorized, nor shall any Committee or representative commit the Foundation by any declaration of policy.

ARTICLE VII
Contracts and Grants

Section 1. Execution of Contracts

The Board may in any instance designate one or more Directors, Officers, agents, or employees to execute any contract, conveyance, mortgage note, bond, or other instrument or to sign all checks, drafts, or orders for payment of money on behalf of the Foundation, and such authority may be general or confined to specific transactions. When the execution of any instrument has been authorized without specifying the executing Directors, Officers, or agents, the President, or any member of the Executive Committee may execute such instrument on behalf of the Foundation.

ARTICLE VIII
Indemnification of Directors, Officers, Employees, and Agents

Section 1. Third-Party Claims

The Foundation shall have the power to indemnify a Director, Officer, Employee, Non-Director Volunteer 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 and in the right of the Foundation, by reason of the fact that he or she is or was a Director, Officer, employee, Non-Director Volunteer, or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, Partner, employee, Non-Director Volunteer, or agent of another foreign or domestic trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be within the scope of his/her authority; the conduct did not amount to gross negligence or willful and wanton misconduct; the conduct was not an intentional tort; the conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided by Section 3135 of the Michigan Insurance Code of 1956; and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Claims Brought By or In the Right of the Foundation

The Foundation shall have the power to indemnify a Director, Officer, Employee, Non-Director Volunteer, or agent who was or is 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 Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, Non-Director Volunteer, or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, partner, or agent of a business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation. 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 Foundation 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 of the expenses which the court considers proper.

Section 3. Approval for Indemnification

An indemnification under Section 1 or 2 hereof, unless ordered by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the application standard of conduct has been met. This determination shall be made in any of the following ways:

- (a)** By a majority vote of a quorum of the Board consisting of Board Members who were not parties to the action, suit, or proceeding.

- (b)** If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a Committee of Board Members who are not parties to the action. The Committee shall consist of no fewer than two (2) disinterested Board Members.

- (c)** By independent legal counsel in a written opinion.

Section 4. Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 above shall be paid by the Foundation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the Foundation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5. Partial Indemnification

If a person is entitled to indemnification under Section I or for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Foundation shall indemnify the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which person is entitled to be indemnified.

Section 6. Other Indemnification Rights

The indemnification or advancement of expenses provided under Sections 1 through 5 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, Bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 through Section 5 shall not continue as to a person who ceases to be a Director, Officer, employee, or agent and shall not inure to the benefit of the heirs, executors, administrators of the person.

Section 7. Insurance

The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise 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 Foundation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

ARTICLE IX

Amendment of the Bylaws and Dissolution

Section 1. Submission of Proposed Amendments

The Bylaws may be amended by a majority vote of the Board, present at any meeting of the Board or by a petition submitted to the Secretary, provided that the amendment was submitted to the Directors in writing at least thirty (30) days in advance of the meeting.

Section 2. Dissolution

Upon dissolution of this Foundation by operation of law or otherwise, and after payment of all its debts and liabilities, property and assets remaining in its hands shall be distributed exclusively to such fund, foundation, or corporation organized and operated for charitable purposes as the Directors shall determine, and as shall, at the time, qualify as a tax-exempt organization under the Code.