

**BYLAWS
OF
CAPITAL AREA FRIENDS OF THE ENVIRONMENT
(a Michigan non-profit corporation)**

**ARTICLE I
NAME AND PURPOSES**

Section 1. Name. The name of the corporation is Capital Area Friends of the Environment (here in after referred to as "CAFE"), incorporated as a nonprofit corporation in the State of Michigan under public Act 162 of 1982.

Section 2. Purposes. CAFE is irrevocably dedicated to and to be operated exclusively for the permissible charitable, scientific, literary, educational, and other permissible purposes which are tax-exempt within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent federal tax laws. This includes, but is not limited to:

1. Public education regarding environmental issues;
2. Supporting the development and use of clean energy and energy efficient measures;
3. Assisting the public with climate change education, mitigation, and adaptation strategies; and
4. Collaboration with area organizations to promote a cleaner environment pursuant to the specific purposes of this organization.

Section 3. Nonprofit. CAFE will be operated exclusively as a Michigan Nonprofit Corporation, and in compliance with the Michigan Nonprofit Corporation Act or any comparable subsequent legislation. No Director or Officer of CAFE can have any title to or interest in the corporate property or earnings in his/her/their individual or private capacity and no part of the net earnings of CAFE will inure to the benefit of any Director, Officer, or other private individual.

Section 4. Place of Business. The principal office and registered agent will be filed with the Michigan Department of Licensing and Regulatory Affairs.

Section 5. Term. The term of the corporate existence is perpetual.

**ARTICLE II
MEMBERS**

CAFE shall have no members. CAFE is organized on a directorship basis and as such all corporate actions shall be approved by the Board of Directors as provided in these Bylaws. All rights which would otherwise rest in the members shall rest in the directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the corporation, these Bylaws, and the laws of the State of Michigan, the affairs of the corporation shall be managed by the Board of Directors. The Board of Directors is empowered on behalf of CAFE to do and perform all acts permitted by the Nonprofit Corporation Act, or any comparable subsequent legislation, to conduct activities in furtherance of its corporate purposes including the power to perform all things reasonable and necessary, appropriate, or incident to the accomplishment of the purposes of CAFE, as determined by the Board of Directors in its sole discretion. These powers expressly include, but are not limited to the power:

- (a) To select and remove all other officers, agents, and employees of CAFE, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws; fix their compensation; and require from them security for faithful service in the form of a fidelity bond or such other adequate security.
- (b) To conduct, manage, and control the affairs and business of CAFE, establish a budget, and to make rules and regulations not inconsistent with law, the Articles of Incorporation of this corporation, or these Bylaws.
- (c) To borrow money and incur indebtedness for the purposes of CAFE and, for that purpose, to cause to be executed and delivered, in the name of CAFE, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

Section 2. Voting. Each Director is entitled to one vote.

Section 3. Delegation. The Board of Directors may, within its discretion, delegate any responsibilities permitted to be delegated by law to the Officers or committees.

Section 4. Number of Directors. The number of directors of this corporation shall be established from time to time by the Board of Directors by resolution, provided that the number of directors shall in no event be less than three (3) nor more than nine (9).

Section 5. Qualifications to be a Director. Each Director must be at least 18 years of age.

Section 6. Selection of Directors and Terms. Except as otherwise provided with respect to the initial term of the first full Board of Directors, the term of office for each director shall be three (3) years or until his or her successor is elected. Successors to directors whose terms of office are then expiring shall be elected by majority vote of the directors then in office at the annual meeting in the year that such term or terms expire. A director may succeed himself or herself in office. At the first annual meeting of directors, the directors shall be classified in three groups. The first group shall consist of directors holding office for one (1) year. The

second group of directors shall consist of those directors holding a term of office for two (2) years. The third group of directors shall consist of directors holding office for three (3) years. The incorporator of CAFE shall select the first slate of the Board of Directors of CAFÉ and designate directors to each group.

Section 7. Resignation. A director may resign at any time by giving written notice thereof to the Secretary of CAFE, who shall advise the Board of Directors of such resignation. If it is the Secretary resigning, the written notice must be provided to the President. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal. Any individual director may be removed from office, with or without cause, by the vote of a majority of the directors of CAFE at any meeting.

Section 9. Vacancy. In the event of a vacancy in the Board of Directors because of death, resignation, incapacity to act, or disqualification of a director, the then remaining directors by majority vote shall within a reasonable time fill the vacancy. A director elected to fill a vacancy shall serve only for the unexpired term of their predecessor, and then are required to run for re-election.

Section 10. Meetings.

- (a) Annual Meetings. An annual meeting of the Board of Directors of CAFE shall be held on [NEED A DATE] at such time and place as the Board of Directors determines within 50 miles of CAFE's principal place of business. As permitted by the Nonprofit Corporation Act, if the annual meeting is not held on or before the date designated, the Board must cause the meeting to be held as soon after that date as convenient, no later than 90 days.
- (b) Regular Meetings. Including the annual meeting, regular meetings shall be held at such times as shall from time to time be fixed by the Board of Directors. The exact location of each meeting will be provided in the meeting notice as described in these Bylaws.
- (c) Special Meetings. Special meetings of the Board of Directors must be held whenever requested by the President and/or any three (3) directors. The requestor(s) must clearly state in his/her/their request the purpose for which the meeting is to be called. Notice of special meetings must be given as provided in these Bylaws.

Section 11. Notices of Meetings.

- (a) All notices required to be given by any provision of these Bylaws will state the authority pursuant to which the notice is issued (as, "by order of the president"

- or “by order of the board of directors”) and must bear the written, typewritten, or printed signature of the Secretary.
- (b) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting, except to amend these Bylaws as stated herein.
 - (c) Notice of an Annual Meeting shall be given to the directors not more than sixty (60) days nor less than ten (10) days before such meeting. Notice of each meeting will be given to each Director by personal service, first class mail, or by electronic means approved by the Board of Directors, including, but not limited to email. Notice is given to each Director at the Director’s last known address or email address. Each Director is responsible for ensuring their address information is up to date.
 - (d) Regular meetings of the Board may be held at the time and place as determined by Resolution of the Board without any further notice other than the resolution.
 - (e) At least four (4) days' notice of the place, day, and hour of any special meeting shall be given by written notice served upon each director by personal service, first class mail or by electronic means approved by the Board of Directors, including, but not limited to email. Notice is given to each Director at the Director’s last known address or email address. Each Director is responsible for ensuring their address information is up to date.
 - (f) Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully prepaid, plainly addressed to the director entitled to such notice.
 - (g) Any notice given by a form of electronic transmission which the Director has provided to CAFE will be sufficient notice of a meeting and will be deemed served once the electronic transmission is sent.

Section 12. Waiver of Notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. All waivers shall be made a part of the minutes of the meeting.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, without prior notice, and without a vote if all directors of the Board of Directors shall consent in writing, such written consent shall be made a part of the business of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

Section 14. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act or the decision of

the Board of Directors, unless the law, the Articles of Incorporation, or these Bylaws require a greater proportion.

Section 15. Conflict of Interest. A director shall excuse himself or herself from any vote upon which that director has an actual or reasonably perceived conflict of interest. The foregoing, however, shall not affect the right of any director to make a donation to CAFE.

Section 16. Compensation. The directors shall serve without compensation. Upon resolution of the Board of Directors, the directors may receive reimbursement of expenses for attendance at any meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving CAFE in any other capacity or receiving compensation therefor.

Section 17. Committees. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of one or more directors or other persons selected by the President; and, such committees, to the extent provided in said resolution or in these Bylaws, may exercise any or all powers and authority granted to them by the Board of Directors for the management of the business and affairs of CAFE, provided that no such committee shall have the power or authority to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Amend these Bylaws.
- (d) Fill vacancies in the board.
- (e) Borrow or spend money without express authorization from the Board of Directors.

Such committees and each member thereof shall serve at the pleasure of the Board of Directors. Records of the actions taken by such committees shall be prepared and kept with the records of CAFE. The designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon the Board of Directors or such director mandated by law.

If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member.

Section 18. Meeting by Telephone or Electronic Communications. Any member of the Board of Directors or of a committee designated by the board may participate in a meeting of such board or committee by means of conference telephone or electronic communications by means of which all persons participating in the meeting can hear each other. Participation pursuant to this section shall constitute official presence at such meeting and the Director is permitted to vote.

ARTICLE IV OFFICERS

Section 1. Officers. CAFE shall have a President, a Secretary, a Treasurer, and such other officers as the directors may elect by majority vote. No person may hold more than one of these offices at one time.

Section 2. Election. The officers of CAFE shall be chosen annually by a majority vote of the Board of Directors, and each shall hold their office until a successor shall have been duly elected and qualified or until their death, resignation, or removal.

Section 3. President. The President shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. In doing so, the President shall:

- (a) Establish the agenda for and preside at all meetings of the Board of Directors.
- (b) Designate a parliamentarian as needed.
- (c) Have and exercise such additional powers and duties as shall from time to time be conferred upon the office by the Board of Directors
- (d) Appoint chair and members of committees and task forces as provided in Article III Section 14.
- (e) Fill vacancies on the Board of Directors as provided in Article IV Section 7.

The President shall sign all corporate documents and agreements on behalf of CAFE, unless the President or the Board instructs that the signing be done with or by some other officer, agent, or employee.

Section 4. Secretary. In the absence or disability of the President, the Secretary shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Secretary shall:

- (a) Cause to be maintained minutes of all meetings of the Board of Directors and committees thereof and keep a record of all votes at such meetings.
- (b) Keep a record of the names and addresses (and if applicable email addresses) of each director and update the same as necessary.
- (c) Give, or see to the giving of, notice of all meetings of the Board of Directors as required by these Bylaws.
- (d) Serve as custodian of all corporate records.
- (e) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board of Directors.

Section 5. Treasurer. The Treasurer shall:

- (a) Direct and assure that all financial documents and records required by law and sound business practice are properly prepared, submitted, and made part of the official record of CAFE.
- (b) Present any requested or necessary financial reports to the Board of Directors for review and approval.
- (c) Present a financial report following the close of the fiscal year reflecting the financial status of CAFE at the annual meeting.
- (d) Have custody and keep accounts of all money, corporate funds, and securities of CAFE and must keep in books/records belonging to CAFE full and accurate records of all receipts and disbursements.
- (e) Deposit all moneys, securities, and other valuable effects in the name of CAFE in such financial institutions and/or other depositories as may be designated by the Board of Directors.
- (f) Disperse funds as ordered by the Board, taking proper vouchers/receipts for such disbursements.
- (g) Account to the Board for all transactions.
- (h) Complete all required financial corporate filings.
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board of Directors.

Section 6. Removal or Resignation. The Board of Directors may remove any officer, with cause, whenever in its judgment the best interests of CAFE will be served thereby by majority vote of the directors then in office. Any officer may resign their office at any time, such resignation to take effect upon receipt of written notice thereof by CAFE, unless otherwise specified in the resignation.

Section 7. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by appointment by the President.

Section 8. Other Officers. All other officers, as may from time to time be elected by majority vote of the Board of Directors pursuant to this article, shall perform such duties and exercise such authority as the President or the Board of Directors shall prescribe.

Section 9. Absence of Officer. In the case of the absence of any officer, or for any other reason that the board may deem sufficient, the board may delegate for the time being the powers or duties of such officer to any other officer or to any director.

Section 10. Compensation. No officer of this corporation shall receive compensation for their services in such capacity. An officer may, however, upon resolution of the Board of Directors,

be reimbursed for any reasonable and necessary expenditures incurred by that officer in connection with the conduct of the business of this corporation.

ARTICLE V EXECUTIVE DIRECTOR

The Board of Directors may, in its sole discretion, employ and/or appoint an executive director. Subject to overall policy direction from the Board of Directors, the executive director shall have general authority and responsibility for the management and administration of the corporation. If employed, such individual shall oversee the selection, employment, control, and discharge of all employees of CAFE; direct the development and maintenance of appropriate personnel policies and practices of CAFE; and supervise all business affairs of CAFE. They shall act as the duly authorized representative of CAFE and the Board of Directors in all matters on which the board has not designated some other person for that specific purpose.

ARTICLE VI INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS, SECURITIES

Section 1. Execution of Instruments. Except as otherwise provided in these Bylaws the Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of CAFE, and such authorization may be general or confined to specific instances. Except as so authorized or in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind CAFE by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the board or by any officer(s) or agent(s) of CAFE to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the board may deem expedient. The Board of Directors may also from time to time authorize the making of such other lawful investments as the board may deem appropriate.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money and all notes, acceptances, or other evidences of indebtedness issued in the name of CAFE shall be signed by such officer(s) or agent(s) of CAFE and in such manner as shall be determined from time to time by resolution of the Board of Directors. Endorsements of deposit to the credit of CAFE in any of its duly authorized depositories may be made, without countersignature, by the President or the President's designee, or by the Treasurer or any assistant Treasurer, or by any

other officer or agent of CAFÉ to whom the Board of Directors, by resolution, shall have delegated such power, or by hand stamped impression in the name of CAFÉ.

Section 4. Loans. No loans shall be contracted on behalf of CAFÉ, and no evidences of indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made by CAFÉ to any officer or director of CAFÉ directly or indirectly.

Section 5. Sale of Securities. To the fullest extent permitted by law, the Board of Directors may authorize and empower any officer(s) or agents(s) to sell, assign, pledge, or hypothecate any and all shares of stock, bonds, or securities, or interest in stock, bonds, or securities, owned or held by this corporation at any time, including, without limitation because of enumeration, deposit certificates for stock and warrants or rights to entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser(s) or pledgee(s), on behalf and in the name of this corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this corporation and any deposit certificates for stock owned or held by this corporation. Such authorization may be general or confined to specific instances.

Section 6. Investment Manager. The directors may hire for a reasonable period, with right of prompt termination on agreed terms, an individual, firm, or corporation to buy, sell, and otherwise deal with the investment funds of CAFÉ, subject to the general supervision of the directors, and in accordance with guidelines established by the directors with respect to (a) the objectives of investment, (b) the type and size of commitments to any one situation, (c) the appropriateness of investments for CAFÉ's portfolio, and (d) such other items as the directors may deem appropriate from time to time. The directors may pay such investment manager a reasonable rate of compensation. Such investment manager shall be required to make prompt and frequent reports to the directors with respect to their investment decisions and the performance of the funds under their management.

Section 7. Fidelity Bonds. The Board of Directors may require any director, officer, agent, or employee of CAFE specifically designated by the Board of Directors by resolution to execute a fidelity bond in favor of CAFE in the penal sum specified by the Board of Directors by resolution. Each such bond shall be executed by the officer; agent, or employee as principal and by a corporate surety company approved by the Board of Directors, provided, however, that blanket bonds may be employed in lieu of individual bonds in the case of employees. All premiums for fidelity bonds required of officers, agents, and employees hereunder shall be paid by CAFE, and such premiums shall be a corporation expense.

ARTICLE VII
LIMITATIONS

Section 1. No part of the net earnings of CAFE shall inure to the benefit of, or be distributable to, its directors, officers, or other private individual, firm, corporation, partnership, or association, except CAFE is authorized and empowered to pay reasonable compensation for services rendered to CAFE and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

Section 2. No substantial part of the activities of CAFE shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and CAFE shall not participate or intervene in (including the publishing or distribution of statements regarding) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Bylaws, CAFE shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or (b) a corporation the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII
DISSOLUTION

Except as otherwise required by law, upon the dissolution of CAFE, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of CAFE, dispose of all of the assets of CAFE exclusively for the purposes of CAFE in such manner, or to such organization or organizations, which are organized and operated exclusively for charitable purposes as shall at all times qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of CAFE, or any successor thereof, is then located, exclusively for such purposes, or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes

ARTICLE IX
INDEMNIFICATION

Section 1. Indemnification by CAFE. CAFE shall indemnify, to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act, and except as expressly limited herein, any person, and his heirs and legal representatives who has made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative), by reason of the fact that such person is or was a director, officer, employee or agent of CAFE

or serves or served in any other enterprise at the request of CAFE. This indemnification will be capped at the amount any insurance taken out by CAFE for this purpose will pay. No corporate funds above those paid by insurance will be allocated for indemnification.

Section 2. Indemnification Hereunder Not Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, personal representatives, and administrators of such a person.

Section 3. Insurance. CAFE may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of CAFE, or is or was serving at the request of CAFE as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person under the provisions of this article.

Section 4. Mergers. For the purposes of this article, reference to "corporation" includes all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a trustee, director, officer, employee, or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this article with respect to the resulting or surviving corporation as they would if they had served the resulting or surviving corporation in the same capacity.

Section 5. No Indemnification for Certain Actions. CAFE will not indemnify any person in an action brought by CAFE against that individual and/or in an action by such individual against CAFE.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of CAFE shall commence on January 1 and end on December 31, unless some other fiscal year is fixed by resolution of the Board of Directors.

Section 2. Amendment of Bylaws. The directors of CAFE may at any meeting amend, alter, or repeal any of these bylaws by an affirmative vote of a majority of all of the directors of CAFE, provided the substance of the proposed amendment, alteration, or repeal shall have been stated in the notice of the meeting and such notice has been given. Such amendment, alteration, or repeal may also be effected by unanimous written consent of all the directors of CAFE acting without a meeting.

