

**SECOND  
AMENDED AND RESTATED BYLAWS**

**INFORUM**

a Michigan Non-Profit Corporation (the "Corporation")

ARTICLE I  
OFFICES

Section 1. The principal office and registered office of the Corporation shall be at such places in the State of Michigan as the Board of Directors of the Corporation (the "Board of Directors") shall from time to time determine. The resident agent shall be the individual serving as the President of the Corporation or such other person as the Board of Directors shall from time to time determine.

Section 2. The Corporation may have offices at such other places, either within or without the State of Michigan, as the Board of Directors may from time to time determine.

ARTICLE II  
BOARD OF DIRECTORS

Section 1. All rights, powers, duties, and responsibilities relative to the management and control of the Corporation's property, business, and affairs are vested in the Board of Directors.

Section 2. The Corporation is organized upon a directorship basis. There shall be a minimum of three (3) and a maximum of fifty-five (55) members of the Board of Directors, which number shall be set from time to time by resolution of the Board of Directors.

Section 3. Directors shall be elected to serve three-year terms. Expiration of the terms of Directors are currently staggered and shall continue, with such Directors' respective successors being elected for three-year terms. Notwithstanding the foregoing, the term of a Director shall expire upon such person's death, resignation, incapacity, or removal for cause by two-thirds (2/3) of the remaining Directors following a recommendation to that effect from the Executive Committee. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

Section 4. If a vacancy has occurred among the members of the Board of Directors, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

Section 5. One-third (1/3) of the total number of Directors shall constitute a quorum for the transaction of business.

Section 6. A Director may not serve for more than three (3) consecutive 3-year terms, except that the Board of Directors may make exceptions to such term limits. An individual who has served three consecutive terms may be re-appointed as a Director, so long as the individual has not served as a Director for the year prior to his or her reappointment. A Director whose tenure is limited under this Section 6 may continue to serve as an advisory board member or member of any committee that does not require members to be Directors.

### ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual meetings of the Board of Directors shall be held at such date and time as shall be designated from time to time by the Board of Directors.

Section 2. Special meetings of the Board of Directors shall be called by the Chair on such person's own motion.

Section 3. At least three (3) days' notice of the time and place of all meetings of the Board of Directors shall be given to each Director. Notice may be by mail or electronic transmission and shall be deemed given in accordance with Article IX, Section 3. Notice of any meeting may be waived before or after the meeting. Meetings of the Board of Directors will be presided over by the Chair of the Board of Directors, or in her absence, the Vice-Chair or other Director designated by the Chair. The Secretary or an Assistant Secretary of the Corporation or, in her absence, a person chosen at the meeting, will act as Secretary of the meeting.

Section 4. Except as otherwise provided in these Bylaws or required by law (such as with regard to amendment of these Bylaws), all decisions by the Board of Directors shall be made by a majority vote of the Directors present at a meeting (if a quorum of Directors is present). Each Director shall have one vote with respect to each such decision. Decisions of the Board of Directors may also be made by unanimous written consent in lieu of a meeting, including by electronic transmission such as electronic mail. Written consents (including those given by electronic mail) will be filed with the minutes of the proceedings of the Board of Directors.

Section 5. A Director may attend a meeting either in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and any notice of meeting at which a conference or similar communication system will be used shall state that fact.

### ARTICLE IV OFFICERS

Section 1. The Corporation shall have a President, a Treasurer and a Secretary and may have such other Officers as are from time to time designated by the Board of Directors. Such officers may include, without limitation, a Chair of the Board of Directors, a Vice Chair of the Board of Directors and a Chair-elect. Any two (2) offices may be held by the same person except that if the signature of two officers is required, one person may not sign in more than one officer capacity.

Section 2. A prerequisite for the office of the Chair, Vice Chair, Chair-elect, Treasurer and Secretary shall be that the person is concurrently serving as a member of the Board of Directors. The President, in *ex officio* capacity, shall receive all materials provided to the Board of Directors (except when the Board deems it advisable not to do so, such as in the case of the President's employment matters) and shall be invited to attend all meetings of the Board of Directors but shall not be deemed to be a Director.

Section 3. Officers other than the President shall be elected by the Board of Directors at its annual meeting to serve until the next annual meeting or until their successors are elected and shall have qualified. The office of the President shall be held by the person appointed by the Board as the executive director/chief executive officer of the Corporation, and such person shall serve in that capacity so long as the person has the position of executive director/chief executive officer of the Corporation. Officers shall always be subject to removal by the Board of Directors, with or without cause.

Section 4. Officers shall otherwise have the powers specifically set forth in these Bylaws, such additional powers and duties as may, from time to time, be conferred upon them by the Board of Directors, and such powers and duties as usually pertain to their offices (except as such usual powers and duties are modified by the Board of Directors).

## ARTICLE V EXECUTIVE COMMITTEE

Section 1. The Corporation shall have an Executive Committee which shall be comprised of the following persons to the extent such offices are then filled: the Chair, the Vice Chair, the Chair-elect, the President, the Secretary, and the Treasurer. The Board may elect, on an annual basis, one or more other Directors to serve on the Executive Committee. The President shall be a non-voting member of the Executive Committee and shall not count in determining whether a quorum is present .

Section 2. The Executive Committee shall exercise such functions and powers as are exercised by the Board of Directors of a non-profit corporation. In the event of emergencies, the Executive Committee shall act in the capacity of the Board of Directors with all the powers and duties incident thereto. Notwithstanding the foregoing, the Executive Committee does not have power or authority to take any of the following actions:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or conversion;
- (c) Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- (d) Approve the dissolution of the Corporation or a revocation of a dissolution;
- (e) Amend the Bylaws of the Corporation;
- (f) Fill vacancies on the Board of Directors; or
- (g) Fix compensation of the Directors for serving on the board or on a committee.

Section 3. The Executive Committee shall report to the Board of Directors on the emergency and other actions at the next Board of Directors meeting.

Section 4. The Executive Committee shall meet on the call of the chair of the Executive Committee. An Executive Committee member may be present at a meeting either in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. One-third of the members of the Executive Committee, exclusive of the President, shall constitute a quorum for the conduct of business. So long as a quorum is present, all decisions by the Executive Committee shall be made by a majority vote of the Executive Committee members present (excluding the President). The Secretary, or in the Secretary's absence, another member of the Committee selected by the chair of the Executive Committee, shall record the minutes of each Executive Committee meeting.

#### ARTICLE VI OTHER COMMITTEES

The Board of Directors may establish such other committees or subcommittees with such duties and powers as it may provide in order to carry out the program and purposes of the Corporation, and the Board of Directors shall further designate the individuals to serve as the chairs of said committees. Committee members shall serve at the pleasure of the Board of Directors. Members of committees other than the Executive Committee need not be members of the Board of Directors.

#### ARTICLE VII INDEMNIFICATION

Section 1. The Corporation shall indemnify the Directors and Officers of the Corporation to the fullest extent permitted by law with respect to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or Officer of the Corporation (or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not) against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the Director or Officer in connection with such action, suit or proceeding if the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful. The termination of an 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 the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Further, the Corporation, by vote of its Board of Directors, has the power to indemnify a person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, nondirector volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred

by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that the Corporation shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Corporation except to the extent authorized under section 564c of the Michigan Nonprofit Corporation Act (or, if the statute is revised, its corollary section).

The indemnification provided in this Article VII continues as to a person who has ceased to be a Director or Officer and shall inure to the benefit of such person's heirs, personal representatives and assigns.

Section 2. The right to indemnification conferred in this Article VII shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, contract, vote of disinterested Directors, the Corporation's Articles of Incorporation or otherwise.

Section 3. No amendment or repeal of this Article VII shall apply to or have any effect on any person who is or was a trustee, Director or officer of the Corporation for or with respect to any acts or omissions of the trustee, Director or officer occurring before the amendment or repeal, except if the effect is to provide greater rights to indemnification as allowed by law.

Section 4. The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to other employees, volunteers and agents of the Corporation with the same scope and effect as described in this Article VII.

Section 5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, non-director volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, non-director volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article VII.

## ARTICLE VIII AMENDMENTS OR ADDITIONS

Section 1. These Bylaws may be amended or restated by the Board of Directors by the vote of a majority of the Directors then in office (or by unanimous written consent, including electronic transmission).

Section 2. The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation.

ARTICLE IX  
FISCAL YEAR; SEAL; NOTICES

Section 1. The fiscal year of the Corporation shall be a fiscal year ending June 30.

Section 2. The Board of Directors may provide a suitable corporate seal for use by the Corporation.

Section 3. Any notice required by statute or by these Bylaws to be given to the Directors or Officers of the Corporation, unless otherwise provided herein or any statute, may be given by mailing to such Director or Officer at her last address as the same appears on the records of the Corporation, or by electronic transmission in a manner authorized by such Director or Officer (which authorization shall be deemed given when such person gives the Corporation her email address). The notice or communication is deemed to be given when deposited, with postage prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service by first class mail or otherwise as permitted by law. Notice by electronic transmission will be deemed to have been given when electronically transmitted.

Adopted 8/7/2002

Amended 6/13/06

Amended 6/9/09

Amended 6/12/12

Amended and Restated 6/21/16