

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOLLAND AREA ARTS COUNCIL

Corporation Number 711 – 344

This Second Amendment to the Articles of Incorporation of Holland Area Arts Council (the “Corporation”) has been duly adopted upon the affirmative vote of a majority of the members of the Corporation entitled to vote thereon, at the annual meeting of the Corporation held on the 27th day of June, 1983, for purposes of altering the basis of the Corporation, from a nonstock membership nonprofit Corporation, to a nonstock directorship nonprofit Corporation, pursuant to the provisions of Sections 602 (k) and 611 of Act 162, of Public Acts of 1982. The Articles of Incorporation are hereby amended to read as follows:

Article I

Name

The name of the Corporation is Holland Area Arts Council

Article II

Purposes

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it, are as follows:

1. The Corporation is irrevocable dedicated to and operated exclusively for charitable, educational and scientific purposes which are tax-exempt within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time, or corresponding provisions of any subsequent federal tax laws.
2. Without limiting the generality of the foregoing, the Corporation shall:
 - (a) Sponsor and encourage cultural and educational activities in the City of Holland and its immediately surrounding areas.

- (b) Sponsor cooperative planning, research, fund raising and public education to benefit the arts within the City of Holland and its immediately surrounding areas.
- (c) Make grants of funds to artistically talented students in order to allow them to pursue their artistic education.
- (d) Receive and administer funds, and engage in and promote other activities reasonable related to the furtherance of the foregoing purposes.

Article III

Capitalization; Plan of Financing

The Corporation is organized upon a nonstock directorship basis.

The description and value of the Corporation's assets are:

Real Property: Book Value as of 12/31/06 - \$1,882,282

Personal Property: Book Value as of 12/31/06 - \$233,424.29

The Corporation is to be financed under a general plan which may include, without limitation, contributions from the general public, fund raising activities, dues and assessments from members, grants from third parties, and income from investments, all as the Directors shall deem necessary and appropriate in furtherance of the purposes of the Corporation.

Article IV

Register Office; Resident Agent

1. The street address of the Corporation's registered office is 150 E. Eighth Street, Holland, Michigan 49423.
2. The mailing address of the Corporation's registered office is 150 E. Eighth Street, Holland, Michigan 49423.
3. The name of the Corporation's registered agent at the registered office is Lorma Freestone.

Article V

Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II

thereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of an future Untied States Internal revenue Law).

Article VI

Dissolution

Except as otherwise required by law, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at all time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, 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 the corporation is then located, or any successor thereof, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Executive Director and President of the above named Corporation, have hereunto signed this Second Amendment to the Articles of Incorporation of the Corporation on this 1st day of October, 2007.



John Amell, Board President



Lorma Freestone, Executive Director

STATE OF MICHIGAN

COUNTY OF OTTAWA

Before me this _____ DAY OF _____, 2007, personally appeared John Amell and Lorma Freestone, to be known to be the President and Executive Director of the Corporation who acknowledged that the RESTATED BY LAW, ARTICLES OF INCORPORATION and AMENDMENTS TO THE ARTICLES OF INCORPORATION have been adopted by membership who executed these documents and who acknowledge the same to be their free act and deed.

Notary Public
Ottawa County, Michigan

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF HOLLAND AREA ARTS COUNCIL

The undersigned, on behalf of the Holland Area Arts council, executes the following Certificate of Amendment pursuant to the provisions of Section 631 of Act 162, Public Acts of 1982 (the "Act") as amended.

1. The name of the Corporation is Holland Area Arts Council. The location of the registered office is 150 E. Eighth Street, Holland, Michigan 49423.
2. The following amendment to the Articles of the Incorporation is adopted in accordance with Section 611 (2) of the Act by a Written Consent of All of the Directors of the Corporation in accordance with Section 525 of the Act, on the 15th day of March, 1988.

RESOLVED, that a new Article X be added to the Articles of Incorporation of the Corporation to read as follows:

(1) A volunteer director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's fiduciary duty, except as set out herein. This limitation does not eliminate or limit the liability of a director for a breach of the director's duty of loyalty to the Corporation or its members for acts or omissions of the director which are not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit, for any act or omission occurring prior to the date this document is filed, or for any act or omission that is grossly negligent; nor does this provision purport to limit the liability of a director in any way beyond that which is permitted by the Michigan Nonprofit Corporation Act.

(2) The Corporation shall assume all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director of the Corporation occurring on or after the date this document is filed, incurred in the good faith performance of the director's duties as such. This provision shall not affect liability of the director to the Corporation or its members in paragraph (1) of this Article.

(3) The Corporation may indemnify the directors, officers, employees, or

agents of the Corporation, except as expressly prohibited by the Michigan Nonprofit Corporation Act.

3. All of the directors of the Corporation have executed the Written Consent authorizing the amendment to the Articles as set forth above.

Notarized By:

HOLLAND AREA ARTS COUNCIL



Lorma Freestone, President
On October 1, 2007

**PROPOSED AMENDMENTS
TO
BY-LAWS
OF THE
HOLLAND AREA ARTS COUNCIL**

Resolved that the following amendments to the By-Laws of the Holland Area Arts Council be adopted beginning October 1, 1994.

ARTICLE III

DIRECTORS

Section 2. Number. The Board of Directors of the Corporation shall consist of not less than 8 nor more than 15 directors.

(Previously read: The Board of Directors of the Corporation shall consist of not less than 15 nor more than 23 directors.)

ARTICLE V

OFFICERS

Section 6. Vice Presidents. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have the powers, duties, and be subject to the

restrictions as may be prescribed from time to time by the Board of Directors or these By-Laws. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President and First Vice President as described above. The Vice President, Treasurer, and such other Vice Presidents as may be elected by the Board of Directors, shall have such other responsibilities and duties as the Board of Directors shall determine from time to time by resolution

RESTATED BY-LAWS
OF
HOLLAND AREA ARTS COUNCIL

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be the “Holland Area Arts Council.”

ARTICLE II

PURPOSES OF THE CORPORATION

The purposes of the Corporation are as follows:

1. The Corporation is irrevocably dedicated to and operated exclusively for charitable, educational and scientific purposes which are tax-exempt within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time, or corresponding provisions of any subsequent federal tax laws.
2. Without limiting the generality of the foregoing, the Corporation shall:
 - (a) Sponsor and encourage cultural and educational activities in the City of Holland and its immediately surrounding areas.
 - (b) Sponsor cooperative planning, research, fund raising and public education to benefit the arts within the City of Holland and its immediately surrounding areas.
 - (c) Make grants of funds to artistically talented students in order to allow them to pursue their artistic education.

- (d) Receive and administer funds, and engage in and promote other activities reasonably related to the furtherance of the foregoing purposes.

ARTICLE III

DIRECTORS

Section 1. Powers. The Corporation is organized on a directorship basis. Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws, 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 the Corporation to do and perform all acts reasonable necessary, appropriate, or incident to the accomplishment of the purposes of the Corporation, as determined by the Board of Directors in its sole discretion.

Section 2. Number. The Board of Directors of the Corporation shall consist of not less than 15 nor more than 20 directors.

Section 3. Selection and Terms of Office. The Board of Directors shall be a self-perpetuating body. Directors may be elected from time to time by a vote of a majority of the directors of the Corporation at a meeting called for such purpose. A Nominating Committee appointed and approved by the Board of Directors shall nominate persons for election to the Board of Directors. Other directors may nominate persons for election to the Board of Directors from the floor. Each director shall hold office for a term of three years or until a successor of the Board of Directors for a period in excess of six consecutive years. Upon the conclusion of an individual's sixth consecutive year of service as a director, such individual must wait for a period of one year before becoming eligible for re-election to the Board of Directors.

In the event any vacancy shall occur in the Board of Directors because of death, resignation, incapacity to act, or removal of a director, then the remaining directors shall, within a reasonable time, fill the vacancy by majority vote.

Section 4. Resignation. A director may resign at any time by giving notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect upon receipt of the resignation by the Secretary of the Corporation or at such later time as may be specified in the notice of resignation. Acceptance of such resignation shall not be necessary to make it effective. Any Board Director who has three unexcused absences for regular meetings during any 12-month period shall be deemed to have resigned.

Section 5. Removal. A director may be removed from office with cause, by a vote of a majority of directors then in office at any meeting.

Section 6. Annual Meetings. An annual meeting of the Board of Directors shall be held during the fourth quarter of each fiscal year of the Corporation at such time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate.

Section 7. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate.

Section 8. Special Meeting. Special meetings of the Board of Directors for any purpose shall be held whenever called by the President of the Corporation, or upon the written request of any two directors delivered to the Secretary of the Corporation. A written request by two directors shall indicate therein the purposes of the proposed meeting.

Section 9. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or outside the State of Michigan which may be designated from time to time by resolution of the Board.

Section 10. Notices. No notice of regular or annual meetings of the directors shall be required. At least 4 days' notice of the place, date, and time of any special meeting of the directors shall be given by notice served upon each director. Service of notice may be made personally, by telephone, by mailing or emailing such notice, postage prepaid, plainly addressed to the director at his or her last known post office address. 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 paid, plainly addressed to the director entitled to such notice.

Section 11. Waiver of Notice. Notice of the time and place of any special meeting of the Board of Directors may be waived by telegram or any other writing either before or after such meeting has been held. If all the directors waive notice of the meeting, no notice of the same shall be required. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting except where the director attends the special meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director failing to designate his or her address to the Secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the Secretary.

Section 12. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

Section 13. 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 decision of the Board of Directors, unless the law, the Articles of Incorporation, or these By-Laws require a greater proportion.

Section 14. Organization. The President of the Corporation, or in his or her absence the First Vice President of the Corporation, shall act as chairperson at meetings of the Board of Directors. If the President and First Vice President are both absent, the Second Vice President shall act as chairperson at meetings of the Board of Directors. If the President, First Vice President, and Second Vice President are all absent, a chairperson chosen by a majority of the directors present at a meeting shall act as chairperson at such meeting. The Secretary of the Corporation, or in his or her absences any person appointed by the chairperson of the meeting, shall act as Secretary of the meeting.

Section 15. Compensation. The directors shall serve without compensation. However, a director may receive reimbursement for expenses incurred in connection with the duties of his or her office provided such director provides receipts for or otherwise substantiates such expenditures. Reimbursement for expenditures in excess of \$250 shall require the approval by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity, or receiving compensation therefor.

Section 16. Executive Committee. There shall be an Executive Committee comprised of the President, the Vice Presidents, Secretary, Treasurer, and such other directors as shall be appointed by the President subject to the approval of the Board of Directors. The purposes of the Executive Committee shall be as follows:

- (a) To determine what matters should be placed on the agenda of the Board of Directors meetings;
- (b) To administer those matters delegated to the Executive Committee by the Board of Directors, and
- (c) To act on behalf of the Board of Directors with full authority only in urgent situations where a meeting of the Board of Directors to take such action is impossible or impractical, except that no committee shall have the power or authority to do any of the following acts: (i) amend the Articles of Incorporation; (ii) adopt an agreement of merger or consolidation; (iii) sell, lease, or exchange all or substantially all of the Corporation's property and assets; (iv) dissolve or revoke the dissolution of the Corporation; (v) amend the By-Laws of the Corporation; (vi) fill vacancies on the Board of Directors; or (vii) terminate membership.

Section 17. Nominating Committee. There shall be a Nominating Committee consisting of 3 or more directors appointed by the President and approved by the Board of Directors. The Nominating Committee shall select persons to be presented to the Board of Directors for election to fill vacancies on the Board of Directors and for election to the offices of the Corporation.

Section 18. Other Committees. The President from time to time and subject to the approval of the Board of Directors may appoint such other committees to take such actions and advise the Board of Directors as the President and Board of Directors deem necessary to efficiently and effectively achieve the purposes of the Corporation.

Section 19. Committees in General. All committees of the Corporation shall have the same power to act without a meeting as is provided in Section 12 of the Article III with respect to the Board of Directors. A majority of the members of a committee shall constitute a quorum.

ARTICLE IV

MEMBERS

Section 1. Qualifications: No Voting Rights. The members of the Corporation shall not be entitled to vote on any matter affecting the Corporation. Any organization or individual exhibiting an interest in or associated with artistic activities in the City of Holland or its surrounding areas shall be eligible for membership in the Corporation. Members shall be admitted to the Corporation upon satisfying the membership requirements then in effect as established by the Board of Directors by resolution.

Section 2. Meetings. The members shall meet at such times and for such purposes as shall be designated by the Board of Directors from time to time by resolution.

Section 3. Place of Meetings. All meetings of the members of the Corporation shall be held at such place or places within or without the State of Michigan, as a majority of the Board of Directors may from time to time determine by resolution, or as set forth in a waiver signed by all the members of the Corporation.

Section 4. Notice of Meetings. The manner of notifying the members of a meeting shall be as established by the Board of Directors in the resolution calling the meeting.

Section 5. Dues. The dues and assessments payable by members of the Corporation shall be established from time to time by the Board of Directors. Such dues and assessments may be based upon any basis which the Board of Directors may determine in its sole discretion.

ARTICLE V

OFFICERS

Section 1. Officers. The Corporation shall have a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the directors may appoint.

Section 2. Election and Term of Office. The officers of the Corporation shall be nominated by the Nominating Committee and elected annually by the Board of Directors. Persons may also be nominated for election to offices by directors from the floor. Each officer shall hold his or her office until his or her successor shall have been duly elected and qualified, or until his or her prior death, resignation, or removal. Only directors of the Corporation shall be qualified to serve as officers.

Section 3. Removal or Resignation. The Board of Directors may remove any officer from office by a majority vote of the directors present at a duly held meeting at which a quorum is present. Such removal may be with or without cause whenever in the judgment of the Board of Directors the best

interests of the Corporation will be served thereby. Any officer may resign his or her office at any time, such resignation to take effect upon receipt of written notice thereof by the Corporation or at such later date as may be specified in the notice of resignation.

Section 4. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by nomination by the Nominating Committee or by directors from the floor followed by election by the Board of Directors.

Section 5. President. The President shall preside at meetings of the Board of Directors and shall have such responsibilities and powers as may be delegated to him or her by the Board of Directors. The President shall at all times be subject to the policies, control, and direction of the Board of Directors. He or she may sign and execute, in the name of the corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation. He or she shall have such other powers and duties as may be prescribed by these By-Laws. Whenever it may in his or her opinion be necessary, he or she shall prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors.

Section 6. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have the powers, duties, and be subject to the restrictions as may be prescribed from time to time by the Board of Directors of these By-Laws. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President and Vice President as described above. The Vice President, Treasurer, and such other Vice Presidents as may be elected by the Board of Directors, shall have such other responsibilities and duties as the Board of Directors shall determine from time to time by resolution.

Section 7. Secretary. 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 of such meetings.
- (b) Assure that notice of all meetings of the Board of Directors is provided to parties as required by these By-Laws.
- (c) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
- (d) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have general responsibility for corporate funds and securities, except as otherwise provided by the Board of Directors, and shall cause to be maintained accurate books and records reflecting the financial affairs of the Corporation. The Treasurer also shall be responsible to present reports of the Corporation's accounts at each regular meeting of the Board of Directors and shall be responsible to prepare and file all tax and other financial reports required to be filed on behalf of the Corporation.

Section 9. Other Officers. All other officers as may from time to time be appointed by the Board of Directors pursuant to this Article shall perform such duties and exercise such authority as the Board of Directors shall prescribe.

Section 10. 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 11. Compensation. No officer of this Corporation shall receive compensation for his or her services in such capacity. However, an officer, may be reimbursed for any reasonable and necessary expenditures incurred by that officer in connection with the conduct of the business of this Corporation

provided such officer provides receipts for or otherwise substantiates such expenditures. Reimbursement for expenditures in excess of \$250 shall require approval by resolution of the Board of Directors.

ARTICLE VI

INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, AND LOANS

Section 1. Execution of Instruments. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized or as otherwise expressly provided in these By-Laws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or 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 or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board, officers, or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors also from time to time may 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, notes, acceptance, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation, 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 the Corporation in any of its duly authorized depositories may be made without countersignature by the President, a Vice President, the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors by resolution shall have delegated such power.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation 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 the Corporation to any officer or director of the Corporation, directly or indirectly.

ARTICLE VII

LIMITATIONS

Section 1. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other private individual, firm, corporation, partnership, or association, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

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

Section 3. General Limitation. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on (a) by the Corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1954, or corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII

DISSOLUTION

Except as otherwise required by law, upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue code of 1954, as amended, or corresponding provision of any subsequent Federal tax laws, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the Corporation is then located.

ARTICLE IX

INDEMNIFICATION

- (1) A volunteer director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's fiduciary duty, except as set out herein. This limitation does not eliminate or limit the liability of a director for a breach of the director's duty of loyalty to the Corporation or its members for acts or omissions of the director which are not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit, for any act or omission occurring prior to January 1, 1988, or for any act or omission that is grossly negligent; nor does this provision purport to limit the liability of a director in any way beyond that which is permitted by the Michigan Non-profit Corporation Act.
- (2) The Corporation shall assume all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director of the Corporation occurring on or after January 1, 1988, incurred in the good faith performance of the director's duties as such. This provision shall not affect liability of the director to the Corporation or its members in paragraph (1) of this Article.
- (3) The Corporation may indemnify the directors, officers, employees, or agents of the Corporation, except as expressly prohibited by the Michigan Non-Profit Corporation Act.

ARTICLE X

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 2. Trust Indenture. In the event funds are received for restricted purposes with the requirement that principal shall remain intact, the Board of Directors may provide for the designation of an outside trustee to receive the funds and shall authorize the proper officers of the Corporation to execute a Trust Indenture governing the use of these funds in such forms as may be approved by the Board of Directors.

Section 3. Amendments. The directors of the Corporation may at any meeting amend, alter, or repeal any of these By-Laws by an affirmative vote of a majority of such directors, provided the substance of the proposed amendment, alteration, or repeal shall have been stated in the notice of the meeting. Such amendment, alteration, or repeal may also be effected by unanimous written consent of all the directors of the Corporation acting without a meeting.

We, John Amell and Lorma Freestone, President and Executive Director, respectively, of Holland Area Arts Council, hereby certify that the above Restated By-Laws were adopted by the Board of Directors of said Corporation as of the 15th day of March, 1988 and continue to be in force.



John Amell, President

A handwritten signature in cursive script that reads "Lorina Freestone". The signature is written in black ink and is positioned between two horizontal lines.

Lorina Freestone, Executive Director