

BY-LAWS

UNITED STATES JCI SENATE FOUNDATION

ARTICLE I

The name of this Corporation is the United States JCI Senate Foundation, hereinafter sometimes referred to as the "Foundation".

ARTICLE II

The principal office of the Foundation shall be located at 41948 Brentwood, Plymouth, Michigan 48170. The Board of Directors may from time to time change the location of the principal office from one location to another.

ARTICLE III

Membership

Section I: The membership of the Foundation shall consist of those persons who from time to time are duly named to the Board of Directors of the Foundation.

Section II: There shall be only one class of membership and no distinction between members. Each member shall be entitled to one vote and there shall be no cumulative voting.

Section III: There shall be no dues or assessments of any kind upon the membership, except as may otherwise be provided by these By-Laws. Except as may be otherwise provided by law, no member shall be personally liable to the Foundation or to its creditors for any indebtedness or liability.

Section IV: Death, resignation or removal of any Director as provided in these By-Laws shall automatically terminate such person's membership as a voting member of the Foundation.

Section V: A regular meeting of the members of the Foundation shall be held annually during the week designated for the convening of the annual meeting of the United States JCI Senate. Notice of such meeting will be given to all Directors no less than ten (10), no more than sixty (60) days before the date of the meeting except as may otherwise be provided by law.

Section VI: Special meeting of the Foundation may be held for any purpose and may be called by the President or upon the application of any four (4) Directors. Notice shall be provided as in Section V above and shall designate the general nature of the business to be transacted.

Section VII: A quorum for any meeting of the members of the Foundation shall be not less than 50% of the voting members.

ARTICLE IV

Board of Trustees

Section I: The Board of Trustees shall consist of no less than five (5), no more than fifteen (15) members until the number is changed by amendment to these By-Laws. Directors may be referred to as Trustees in these By-Laws or in any other document or publication issued by the Corporation.

Section II: Except as may be otherwise provided by law, the Articles of Incorporation of the Foundation and these By-Laws, all corporate powers of the Foundation shall be exercised by or under the authority of and the business and affairs of the Foundation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

a) To select and remove all officers, agents and employees of the Foundation, prescribe such powers and duties for them as may be in consistant with law, the Articles of Incorporation, or these By-Laws.

b) To conduct, manage and control the affairs and business of the Foundation, and to make rules and regulations not in consistant with law, the Articles of Incorporation, or the By-Laws.

c) To borrow money and incur indebtedness for the purposes of the Foundation, and for that purpose to cause to be executed and delivered in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and securites.

Section III: Election of members to the Board of Directors, their terms of office and qualifications shall be as follows:

a) All Trustees shall be members in good standing of the United States JCI Senate. Such Trustees shall be elected by a majority vote of the Board of Trustees, assembled at their annual meeting. A term of office of each Trustee shall commence on the first day of July next following his election and shall expire on June 30 of the calendar year following. A Trustee may succeed himself in office.

b) The Board of Directors of the Foundation may receive nominations for and by majority vote, elect honorary trustees in such number as the Board deems appropriate. Such honorary trustees shall be outstanding persons who have made substantial contributions to their communities and are in accord with the purposes of the Foundation. The position of an honorary trustee

shall be a one year honorarium and honorary trustees shall not be entitled to vote nor will any notice of meetings of the Board of Trustees need to be given to any such honorary trustee.

Section IV: Vacancies in the Board of Trustees shall be filled by a majority vote of the then remaining Trustees, even though less than a quorum; or by the sole remaining Trustee. A successor Trustee sole elected shall serve the unexpired term of his predecessor. Balloting for the election of Trustees under provisions of this Section may be by mail ballot.

Section V: All regular and special meetings of the Board of Trustees shall be held at such place as may from time to time be designated by the President or by resolution of the Board of Trustees.

Section VI: Trustees shall not receive any compensation for their services as Trustees.

Section VII: Any Trustee may be removed from office with or without cause by a vote of two-thirds (2/3) of the regular voting members in good standing, provided ten (10) days notice in writing of intention so to remove such Trustee is given to said members, including the Trustee whose removal is sought. Any Trustee may resign at any time by giving written notice to the Board or to the President, or the Secretary, or by giving public notice at any meeting of the organization upon first being duly recognized by the Chair.

Section VIII: Each duly elected member of the Board of Trustee shall be entitled to one (1) vote; provided however that the presiding officer shall vote only in case of a tie.

ARTICLE V

Officers

Section I: The Officers of the Foundation shall be a President, a Vice President, a Secretary and a Treasurer.

Section II: The term of Officers shall be one year commencing July 1 of each year and ending June 30 of the succeeding year. Each Officer shall hold office for the term herein provided and until his successor is duly elected.

Section III: At the annual meeting of the Board of Directors, the Board shall nominate and elect one of their number to each office as provided herein.

Section IV: Any officer may be removed from office by a vote of three-fourths (3/4) of the entire Board of Directors in any regular or special meeting of the Board, provided ten (10) days notice in writing of intentions so to remove said officer is given to the Board including the Trustee whose removal as an officer is

sought. Any officer may resign at any time by giving written notice to the Board or to the President or the Secretary or by giving public notice at any meeting of the Foundation upon first being duly recognized by the Chair.

Section V: Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Foundation. He shall preside at all meetings of the members and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section VI: The Vice President shall have charge of the committees of the Foundation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. In the absence or disability of the President, he shall perform all of the duties of the President and in so acting shall have all the powers of the President.

Section VII: The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the Seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary of proper, shall supervise the keeping of the records of the Foundation, and shall discharge such other duties of office as prescribed from time to time by the Board.

Section VIII: The Treasurer shall receive and safely keep all funds of the Foundation and deposit them in such bank or banks as may be designated by the Board. Those funds shall be paid out only on checks of the Foundation signed by the President or the Vice President, and the Treasurer or by such other officers as may be designated from time to time by the Board of Directors as authorized to sign such instruments. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section IX: The vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by a majority vote of the remaining members of the Board of Trustees.

ARTICLE VI

These By-Laws may be amended or repealed and new By-Laws adopted by the votes of two-thirds (2/3) of the members of the Board of Directors present at any directors meetings.

ARTICLE VII

Section I: The fiscal year of the Foundation shall commence on the first day of July of each year.

Section II: The President or such other Officers as the Board of Directors may select shall be authorized to vote, represent and exercise on behalf of this Foundation, all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Foundation. The authority granted herein may be exercised either by the officer in person or any person authorized so to do by proxy or power of attorney duly executed by the officer.

Section III: The records, books of account and minutes of proceedings of the Board of this Foundation shall be opened to the inspection at all reasonable times by any member of the Board of Directors or any member of the United States JCI Senate.

Section IV: Books and accounts of the Foundation shall be audited annually as of June 30 by an auditor selected by the Board of Trustees.

Section V: The Board of Trustees shall cause an annual report of the affairs of the Foundation, together with a complete financial statement to be rendered and made available to the United States JCI Senate and its members. The report may be published in the national publication of the United States JCI Senate.

Section VI: The Board of Directors except as may be otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents to enter into any contract, execute any instrument including checks, drafts and other instruments or orders for payment of money and in the name of and on behalf of the Foundation.

Section VII: Any and all written notices required by these By-Laws may be given by mail, postage prepaid, addressed to the last known address of the person or persons to whom notice is to be given according to the records of the Foundation.

Section VIII: Roberts Rules of Order in its most current addition shall cover the proceedings of all regular and special meetings of the Foundation, except as may be otherwise provided in these By-Laws.