

**BYLAWS  
OF  
SOUTHEAST MICHIGAN SUSTAINABLE BUSINESS FORUM**

**I  
NAME, OFFICES, AND PURPOSES**

1.1 NAME. The name of the corporation is Southeast Michigan Sustainable Business Forum.

1.2 PLACES OF BUSINESS. The corporation shall have its principal place of business in Detroit, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES. The purposes for which the corporation is organized are as follows:

1.3.1 To receive and administer funds and to operate exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and in particular to provide a learning network to member companies aimed at raising awareness, developing programs, and promoting successes of the economic, environmental and social performance of both large and small businesses.

1.3.2 To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds thereof in furtherance of the purposes of the corporation.

1.3.3 To do all such things and to perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 NONPROFIT OPERATION. The corporation shall be operated exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any director, officer or any member or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

**II  
MEMBERS**

2.1 MEMBERSHIP BASIS. The corporation is organized on a nonstock, membership basis. The corporation shall initially have three classes of Members. The classes shall be

designated as the Founding and Charter Members, the Regular Members, and the Associate Members. The Founding and Charter Members shall serve as the Interim Board of Directors until the first annual meeting of Members and shall each have a vote on all matters brought before the Membership; together with all rights conferred on Regular Members. After the first annual meeting, the distinction between Founding and Charter Members and Regular Members shall disappear, and the Founding and Charter Members shall become Regular Members with all of the associated rights of Regular Members. Regular Members shall have each one vote on all matters before the Membership and such other rights as the Members of the Board shall determine. Associate Members shall be entitled to all the rights of Regular Members except that they have no voting rights on general issues or in elections of the Board, and may not serve on the Board or serve as officers of the corporation.

2.2 QUALIFICATIONS FOR MEMBERSHIP. The Founding Members shall be:

<u>ORGANIZATION</u>	<u>ORGANIZATION REPRESENTATIVE</u>
Ann Arbor Area Chamber of Commerce	Elwood J. Holman
Comerica Incorporated	Richard J. Plewa
DTE Energy	Ryan Waddington
East Michigan Environmental Action Council	Elizabeth Harris
Erb Environmental Management Institute, University of Michigan	Tom Gladwin
Ford Motor Company	David Berdish
General Motors Corporation	Terry Cullum
Holcim, US, Inc.	Ed Verhamme
Masco Corporation	Paul Eisele
Process Results, Inc.	Sharon Paterson
Visteon Corporation	Gary J. Mayo
Washtenaw County	Rebecca A. Head

The Charter Members shall be:

**ORGANIZATION**

**ORGANIZATION REPRESENTATIVE**

AKT Peerless Environmental Services	Tony Kashat
ASG Renaissance	Karen Kovacs Trevino
ATC Associates	David Paholak
Atwell-Hicks, Inc.	William Henderson
Bank One	Glenn Brown
BASF	K. Edward Nuemberg
Bodman, Longley & Dahling LLP	Fredrick Dindoffer
Burton-Katzman Development Company	Bren Buckley
DuPont	Thomas Smearing
Energy Conversion Devices	Nancy Bacon
EQ International Holdings	Michael J. Miller
Altarum Institute	David Andrea
Gage Products Company	Donald Dixon
Lear Corporation	Rebecca Spearot
Pfizer Global Research & Development	Michael Lemon
Testing Engineers & Consultants	Katherine Banicki

The organizations designated as Founding and Charter Members shall be listed as such, by name, on the letterhead of the corporation. Alteration or removal of the names of the Founding and Charter Members from the corporation's letterhead shall require an affirmative vote by three-quarters of the Members.

Organizations qualified to be Regular Members shall be companies conducting business in the eight Southeast Michigan counties of Lenawee, Macomb, Monroe, Oakland, Livingston, St. Clair, Washtenaw, and Wayne that subscribe to the vision and purpose of the corporation, and such other organizations as shall be admitted to membership (upon nomination by the Membership Committee) by the affirmative vote of the Board of Directors.

Organizations qualified to be Associate Members shall be governments, departments of governments, and nonprofit agencies that adopt the vision and purpose of the corporation, and such other organizations as shall be admitted to membership (upon nomination by the Membership Committee) by the affirmative vote of the Board of Directors.

A member may be admitted at any meeting of the Board of Directors. The Board may condition admission to membership and retention of membership upon the payment of periodic dues. Although it is expected that a majority of the Members will be organizations, the Board of Directors may, by the affirmative vote of a majority of directors then in office, admit an individual as a Regular Member or Associate Member.

2.3 REMOVAL OF MEMBERS. Members may be removed by the affirmative vote of the Regular Members (upon recommendation by the Board of Directors). The Membership of any Member may be terminated by a majority vote of the Board of Directors for failure to pay annual dues within two months of the due date.

2.4 ANNUAL MEETING. Unless the Members shall otherwise determine, the annual meeting of the Members shall be held on a date to be determined by the Members each year. At the annual meeting, the Regular Members shall elect directors and consider such other business as may properly be brought before the meeting. If less than a quorum of the Regular Members appears for an annual meeting of the Members, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

2.5 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Members may be held at such times and places as the Members may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of the Regular Members. Special meetings of the Members may be called by the Board, the President or the Secretary, and shall be called by the Board, President or Secretary upon the written request of ten percent of the Regular Members.

2.6 NOTICE OF MEETINGS OF THE MEMBERS. Notice of the time and place of all meetings of the Members shall be given to each Member at least ten and no more than 60 days before the date of the meeting. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Members may be waived in writing before or after the meeting.

2.7 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Members may be taken without a meeting, without prior notice and without a vote, if all of the Members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

2.8 QUORUM AND VOTING REQUIREMENTS. A majority of the Regular Members constitutes a quorum for the transaction of business. The vote of a majority of the Regular Members present at any meeting at which there is a quorum shall be the act of the

Members, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A Member 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 constitutes presence in person at the meeting.

### **III BOARD OF DIRECTORS**

3.1 BOARD OF DIRECTORS. The business and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

3.2 NUMBER AND SELECTION OF DIRECTORS. The Founding and Charter Members shall serve as the Interim Board of Directors until the first meeting of the Members.

From and after the first meeting of the Members, the Board of Directors shall consist of 21 persons. Directors shall be elected by the affirmative vote of the Regular Members at their annual meeting, provided that the Board of Directors selected at the first annual meeting of Members must consist of at least eleven of the Founding and Charter Members. Vacancies shall be filled in the manner specified in section 3.4 below.

The directors shall be divided into two classes, designated Class A and Class B. Class A directors shall consist of eleven directors, and Class B shall consist of 10 directors. At the first annual meeting of Members, Class A directors shall be elected for a one-year term, and Class B directors for a two-year term. At each succeeding annual meeting of Members, successors to the class of directors whose term expires at that annual meeting shall be elected for a two-year term. A director may not serve more than two consecutive terms in office.

If the number of directors is changed, any increase or decrease shall be apportioned among the classes of directors so as to maintain the number of directors in each class as nearly equal as possible, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

A director shall hold office until the meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

3.3 REMOVAL. Any director may be removed from office with or without cause at any meeting of the Members by the affirmative vote of the Regular Members.

3.4 VACANCIES. Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term.

3.5 ANNUAL MEETING. Unless the Board of Directors shall otherwise determine, the annual meeting of the Board of Directors shall be held immediately following the annual

meeting of the Members. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

3.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of the directors. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any two directors.

3.7 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Notice of the time and place of all meetings of the Board shall be given to each director at least three days before the date of the meeting. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.8 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a committee of the Board may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote on the action consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

3.9 QUORUM AND VOTING REQUIREMENTS. A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of 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 constitutes presence in person at the meeting.

3.10 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the corporation from purchasing insurance as provided in Article V or prevent the corporation from providing reasonable compensation to a director for services that are beyond the scope of the director's duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

3.11 EXECUTION OF CONVEYANCES, MORTGAGES, AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may

also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the following officers may execute such instrument on behalf of the corporation: the President, the Secretary, or the Treasurer.

#### **IV OFFICERS**

4.1 OFFICERS. The officers shall be a Chair of the Board, a President, a Vice-President, a Secretary, and a Treasurer. There may also be such other officers as the Board of Directors deems appropriate.

4.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors at its annual meeting. All officers shall be current members of the Board of Directors. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers.

4.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.

4.4 VACANCIES. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

4.5 CHAIR OF THE BOARD. The Chair of the Board shall have the responsibility of guiding the Board of Directors in effectively discharging its responsibilities, including providing for the execution of the corporation's objectives and appraising the adequacy of overall results as reported by the President. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect and shall from time to time report to the Board of Directors on matters within the Chair's knowledge which the interest of the corporation may require to be brought to the attention of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors.

4.6 PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to 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.

4.7 VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

4.8 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have

custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

4.9 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

## V INDEMNIFICATION

The corporation shall indemnify each person who is or was a director, officer, or member of a committee of the corporation and each person who serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee, non-director volunteer, or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding two sentences.

## VI EXECUTIVE COMMITTEE

6.1 COMPOSITION. There shall be an Executive Committee that shall include the Officers of the corporation and the Chairpersons of all standing committees. Any Member of the Executive Committee who is not a member of the Board of Directors shall be a nonvoting member of the Executive Committee.

6.2 AUTHORITY. During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the governance and direction of the Corporation in such manner as the Executive Committee shall deem best for the interests of the Corporation subject to any specific directives imposed by the Board, these by-laws or any other statutory or common law.

## VII MISCELLANEOUS

7.1 MANNER OF GIVING NOTICE. Whenever notice is permitted or required to be given to a Member, director, or member of a committee, such notice shall be deemed sufficiently given if it is: (a) delivered personally; (b) mailed to the organization or individual at the address

designated for such purpose; or (c) delivered by electronic means (which includes, without limitation, by facsimile, by e-mail with the notice included or attached, or by e-mail containing a hyperlink or Web address for a Web site at which the notice is posted), by transmitting such notice to the organization or member at the facsimile number or e-mail address designated for such purposes. If no street or box office address, facsimile telephone number, or e-mail address is so designated, then notice sent to the organization's or individual's last known address, facsimile number, or e-mail address shall be sufficient.

7.2 MEMBERSHIP COMMITTEE. There shall be a Membership Committee that shall be responsible for the selection of those applicants to be recommended to the Board of Directors for election as either Regular or Associate Members, according to such rules and procedures as the Board of Directors may from time to time adopt.

7.3 OTHER COMMITTEES. The Board of Directors may establish such other standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees.

7.4 AMENDMENTS. These bylaws may be amended at any meeting of the Members by the affirmative vote of two-thirds of the Regular Members; provided, however, that if any provision of these bylaws requires a higher proportion of Membership votes for an action than two-thirds, then such provision may only be amended by the affirmative vote of such higher proportion of Members. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.