

**BYLAWS
OF
ALLENDALE PARENT & BOOSTER ORGANIZATION BOARD, “CORPORATION”**

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Allendale Parent & Booster Organizations (the “**Corporation**”) shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

Section 2. Registered Office. The Corporation will have and continuously maintain a registered office and registered agent. The registered office may be, but need not be, identical with the principal office and the address of the registered office may change from time to time by the Board of Directors.

ARTICLE II

AFFILIATE ORGANIZATIONS

Section 1. Affiliation. The Corporation intends to qualify as a central organization that has one or more subordinate organizations (to be known as affiliated organizations) under its general supervision or control as defined by the Internal Revenue Service per Publication 4573 (Group Exemptions). An affiliated organization may authorize the Corporation to include it in an application for a group exemption letter by submitting to the Corporation Articles of Affiliation signed by a duly authorized officer of the affiliated organization. An affiliated organization shall provide the Corporation with written notice of any change of name or address.

Section 2. Financial Matters. Each affiliated organization shall comply with the requirements and rules of the Articles of Affiliation as adopted, repealed or revised by the Board of Directors of the Corporation from time to time. Said requirements and rules shall require a minimum that each and every organization shall comply with the following:

- (a) the affiliated organizations Article of Incorporation and Bylaws shall be consistent with the purposes of the Corporation and these Bylaws;
- (b) the fiscal year of the affiliated organization, for tax and financial accounting purposes, shall be the same as the fiscal year of the Corporation;
- (c) the affiliated organization shall provide periodic reports of fund raising activities, receipts and disbursements, and assets and liabilities to the Corporation as requested, and shall be provided in a form established by the Corporation for this purpose; and
- (d) the affiliated organization shall be responsible for all required sales tax or other tax liabilities attributable to their activities and shall indemnify the Corporation for all loss and expense (including legal and account expenses) resulting from its tax liabilities.

Section 3. Relationship to Corporation. Affiliated organizations of the Corporation are autonomous organizations, with the exception that their Articles of Incorporation and Bylaws must be consistent with those of the Corporation. The Corporation shall have no legal responsibility for the financial status of an affiliated organization. The Corporation shall withdraw affiliated status if an affiliated organization violates any provisions of the Corporation's purposes or these Bylaws.

Section 4. Affiliate Group Procedures & Documentation. In addition to the requirements and rules highlighted in the Articles of Affiliation, the Board of Directors will provide the following documentation to all affiliate groups:

- (a) Document Retention and Destruction Guidelines
- (b) Whistleblower Guidelines
- (c) Gifts & Bequests Guidelines
- (d) Ethics Guidelines
- (e) Conflict of Interest Guidelines
- (f) Fundraising Policy, as approved by the IRS and required for maintaining tax exemption status
- (g) General information regarding required affiliate group reporting and timelines to ensure all affiliate groups are aware of required reporting and due dates

ARTICLE III

MEMBERS

Section 1. Organization. The Corporation shall have no members within the meaning of Section 108(1) of the Michigan Nonprofit Corporation Law. Persons associated with the Corporation may, however, be referred to as honorary members of the Corporation upon the adopting by the Board of Directors of a resolution providing for one more classes of honorary members. The Board of Directors may, by resolution, confer upon any such class or classes of honorary members some or all of the rights of a member under the Michigan Nonprofit Corporation Law other than the right to vote to:

- (a) amend the Articles of Incorporation;
- (b) adopt and agreement of merger or consolidations
- (c) amend the Bylaws of the Corporation;
- (d) fix compensation of the Directors for serving on the Board of Directors or on a committee;
- (e) sell, lease, or exchange all or substantially all the Corporation's property and assets;
- (f) affect dissolution of the Corporation or a revocation of dissolution; or
- (g) fill vacancies in the Board of Directors.

Such voting rights are vested exclusively in the Board of Directors.

Section 2. Eligibility for Honorary Membership To be eligible for honorary membership in the Corporation, a prospective member must have an interest in furthering the purpose and objectives of the Corporation. The Board of Directors may establish different types of honorary membership; for example, individual, couple, students and seniors, lifetime friend, etc.

Section 3. Admission of Honorary Members Honorary members will be admitted by the payment of dues established by the Board of Directors.

Section 4. Termination of Honorary Membership The Board of Directors may terminate the honorary membership of any member who fails to pay annual dues established by the Board of Directors within 90 days of the due date or who becomes ineligible for honorary membership under Section 2 of this Article.

ARTICLE IV

DIRECTORS

Section 1. Powers. 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 reasonably 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 Corporation shall have as many Directors as determined by the majority vote of Directors; however, the total number of Directors shall at all times be not less than five.

Section 3. Selection. A majority of the Directors shall be nominated and appointed by the Board of Education for Allendale Public Schools (the “**Board of Education**”), to take office upon appointment. Each Director shall serve at the pleasure of the Board of Education and shall hold office until the next annual meeting and until a successor has been designated and qualified. Upon removal, for any reason, of a Director appointed by the Board of Education, a successor shall be designated by the Board of Education. At least one Director shall be nominated at-large from affiliated organizations. Additional Directors shall be nominated and appointed by the majority vote of the acting Directors and shall hold office until the next annual meeting and until a successor has been designated and qualified. If at any time the Board of Education is unable to appoint Directors in accordance to this Section, the power of appointment shall be exercised by the majority vote of the acting Directors.

Section 4. Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation shall be effective upon receipt of the notice or at a later time designated by the notice. A successor shall be appointed as provided in Section 6 of this Article IV.

Section 5. Removal. Any Director may be removed with or without cause by a majority vote of the Directors.

Section 6. Board Vacancies. A vacancy may be filled with a person selected by the remaining Directors, though less than a quorum of the Board, unless filled by proper action of an affiliated organization. Each person so elected shall be a Director for a term of office continuing until the next election of Directors.

Section 7. Annual Meeting. An annual meeting for the election of Directors shall be held each year.

Section 8. Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.

Section 9. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President at the written request of any two Directors. The request shall state the purpose(s) of the proposed meeting. Notice of the time and place of the special meeting shall be given to each Director in any manner at least three days before the meeting.

Section 10. Waiver of Notice. Notice of the time and place of any special meeting of the Board of Directors may be waived in writing either before or after the meeting has been held. If all the Directors waive notice of the meeting, no notice of same shall be required. Attendance of a Director at a special meeting shall constitute a waiver of notice of its meeting, except where the Director attends the special meeting for the purpose of objecting to the transition of any business because the meeting is not lawfully called or convened.

Section 11. Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 12. Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of any business at a meeting of the Board. Actions voted on by a majority of the Directors present at the meeting where a quorum is present shall constitute authorized actions of the Board.

Section 13. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceedings.

ARTICLE V

COMMITTEES

Section 1. General Powers. The Board of Directors, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of at least one Director. The Board of Directors may also designate one or more Directors as alternate committee members who may replace an absent or disqualified Director at a committee meeting. If a committee member is absent or disqualified from voting, then members present at the 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 Director. All committees designated by the Board of Directors, and all members of those committees, shall serve at the pleasure of the Board.

A committee designated by the Board of Directors may exercise any powers of the Board of Directors in managing the Corporation's business and affairs, to the extent provided by resolution of the Board of Directors. However, no committee shall have the power to:

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the Bylaws of the Corporation;
- (d) fix compensation of the Directors for Serving on the Board of Directors or on a committee;
- (e) sell, lease, or exchange all or substantially all the Corporations property and assets;
- (f) affect dissolution of the Corporation or a revocation of dissolution; or

(g) fill vacancies in the Board of Directors.

Section 2. Meetings. Committees shall meet as directed by the Board of Directors, and their meetings shall be governed by the rules provided in Article IV for the Board of Directors. Minutes shall be recorded at each committee meeting and shall be presented to the Board of Directors.

Section 3. Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of the Corporation shall be appointed by the Board of Directors. The officers shall be a President, a Secretary, and a Treasurer. The President shall be a voting member of the Board of Directors. There may also be a Chairperson, Vice Present and other such officers as the Board of Directors deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board of Directors to be executed, acknowledged, or verified by two or more officers.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting. Each officer shall hold office until his or her successor shall have been duly elected or qualified, or until his or her earlier death, resignation or removal.

Section 3. Removal/Resignation. The Board of Directors may remove any officer, with or without cause, whenever its judgment the best interests of the Corporation will be served by removal. Any officer may resign his or her office at any time, and the resignation shall take effect upon receipt of the written notice of resignation by the Corporation or at a later date specified in the notice of resignation.

Section 4. Vacancies. The Board of Directors may fill a vacancy occurring in any office, for any reason, for the unexpired portion of the term of office.

Section 5. 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. The President shall have power to appoint or discharge employees, agents, or independent contractors, and to determine their duties. The President may also recommend to the Board of Directors compensation levels for employees, agents, and independent contractors. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board of Directors instructs that the signing be done by some other officer, agent, or employee. The President shall see that all actions taken by the Board of Directors are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board of Directors to delegate a specific power to any other officer of the Corporation.

Section 6. Vice President. The Vice President, if any, shall have the power to perform duties that may be assigned by the President or the Board of Directors. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board of Directors directs otherwise. The Vice President shall perform all duties incident to the office.

Section 7. Secretary. The Secretary shall (a) keep minutes of the Board of Directors' meetings; (b) be responsible for providing notice to each Director as required by law, the Articles of Incorporation, or these Bylaws;

(c) be the custodian of corporate records; (d) keep a register of all the names and addresses of each honorary member, officer and Director; and (e) perform all duties incident to the office and other duties as assigned by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board of Directors; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties as assigned by the President or the Board of Directors.

Section 9. Chairperson. The chairperson, if elected, shall preside at all Board meetings. The chairperson shall have the power to perform duties as may be assigned by the Board. If the President is absent or unable to perform his or her duties, the chairperson shall perform the President's duties until the Board directs otherwise. The chairperson shall perform all duties incident to the office.

Section 10. Other Officers. All other officers whom the Board of Directors may appoint from time to time pursuant to this Article shall perform the duties and exercise the authority that the Board of Directors shall prescribe.

Section 11. Absence of Officers. In the case of the absence of any officer, or for any other reasons that the Board may consider sufficient, the Board may delegate for the time being the powers or duties of that officer to any other officer or to any Director.

ARTICLE VII

CORPORATE DOCUMENT PROCEDURE

Section 1. Execution of Instruments. All corporate documents shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or these Bylaws. Signatures of the treasurer and one other member of the Board of Directors shall be required on all checks.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of each officer and Director. All books and records of the Corporation may be inspected by any Director or officer, or his or her agent or attorney, for any proper purpose at any reasonable time. However, the intent of this Corporation is to provide oversight and guidance to all Allendale Public Schools Parent & Booster affiliate groups. While the Corporation operates as a non-profit, all services are as a donation to our 501c3 affiliate groups and the corporation is completely non-monetary, as no funds flow through.

Section 3. Examination of Books. A qualified firm of certified public accountants may be designated as auditors by the Board of Directors prior to the Corporation's close of business for each fiscal year to examine books of account for the Corporation, and to certify and report in writing to the Board of Directors the annual balances and condition of such books as prepared at the close of the fiscal year under the direction of the Treasurer. The compensation of the auditor shall be determined by written agreement between the Corporation and the accounting firm at the time of its employment and the terms of the employment, including compensation.

Section 4. Fund Management

- (a) Subject to the limitations of applicable law, the Board of Directors may delegate, to the extent it considers desirable or necessary, any portion of its authority to manage, control, and conduct the

current business of the Corporation, to any standing or special committee of the Corporation or to any officer, employee, or agent.

(i) The Board of Directors may authorize the payment of compensation for management or other services so delegated, except for such services as are performed by persons who are the current Directors of the Corporation.

(ii) Notwithstanding any delegation of authority that the Board of Directors may make hereunder, it shall exercise general supervision over the committees, officers, employees and agents of the Corporation.

(b) In exercising its authority to manage funds and the property of the Corporation, the Board of Directors may, subject to specific limitations set forth in any applicable gift instrument, do the following:

(i) retain property contributed by a donor for as long as the Board considers advisable,

(ii) include all or part of the Corporation's assets in a pooled or common fund maintained by an institution.

(c) No gift, devise, or bequest to the Corporation shall be accepted by the Corporation unless and until it has first been approved by the Board of Directors.

(d) With the written consent of a donor, the Board of Directors may release, in whole or in part, a restriction imposed by the applicable gift instrument on the use or investment of property acquired by the Corporation by gift. If written consent of the donor cannot be obtained by reason of death, disability, legal incapacity, unavailability or anonymity, the Board of Directors may apply in the name of the Corporation to a court of competent jurisdiction for the release of restriction imposed by the applicable gift instrument on the use or investment of property acquired by the Corporation by gift. The Attorney General of the State of Michigan shall be notified whenever such application for a release of restriction on gift property is made.

(e) The Board shall not be required to accept or receive any money or property of any kind if less than one-half of that money or property is ultimately designated for the use of the benefit of the Corporation.

ARTICLE VIII

INDEMNIFICATION

Section 1. Nonderivative Actions. Subject to all of the other provisions of this Article, the Corporation shall indemnify and person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any

action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) 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 Directors or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to all the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such 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. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in the defense of any claim, issue, or matter of the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

Section 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in Section 3 of this Article, the Corporation shall have no obligations under this Article to indemnify and person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

Section 5. Determination That Indemnification Is Proper. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to such action, suit or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.

Section 6. Proportionate Indemnity. If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 of this Article may be paid by the Corporation in advance of the final

disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8. Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking the indemnification or advancement of expenses.

Section 9. Indemnification of Employees, Non-Director Volunteers and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee, non-Director volunteer or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

Section 10. Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of heirs, executors, and administration of that person.

Section 11. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person 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 power to indemnify against such liability under this Article or the laws of the State of Michigan.

Section 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE IX

COMPENSATION

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an officer, Director, employee, agent, or independent contractor, except as prohibited by these Bylaws.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

ARTICLE XI

NON-PROFIT VOLUNTEER DIRECTORS

No member of the Board of Directors of the Corporation who is a volunteer Director, as that term is defined by the Michigan Nonprofit Corporation Act or a volunteer officer shall be personally liable to this Corporation or its members for monetary damages for a breach of the Director's or officer's fiduciary duty; provided that this provision shall not eliminate or limit the liability of a Director or officer for any of the following:

1. a breach of the Director's or officer's duty of loyalty to the Corporation;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. a violation of section 551(1) of the Act;
4. a transaction from which the Director or officer derived an improper personal benefit;
5. an act or omission occurring before the filing of the Articles of Incorporation; or
6. an act or omission that is grossly negligent.

The Corporation assumes all liability to any person, other than the Corporation, for all acts or omissions of a Director who is a volunteer Director, as defined in the Act, or a volunteer officer incurred in the good faith performance of the Director's or officer's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in IRC 501c3 or the corresponding section of any future federal code.

Article XII

Amendments

The Board of Directors at any regular or special meeting may amend or repeal these Bylaws by vote of two-thirds of the Directors, if notice setting forth the terms of the proposal have been given to all Directors at least (3) days before the meeting in the manner required for notices of special meetings in Article III above. These Bylaws may also be amended or repealed by unanimous written consent of all the Directors then in office, acting without a meeting.

Affiliate groups may adopt bylaws to govern their specific activities. In order to be included as an affiliate under the umbrella of the Corporation (and receive benefit from an IRS group tax exemption), individual affiliate bylaws must not conflict in any way with the items laid out in the governing board Corporation Bylaws. Affiliate documents must remain compliant as a 501c3 organization and to the extent affiliate group bylaws conflict with these legal requirements or the Corporation Bylaws in any way, these Corporation Bylaws supersede.