

REVISED BY-LAWS
of the
PENINSULA ARTS APPRECIATION COUNCIL

ARTICLE I
Membership Meetings

Section 1, Definition of Corporation. The Corporation will be called Peninsula Arts Appreciation Council. The Corporation shall be operated exclusively within the meaning of Section 501(c)(3) of the Code as a nonprofit corporation. No trustee of the Corporation shall have any title or interest in the Corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer, or any private shareholder or individual. No Substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, and more particularly to such organization or organizations carrying on such operations as may be, as nearly as possible, consistent with the purposes of this Corporation, as the Board of Trustees of this Corporation shall determine. Any such assets not so disposed shall be disposed by the circuit court for the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which this Corporation was organized.

Section 2. Regular Members. Any person residing in the County of Marquette, Michigan and the surrounding area may become a member of the Corporation by contributing a sum set by the Board of Directors at the annual meeting, and expressing a desire for membership. Annual contributions for membership shall be specified by the Board of Directors from time to time. No member shall be entitled to vote at any meeting of the Corporation until all contributions have been paid in full. Applications for membership shall be made to the Secretary of the Corporation, either orally or in writing, and the applicant shall become a member upon payment of the contribution required for the current year.

Section 3. Contributing Members and Patrons. The Board of Directors may provide requirements and qualifications for Contributing Members and Patrons. Such persons and organizations shall be considered members and they, or their representatives may attend meetings, and shall have no vote. They shall have such further rights and obligations as may be determined from time to time by the Board of Directors. Contributing Members and Patrons may also be, but need not be, Regular Members, provided they are qualified.

Section 3. Annual Meeting. The annual meeting of the membership shall be held at 7:30 p.m. on the second Tuesday of January to elect Directors and for the transaction of any business that may be brought before the meeting. If this date falls on a legal holiday, then the meeting will be held on the following Tuesday.

Section 4. Special Meetings. Special meetings of the membership shall be called by the President, Vice President, or Secretary at the request of the Board of Directors or ten (10) percent of the members entitled to vote, stating the purpose of the meeting. If the President, Vice President or Secretary fails to call a meeting within 20 days of a request, the persons requesting a meeting may fix the date, time and place of the meeting and give notice.

Section 5. Meeting Place. Membership meetings shall be held at the Corporation's office: PAAC, 218 Iron St., Negaunee, Michigan, or at such other place within Marquette County designated by the Board of Directors.

Section 6. Meeting Notice. Written notice of the time, place and purpose of each meeting of the membership, whether annual or special, shall be served not less than 10 or more than 60 days before the date of the meeting, by mail, upon each member at his address as it appears on the record.

Section 7. Membership Entitled to Notice and to Vote The record date for the determination of members entitled to notice or vote at a meeting may be fixed by the Board of Directors. Record date shall be 60 days before the date of the meeting.

Section 8. Membership List. The agent having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote, arranged alphabetically with their address. This list shall be subject to inspection by any member in person during the time of any meeting.

Section 9. Quorum. At any duly called meeting of the membership, ten (10) percent of the members of record present, in person, shall constitute a quorum. The members present, in person, may continue to do business until adjournment. Whether or not a quorum is present, a majority of the members present may adjourn the meeting to a future date without further notice other than an announcement and when a quorum is present upon the adjourned date, any business may be transacted.

Section 10. Proxies. No votes by proxy will be accepted.

Section 11. Inspectors of Election. Whenever any member present, in person, at a meeting requests the appointment of inspectors of election, the chairman shall appoint one or more inspectors, who need not be members. They shall determine the number of members and the voting power of each, the existence of a quorum, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, determine the results and conduct the election or vote with fairness to all members. On request of the chairman or a member entitled to vote, the inspectors shall make a written report to the person presiding at the meeting of the facts found and determined by them. The report is prima facie evidence of facts stated and of the vote as certified by the inspectors.

Section 12. Voting. Members in good standing are entitled to one vote on each matter submitted to a vote which may be cast orally or in writing. When an action, other than the election of Directors, is taken by a vote, it shall be authorized by a majority of the votes cast. Directors shall be elected by a majority of the votes cast.

Section 13. Conduct of Meetings. Meetings shall be presided over by the President, Vice President or by a Chairman to be chosen at the meeting. The Secretary, or a person chosen at the meeting, shall act as Secretary of the meeting.

ARTICLE II Board of Directors

Section 1. Election, Number and Term of Office. The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of three or more persons, at least 18 years of age, who must be members of the Corporation and must have attended 3 meetings of the board with the same rules for excused absences as elected board members. They must also be present at the Annual Meeting to be considered for voting. The Board of Directors shall be elected at the annual meeting and divided into three classes as nearly equal in number as possible. The persons in the first class shall hold office for one year; the second class shall hold office two years; the third class shall hold office for three years.

At all annual elections, one or more Board of Directors shall be elected by the membership for a term of three years to succeed the Board of Directors whose terms then expire; provided that nothing shall prevent the election of a Director to succeed his or her self. Board of Directors shall hold office until their successors are elected and qualified or until their earlier resignation or removal. A Board of Director may resign by written notice to the Corporation, effective upon its receipt, or such time as is set forth in the notice of resignation. The Executive Director may be a member of the Board of Directors.

Section 2. Absence of Board Members. Board of Director Members who fail to attend three successive regular meetings without notifying a member of the Executive Committee, shall be removed from office and notified by mail of such action by the Board of Directors.

Section 3. Vacancies. Whenever any vacancy occurs in the Board of Directors, it may be filled by the affirmative vote of a majority of the remaining Board of Directors. The person elected shall be a Board Director only until the next election of Board of Directors.

Section 4. Regular Meetings. Regular meetings may be held without notice at such time or intervals and at places determined by resolution of the Board of Directors, which may authorize the President to fix the date and place of each regular meeting, in which case notice of the time and place shall be given. A regular meeting of the Board of Directors shall be held without notice immediately after the annual meeting of the membership, for the election or appointing of officers for the ensuing year.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be held at any time or place upon the call of the President, a Vice President or the Secretary, at the direction of not less than two Board of Directors then in office. Oral or written notice of the time, place and purpose of all special meetings of the Board of Directors shall be communicated to each Board of Directors not less than two nor more than 10 days before the meeting.

Section 6. Quorum and Vote. A majority of the members of the Board of Directors then in office constitute a quorum for the transaction of business and the vote of the majority of members present at the meeting. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting to a future date with oral or written notice of time and place of the meeting.

Section 7. General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe a manner of making, signature or endorsement of bills of exchange notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate who shall be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 8. Powers as to Other Documents. The Board of Directors may authorize any officers or agent, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation. Authority may be general or specific. When the execution of any contract, conveyance, or other instrument has been authorized without specifications of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President or Vice President.

Section 9. Compensation. The Directors of the Board shall receive no compensation for their services as Directors of the Board.

ARTICLE III Committees of Board of Directors

Section 1. The officers of the Board of Directors constitute an Executive Committee, who, during the intervals between the meetings of the Board of Directors and subject to limitations as required by law or imposed by the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the Executive Committee shall not have power or authority to:

- (a) Amend the Articles of Incorporation of By-Laws of the Corporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Recommend to the membership the sale, lease or exchange of all or substantially all of the Corporation's property or assets.
- (d) Recommend to the membership dissolution of the Corporation or a revocation of a dissolution.
- (e) Fill vacancies in the Board.

The President or Board of Directors, by resolution passed by a majority, may designate one or more of their number to constitute any other committee who shall have only such powers as expressly granted to them. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting. The members present at a meeting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act in place of any absent or disqualified member. The Board of Directors shall have the power at any time to increase or decrease the number of members of any committee, fill vacancies, change any member, and to change the functions or terminate the existence thereof. All committees, and each member, shall serve at the pleasure of the Board of Directors.

Section 2. Procedure. All committees not assigned a chairperson, shall elect a Chairman and Secretary who shall keep minutes of all meetings, which shall be submitted to the Board of Directors for approval. Regular or special meetings of any committee may be held as provided in these By-Laws and committees may proceed by unanimous written consent. Unless otherwise ordered by the Board of Directors, a majority of the members of any committee shall constitute a quorum at any meeting.

ARTICLE IV Officers

Section 1. Election or Appointment. The Board of Directors as soon as possible after the annual election of the Directors shall elect from their number a President, Vice President, Secretary and Treasurer of the Corporation. The Board, from time to time, may also elect one or more Assistant to: Vice President, Secretary or Treasurer, and may also appoint other officers and agents as it deems necessary for the transaction of business. The same person may hold any two or more offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if the instrument is required by law or the Articles or By-Laws to be executed, acknowledged or verified by two or more officers.

Section 2. Term of Office. Any officer shall hold office for the term he is elected or appointed and until his successor is elected or appointed and qualified, or until his resignation or removal. Any officer may be removed from office at any meeting of the Board of Directors, with or without cause, by the affirmative vote of a majority of the Directors, whenever in their judgment; the interests of the Corporation shall be served. An officer may resign at anytime by written notice, which shall be effective upon receipt, or at such time as may be specified in the notice of resignation. The Board of Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

Section 3. Compensation. The salaries and other compensation of the officers and agents of the Corporation shall be fixed by the Board of Directors. If such officer or agent is also a Director, compensation shall be established by the affirmative vote of a majority of directors, made only for the services actually performed on behalf of the Corporation.

Section 4. President. The President shall preside at meetings of the membership and the Board of Directors. The President shall be the chief executive officer of the Corporation and shall have general and active management of the business of the Corporation and shall execute all authorized conveyances, contracts, or other obligations or documents in the name of the Corporation except where required by law to be otherwise signed and executed shall be expressly delegated by the Board of Directors to some other officer or agent. The President shall be an ex officio member of all Committees of the Board.

Section 5. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of the Board and membership, record all votes and minutes of all proceedings and shall perform like duties for committees of the Board when required. The Secretary shall give notice of all meetings of the membership and the Board of Directors when notice is required, perform duties prescribed by the Board of Directors or the President, under whose supervision shall be acted. The Secretary shall, when required, execute with the President all authorized conveyances, contracts and other obligations or documents in the name of the Corporation except as otherwise directed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, if any, and when authorized, affix the seal to any instrument requiring the same.

Section 7. Treasurer. The Treasurer shall have custody of the Corporation funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories designated by the Board of Directors. The Treasurer shall disperse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all the transactions and of the financial condition of the Corporation. If required by the Board, the Treasurer shall give the Corporation a bond in such sum and with such sureties as shall be satisfactory to the Board for the faithful performance of the Treasurer's duties and for the restoration to the Corporation (in case of death, resignation or removal from office) of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under his or her control belonging to the Corporation.

Section 8. Assistant Vice President, Secretary and Treasurer. In the absence of the Vice President, Secretary or Treasurer, the Assistants of these offices, shall perform the duties and exercise the powers of these offices and shall perform other duties as the Board shall prescribe.

ARTICLE V
Indemnification of Directors, Officers and Employees

Section 1. Assumption of Liability. The Corporation assumes all liabilities to any persons other than the Corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after January 1, 1988, to the extent permitted by law. 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 or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the provisions of this Article V.

Section 2. Indemnification. The Corporation shall indemnify any director, officer, employee, nondirector volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, who was or is a party, or is threatened to be made a party to any threatened, investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer, or agent of the Corporation to the extent permitted by law.

Section 3. Limitation of Liability The Corporation may indemnify any director, officer, employee, nondirector volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the Corporation, 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 a claim issue, or matter in which the person has been found liable to the Corporation.

ARTICLE VI
Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

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

Section 3. Notices. Any notice required by statute or By-laws to be given to the members, Directors, officers or any employees or agents of the Corporation, shall be sufficient if mailed, and notice shall be deemed given at the time of mailing by first class mail.

Section 4. Books and Records; Inspection. The books, records and minutes of the Corporation may be kept at the official place of business of the Corporation and may be in written form or any form capable of being converted into written form within a reasonable time and without charge upon written request of a person entitled to inspect them. Upon the written request, the Corporation shall mail such member a copy of its financial condition as at the end of the preceding fiscal year and a statement of source and application of funds for such fiscal year. Any member, on at least ten (10) days written demand, may examine for any proper purpose, in person or by agent, during usual business hours, the minutes of membership meetings and record of members and may make extracts at the place where records are normally kept or at any reasonable place as the Corporation may provide.

Section 5. Reports to Members. Each year the Directors shall cause a financial report of the Corporation for the preceding fiscal year to be made available at the end of the fiscal year. The report shall include the Corporation=s year end statement of source and application of funds and any other information as may be required by law.

Section 6. Record of Membership. The original or duplicate membership record of all persons who are members of the Corporation, alphabetically arranged with the dates when they became members, shall at all times be kept at the registered office of the Corporation.

Section 7. Record Date. The Board of Directors may fix a date as the record date for determining members for any action (except for determination of members entitled to notice of or to vote at a meeting of the membership), which shall not be more than 30 days preceding the date of action. Only members of record on that date shall be entitled to be considered members for the purpose of such action, notwithstanding any change of membership on the records.

Section 8. Articles to Govern. In case any provision of these By-laws shall be inconsistent with the Articles, the Articles shall govern.

Section 9. Amendments. These By-laws may be altered or repealed or new By-laws may be adopted in lieu thereof:

By the affirmative vote of a majority of the Board of Directors at any meeting of the Board, if notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting; provided that the Board shall not make or alter the By-laws fixing their number, qualifications, classifications, or term of office or the By-laws fixing qualification of their members; that no change of the date of the annual meeting of the membership shall be made within 60 days before the date affixed for such a meeting in these By-laws, unless consented to in writing by all members entitled to vote.

BY-LAWS ADOPTED on October 7, 2006