

KINGDOM LIFE CHURCH OF LANSING, MI CONSTITUTION AND BY-LAWS

Constitution

We establish this constitution for the propagation and advancement of the Kingdom of God and so that our Congregation may be governed in an orderly manner. This constitution will preserve the liberties of each individual Church member of this body and serve as a guide to this Church body, its leaders, its Senior Pastor and anyone else who is a member of Kingdom Life Church of Lansing, MI.

Article I - Name

This Church body shall be known as Kingdom Life Church of Lansing, MI. (the "Church").

Article II – Purpose

The purpose of the Church is to glorify God and advance His kingdom here on earth.

Article III - Affiliation

This Church shall be affiliated with the Central Baptist Association, the Baptist State Convention of Michigan, and the Southern Baptist Convention.

Article IV - Statement of Faith

The Word of God will serve as the basis of our faith. As an expression of that faith, our Church subscribes to the most recent doctrinal statement of the Baptist Faith and Message as adopted by the Southern Baptist Convention.

Article V- Amendments

Changes in this constitution may be made at any regular business meeting of the church, provided that copies of each amendment have been presented in writing at the previous regular business meeting, that a written copy of the amendment has been published at least twice in the monthly church newsletter or bulletin prior to being voted on, and that written copies have been made available in the church office to the church membership. Amendments shall be passed by two-thirds vote of all members of the church present and voting.

By-Laws

ARTICLE I – Church Government

The ultimate authority for the operation of this Church resides in the head of the Church, the Lord Jesus Christ (Ephesians 1:22). For the purpose of carrying out our Lord's will in the life of this Church, the Church as a body (the Congregation) shall have the responsibility to approve qualified men in the Church as Elders, and approve men and women as Lay Leaders (Acts 6:1-4, 15:22). The operating procedures for the Church, Pastors, Elders, Pastoral Staff, Leaders and Deacons are contained in these By-laws. Whereas governing of the Church is vested in the Elders, they will seek input when making major decisions (described as but not limited to the purchase of land, church discipline, removal of church leader, church budget, etc.) in order to receive the opinion and recommendation of members. Those items requiring a vote by the Congregation shall be acted on by majority vote. No member may vote by proxy, only votes of present members will be counted. In the event that a member cannot make the official Church meeting they will meet with the Elders prior to the Congregational meeting in order to express their thoughts. The Senior Pastor, Elders, Pastoral Staff, Deacons and Congregation will be provided a 30-day notice prior to the meeting.

ARTICLE II – Congregation

The Congregation, when meeting as a body in a properly called Church Conference in accordance with the procedures in this Constitution shall have the responsibility to prayerfully find the mind of Christ with regard to:

1. The nomination and election of Elders and Deacons and lay leaders.
2. The election or dismissal of the Senior Pastor
3. The recommendation of the Church Elders relating to major decisions such as the purchase of and disposal of real estate, new building programs, and the annual budget.
4. The amending of the Church Constitution and By-Laws.

ARTICLE III – Membership

Membership in the Church shall be acquired by a member candidate upon affirmation of personal faith in Jesus Christ as Lord and Savior, member candidate's baptism, successful completion of the membership class, and receipt by the Church from the member candidate of a signed Membership Agreement which shall include the Membership Profile, Church Vision, Core Values and Doctrinal Statement of the Church. The member candidate shall be interviewed by the Senior Pastor, Elders and/or by specified representatives **from the church**. Candidates for membership by letter of transfer from another church must also meet the above requirements.

Section 1: General

As a Church we cherish the principle of a membership comprised of born-again believers in our Lord Jesus Christ. This will be our first and primary guiding principle.

Section 2: Candidacy

Any person may offer him/herself as a candidate for membership in the following ways:

1. By profession of faith and request for baptism.
2. By promise of a letter of recommendation from another church which teaches that repentance toward God and faith in Jesus Christ is the only means for salvation (Acts 20:21).
3. By a statement of prior conversion and baptism in those cases where a letter is not obtainable.

Section 3: Membership Process

All candidates for Church membership must successfully complete New Members Class. After fulfilling all requirements for membership and submitting a Membership Application, candidates demonstrating readiness for membership will be received as members. If the Senior Pastor and/or Elders find a candidate NOT ready for membership, he/she will be informed that his/her application has been denied. A person not received for membership may appeal to the Elders for reconsideration.

Section 4: Associated Watch Care Members

Anyone who desires to retain their membership in another church outside the city or state, but who is residing temporarily in the area for educational, vocational, military or other purposes as recognized by the Church, may be admitted into the membership of this Church in the same manner as prescribed for the permanent membership. Associate watch care members shall possess the same rights and privileges as regular members of the Church.

Section 5: Youth and Children Membership

Youth and children of members and in the Church may be received as non-voting members of the Church. Once a youth becomes 18 years of age, if he or she fulfills the requirements set forth in Sections 2 and 3 above, he/she will be given full voting rights as members of the Church. In the event that there is a youth or child who has decided to make this Church as their church home without the participation and involvement of a parent(s), this youth or child may be received as a non-voting member of the Church. Upon turning 18 years of age and agreement of the above, the youth or child may be given full voting rights as members of the Church.

Section 6: General Attendance

All persons of any faith are welcome to attend the services of the Church, and to enjoy fellowship with the Congregation and with each other, as long as they are respectful and not disruptive of the Church services. The Church reserves the right to remove any person for any reason, as deemed necessary by the Elders.

Section 7: Termination of Membership

A. Withdrawal of Membership:

1. Members may withdraw from the Church roll at their own request, or by giving notice that they have joined another church. Such withdrawal requests and any notices or change of church membership shall be recorded by either the administrative staff or membership department and, if possible, with an acknowledgement letter sent to the withdrawing member.
2. The Church may also change the status of a Church member from active to inactive on the Church membership roll if attempts to contact the member in person, by telephone, and by mail have all failed and there is no other record of attendance and giving for a period of at least six (6) months. No person designated as "inactive" on the Church membership roll shall be allowed to vote on any issue concerning the Church.

B. Discipline and dismissal:

1. In harmony with the scriptural teaching of the Christian faith, discipline must be a functional part of the Church (Matthew 18:15-18; Galatians 1:1- 9; II Thessalonians 3:11-14; I Corinthians 5). Any member who holds doctrine deemed false or heretical, lives inconsistently with Christian biblical profession, or who disturbs the unity and peace of the Church shall be reported to the Church Leadership. Either the Senior Pastor and/or the Elders will investigate and oversee any disciplinary action in accordance with Matthew 18:15-17. After prayerful consideration, and due process, any member may be dismissed from Church membership by vote of the Elders.
2. Restoration of dismissed members: The Church Leadership may restore dismissed members who give satisfactory evidence of repentance (II Corinthians 2:6-8). Such membership restoration occurs only by approval of the Church Leadership.
3. When disagreements arise between members, the Church shall have the right to convene with a church arbitrator court in order to settle the dispute (I Corinthians 6). Members shall abide by the decision of such church arbitrator court in order to remain in good standing with the Church.
4. Any member who brings a lawsuit of any kind against the Church may be subject to immediate dismissal from the Church by the Elders. Such a member will not be allowed to attend Church services, Church meetings or Church gatherings unless otherwise determined by the Elders. If at some point the member dismisses the lawsuit then the Elders may determine whether or not the person will be allowed to return to the membership role.

ARTICLE IV - Ordinances

We believe that the Bible teaches that Jesus established two ordinances, the Lord's Supper and Baptism and that both of these ordinances are to be observed regularly within the Church as a public declaration of salvation through Jesus and in commemoration of His death, burial, and resurrection. (Matthew 28:19; Luke 22:14-20; Acts 10:47-48)

Section 1: Baptism

We believe that baptism is not an option for the true believer, but that every believer is commanded in the New Testament to be baptized. Furthermore it will be the practice of the Church to baptize by immersion only as we believe that immersion best identifies the symbolic relationship between repentant sinners and the death, burial and resurrection of Jesus Christ our Lord (Matthew 28:18-20; John 14:15; Acts 2:38).

Section 2: The Lord's Supper

We believe that the Lord's Supper is a privilege afforded to all (I took out the word baptized) believers in commemoration of our Lord's atoning death on the cross until He returns. Although the Bible does not set a prescribed time for observing this supper, the Church will make the Lord's Supper a regular practice in worship services and special occasions that seem fitting. The Senior Pastor and/or others that the Church Leadership shall designate will lead this ordinance.

ARTICLE V – Church Leaders (Servants)

Section 1: General

All Church servants who are elected or called to serve in our Church will be members of our Church or agree to become members of our Church. Special servants serving in short time or temporary roles such as interim pastor, revival preachers, workshop leaders, etc., do not fall into this category. Servants will be elected/called to those positions listed below and all others deemed necessary by our Church. Servants

who are called/elected will reflect a character and lifestyle consistent with the moral values found in the Holy Bible. Thus any type of immoral behavior, lifestyle and or practices, including but not be limited to the practices of fornication, adultery, homosexuality, bi-sexuality, drug/alcoholic abuse (defined as the misuse, over indulgence in or addiction to) will disqualify or be grounds for immediate termination/dismissal from any of the positions or offices of Church servant.

Section 2: Senior Pastor/Shepherd

A. Responsibilities of Senior Pastor

The Senior Pastor is the spiritual leader, chief administrator and chief shepherd and elder of the Church and it is his privilege to lead by example, instruction, and counsel as illustrated in I Timothy 4:11-16 as well as those ministries set forth in the New Testament. The Senior Pastor's duty will be to lead the Church to accomplish the purpose of advancing God's Kingdom and the specific vision of the Church. His Christian walk should reflect the intentions of the scripture contained in I Timothy 3:1-7. While our Senior Pastor's first responsibility is to the Church, it is to be understood that he also has a responsibility to the furtherance of the Kingdom of God around the world. Therefore it will be understood that he has a responsibility to minister outside the Church as the Lord leads him. As the chief administrator of the Church, the Senior Pastor shall have responsibility for the general oversight, coordination, administration, and operation of all programs and personnel of the Church, the body of Christ and to the furtherance of the Kingdom of God around the world. In that we share those responsibilities with him, we endeavor to support and encourage his opportunities to minister as God should lead him. When the Senior Pastor vacates the pulpit, the Church will select a pastor search committee of five to seven people. The committee is responsible to seek a new Senior Pastor under the leadership of the Holy Spirit. They will recommend one prospective Senior Pastor at a time to the Church and their recommendation is to be considered a nomination.

B. Election and or Calling of a Pastor

After the recommendation by the pastor search committee and the nomination by the Elders, a candidate for pastor shall be elected by three-fourths (3/4) of those members present at a Congregational meeting called for the purpose of electing the pastor. This meeting shall have been announced by a written notice found in the Church bulletin not less than fourteen (14) days prior to the meeting, along with verbal announcements during all Sunday morning services within that same period. Should the candidate receive less than the required vote of the members presents, the matter shall be returned to the pastor search committee for further consideration of other candidates.

C. Qualifications of the Pastor

The qualifications for the pastor shall be as follows:

1. **The husband of one wife (1 Tim. 3:2) if married.**
2. Education: Master's degree in field of theology or higher is desired but not required.
3. Previous ministerial experience is desired but not required.
4. Reference letters supporting experience
5. Must meet the criteria of Timothy 1:3

D. Dismissal/Termination of Pastor

A pastor may be terminated for reasons such as heretical teachings (denial, omission, or rejection of any of the major essential Church doctrines), moral failure(s) and/or any illegal conduct (such as but not

limited to theft, use, sale and/or possession of drugs/narcotics, murder, embezzlement, or any other such crimes that are punishable by jail/prison). While an investigation (made up of 2-3 core leaders/elders along with 2-3 Congregational members) must be done in order to validate any and all accusations, if accusations are validated the pastor can be terminated by the Elders without the consent or input of the Congregation. It is to be understood that this type of termination only takes place because the pastor has committed an offense or serious crime that will bring significant shame to himself, his family, the Church and the Kingdom of God.

A pastor may be terminated if the Elders come to the conclusion that the pastor is failing to meet responsibilities outlined by scripture and/or this document and/or the needs of the Church. The pastor will not be prohibited from attending meetings set up by the Elders called to discuss termination of the pastor but he shall have no right to vote either in person or by proxy and his duties shall be performed by the Vice Chairman. While pastor will not have a vote, he does have the right to appeal to the Elders before final vote is taken. In the event that the termination of pastor passes, the decision shall be taken to the Congregation for a vote (this meeting must be announced in the bulletin and Sunday services at least 30 days prior). The pastor can be terminated with a majority vote of the Elders and three-fourths (3/4) majority vote of the Congregation. Any member who wishes to vote must be present. In the event that pastor is terminated it will be the responsibility of the Elders to maintain the primary responsibilities of the pastor until an interim and/or new pastor is found. Upon removal of the pastor, a complete and written report will be available for review in the Church office. The Elders will prepare the report of the removal proceeding.

Section 3: The Elders

A. Elder Board

Elder Board will be made up of mature, committed, tithing members who are male and meet the qualifications as outlined in 1 Timothy 3 and Titus 1. Upon the institution of the Elder Board (7 members) they will take over the major responsibilities of governing the church. The Senior Pastor will serve alongside two other leading/teaching elders as on-going members who serve as full-time paid staff. Elder Board will also be made up of four additional Elders in the governing of the church.

1. Leading/Teaching Elders - While the Senior Pastor is the main leading/teaching Elder and Shepherd called by God to pastor the flock, he will share the responsibility of running the church with two other leading/teaching Elders who meet the qualifications as outlined in 1 Timothy 3 and Titus 1. These two Leading/Teaching Elders will also be employed full-time by KLC and serve alongside the Senior Pastor in all the major decisions of governing the church. They will participate in, but not limited to preaching, teaching, discipling and leading the church. The Leading Elders will not rotate off except in the event of retirement or dismissal/termination due to failure in meeting the requirements of 1 Timothy 3 and Titus 1, and therefore will be seen as Leading Elders as long as they are qualified, able and willing to serve alongside the Senior Pastor.
2. Leading Elders – The remaining four Elders will serve on the board of Elders and help in the governing of the church. They will not have full-time employment at KLC, and will serve for a term (a term will consist of 3 years) with the option of a consecutive term, these four men will serve as part of the Elder Board in helping to govern and run Kingdom Life Church.

B. Authority/Responsibilities - The Elder Board shall manage and conduct solely the financial and corporate business of the Church. The Elder Board shall have the power to determine all business issues regarding Kingdom Life Church, including, but not limited to:

1. Adoption of Articles of Incorporation, By-Laws, and other legal documents
2. Selection, removal, and evaluation of the other Elders

3. Approval of annual budget and any non-budgeted expenses that exceeds limit established by the Elders.
4. Establishment of human resources philosophy and related policies
5. Approval of any purchase, improvement, construction, or sale of land, buildings, or major assets.
6. Borrowing of money, contracts, or any other monetary instruments as well as:
 - a. Veto any decision made by main 3 leading/teaching Elders
 - b. Arbitrate issues that venues, ministries, or leaders may have Leading/Teaching Elders or policies implemented by them.
7. Approve new elders

C. Elder Nomination

Elders will be nominated by the Senior Pastor and the Elders and approved by the Congregation based upon above qualifications of section 3A. Once nominations have been received the current Elders will vote and then extend an invitation to those who have been selected by majority vote and approved by the Congregation. No more than two (2) Elders will be rotated on/off in a given year, except in the case of unexpected dismissal, or resignation of an Elder. The Senior Pastor can and will recommend qualified men and women as lay Leaders and qualified men as Elders. The Senior Pastor reserves the right to override or veto any man nominated as an Elder, or any man or woman recommended/nominated as a leader/lay leader at times when the individual(s) selected do not demonstrate a lifestyle that appears to be in obedience to the scriptures (1 Tim. 3:1-13, Acts 6:3) or if the individual(s) are in opposition to the Senior Pastor and his vision for the Church (Senior Pastor and Elders must be able to work together).

D. Meeting of Elders

1. Regular Meetings: The Elders shall meet, but not limited to at least four times annually to properly oversee and conduct the business of the Church.
2. Special Meetings: The Chairman of the Elders may call a special meeting of the Body when necessary or expedient. In the absence of the Chairman and with his approval) or in the event of the disability or removal of the Chairman, the vice-Chairman of the Elders may call a special meeting of the Elders when necessary or expedient.
3. Congregational Participation in Meetings: One or more members of the Congregation may request to address the Elders in person on a specific issue. All requests for permission to address the Elders must be made at least 30 days prior to the meeting at which the issue of interest is be discussed and must be granted by the Elders if the issue is to be heard. Notice will then be given to the person(s) making the request as to if and when they may address their issue with the Elders.
4. Requirements for action: Any action taken by the Elders may be taken upon approval of a majority of the Elders present at a properly scheduled and noticed meeting. Any action that may be taken by the Elders may be taken by them without a meeting if the written consent of a majority of the Elders is obtained for that action either before or within 7 days following the action.
5. Records of Meetings:
 - a. Written records, resolutions, and minutes of the proceedings of the Elders shall be maintained at all times and shall be kept at the office of the Church.
 - b. It shall be the duty of the Secretary of the Elders to prepare and maintain the written record, resolutions, and minutes of all elder meetings.
 - c. All written records concerning the business of the Church shall be open for inspection by Church members upon request.

6. Reports of Elders
 - a. Annual Report of the Elders: Each year at the Annual Church Conference, a report will be given to the Church of all significant actions of the Elders.
 - b. Other Reports of the Elders: The Elders will make other reports of the actions, business and status of the Church at any other meeting as required by the Constitution and By-Laws of the Church.
 - c. Resignation and Dismissal of an Elder
7. Resignation: The resignation of an Elder from office shall be in writing, subscribed by the individual and submitted to the Senior Pastor and the Elders. If personal illness, infirmity, or other inability to serve prohibits Elder from tendering his own resignation, another may act on the individual's behalf in submitting the resignation from office.
8. Dismissal of an Elder from Office other than the Senior Pastor: If for any reason such as but not limited to immorality, illegal conduct, failure to live up to the qualifications of an Elder as outlined in 1 Tim. 3, etc. the Elders shall deem it necessary or desirable to remove an Elder from office, the Elders shall select and appoint a council of at least two (2) Elders and optional inclusion of no more than three (3) Congregational members, to inquire into, investigate and examine the validity of the reason or cause for removal. The Elder made the subject of such inquiry shall not have the power to vote and shall not cast a vote at any meeting relating to such inquiry or removal from office. After such inquiry the council shall make a written report of its recommended action to the Elders. If it is determined by majority of the council that removal of the investigated Elder from office is warranted, a vote of three-fourths (3/4) of the Elders other than the investigated Elder at a regular or specially called Leadership meeting is required to remove the Elder from office. Before such vote is taken, the Elders shall allow the Elder in question to appear and speak to the Elders in his own defense. Vacancy of Elder: When a vacancy (other than Chairman/Senior Pastor) occurs in the Elders, such vacancy shall be filled according to the procedures for nomination and election of Elders outlined in these By-Laws.

Section 4: Deacon/Deaconess General Makeup

In keeping with the examples and teachings of the New Testament, a deacon will be a servant of the Church and fellow minister with the Pastoral Staff. The Biblical standards for deacons are stated in 1 Timothy 3:8-13. The Church will elect as many deacons as it deems necessary. An orderly procedure will be adopted for the election of deacons. The primary responsibility of a deacon/deaconess is to assist in serving the needs of the Church. A deacon is privileged to be a leader in our Church. He leads most especially by example as he exhibits the finest standards of Christian conduct.

- A. Nomination/Appointment and Election of Deacon/Deaconess
 1. Nomination: Deacons/Deaconesses shall be nominated by the Congregation.
 2. Approval: Final approval of the nominated individual(s) will be provided by the Senior Pastor and The Elders.
 3. Upon approval, such Deacons/Deaconesses shall be placed on a trial and training period for 18 to 24 months. The Leader assigned to that Ministry shall oversee and administer this program.
- B. Resignation and Removal
 1. Resignation of Deacon/Deaconess: The resignation of a Deacon/Deaconess shall be in writing, self-subscribed and submitted to the Senior Pastor.
 2. Removal of Deacon/Deaconess: If, for any reason, whether for unfaithfulness, immorality, illegal conduct or other cause, it is deemed necessary to remove a Deacon/Deaconess, the Senior Pastor shall discuss the matter with the Elders and obtain their advice and approval before removal.

Section 5: Pastoral Staff

The Pastoral Staff is comprised of believers called to help our Senior Pastor lead the Church. These believers will live consistent with God's standard for Christian Leaders given in I Timothy 3:1-7. The titles for these "Equipping Ministers" will be, "Pastor" or "Minister", i.e., "Youth Minister," "Pastor of Missions," etc. People for the Pastoral Staff are recommended by the Senior Pastor/Pastoral Staff then confirmed by the Elders/Core Leadership Team. Pastoral Staff members are under the supervision of the Senior Pastor/Pastoral Staff who will be aided by the Elders/Core Leadership Team in determining salary and benefits for the staff members. As the Church's needs change or circumstances make it necessary, the Senior Pastor is empowered to discharge Pastoral Staff members.

Section 6: Support Staff

The Support Staff is comprised of employees who work as secretaries, janitors, technical assistants, or in other non-ministerial positions. Titles for these staff members will reflect their duties. People for the Support Staff are hired, supervised, and discharged by the Senior Pastor/Pastoral Staff who will be aided by the Elders in determining salary and benefits for the staff members.

Section 7. Church Administrator

The Church Administrator (also known as church clerk in most SBC) will keep a record of all actions of the Church. They will maintain a file of all official communications and reports necessary for the efficient function of The Church. The Church administrator is recommended by the Senior Pastor and Elder and confirmed by majority Church vote.

Duties:

1. Keep a register of members. This register will include dates of admission, dismissal and/or death.
2. Issue letters of dismissal.
3. Be responsible for the administration and overseeing of the necessary responsibilities for Sunday services, Church events and programs especially in absence of Senior Pastor.

Section 8. Treasurer

The Church treasurer is recommended by the Senior Pastor and The Elders and confirmed by majority Church vote.

Duties:

1. Disburse budgeted funds.
2. Disburse non-budgeted funds as directed.
3. Maintain proper records of all funds received and expended in accordance with standard accounting practices.
4. Provide a monthly and annual report to the Finance Committee of all funds received and expended.
5. Serve as non-voting member of the Finance Committee.

TOOK TRUSTEES OUT: WE WILL NOT HAVE THEM

ARTICLE VI – Standing Committees

Section 1: Finance Committee

The Finance committee will consist of three - five non-staff voting members. They will be recommended and approved by Senior Pastor and Elder and confirmed by majority vote of the Church. Regular meetings will take place monthly, at a date and time convenient to the committee and additional meetings as required.

Duties:

1. Prepare the annual budget for Church approval.
2. Serve as general overseer after adoption of the budget by the Church.
3. Provide for the counting and deposit of all moneys received.
4. Provide for a monthly review and an annual audit of the Church financial records.
5. Other financial planning and decisions as required.

ARTICLE VII – General Items

Section 1: Church Services

Our Church will meet regularly, as directed by the Spirit of God, for worship, fellowship, and service. These meetings are open to all people and will be conducted under the direction of our Senior Pastor or whomever else he should direct.

Section 2. Special Services

Special services which are necessary or desirable in the promotion of the objectives of our Church will be placed on the Church calendar.

ARTICLE VIII – Amendments of Constitution and ByLaws

No vote to amend the Constitution and Bylaws shall be taken less than 14 days after written copies of the Constitution and Bylaws have been published and made available to the Church members for review. Notice of such publication and availability, along with the date and time for the vote on amending the Constitution and Bylaws shall be made by verbal announcement during regularly scheduled services and printed announcements in the Church bulletin. Amendments to the Constitution and Bylaws may be proposed by any Church member by submitting their proposal in writing at the Church office to the attention of the Elders. All proposed amendments will be reviewed by the Elders, or a committee appointed by the Elders, to deliberate and recommend at the next regularly scheduled business meeting or as soon as practical, whether the proposed amendment should be adopted or not adopted. If the recommendation is to adopt the proposed amendment, then it will be presented before a regularly scheduled Church meeting and will be adopted with a three-fourths majority vote.

ARTICLE IX - Indemnification

Section 1. Nonderivative Actions

Subject to all of the other provisions of this article, the corporation shall indemnify any 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 or its members. 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 members 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 of 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 or its members. 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 defense of any claim, issue, or matter in 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 any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

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:

1. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
2. 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.
3. By independent legal counsel in a written opinion.
4. By the members.

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 the 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 sections 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. Nonexclusively 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 indemnification or advancement of expenses.

Section 9. Indemnification of Employees and Agents of the Corporation.

The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee 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 the heirs, executors, and administrators 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.

Adopted on _____, 2010

Secretary