

**Amended and Restated  
Bylaws  
of  
Pioneer Resources, Inc.**  
a Michigan Non-Profit Corporation

These Amended and Restated Bylaws of Pioneer Resources, Inc., a Michigan non-profit corporation, are effective January 9, 2023 and completely amend and restate the prior Bylaws.

**Article I  
Offices**

1.01 **Principal Office.** The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

1.02 **Other Offices.** The board of directors may establish other offices in or outside the state of Michigan.

**Article II  
Members**

The corporation may create memberships by which individuals and companies may join. All rights and privileges of members, including the amount of annual membership dues, shall be determined by the board of directors in its sole discretion. Provided, the corporation shall be governed exclusively by the board of directors and no membership shall include any voting rights whatsoever.

**Article III  
Board**

3.01 **Appointment of Directors.** A minimum of three directors will be appointed by organizations concerned with the corporation's mission and such organizations will be selected at the board's discretion. These directors serve at the pleasure of the appointing organization and are not subject to the term limits provided in Section 3.05. The remainder of the directors will be appointed by the board.

3.02 **General Powers.** The business, property, and affairs of the corporation shall be managed by the board of directors.

3.03 **Specific Duties.** The board shall do the following specific duties:

a. Establish and implement policies for the administration and operation of the corporation.

- b. Receive and act on reports from committees, officers and the Executive Director.
- c. Review and evaluate the corporation's programs on an annual basis.
- d. Evaluate the performance of the Executive Director at least annually. This duty includes dismissal when necessary.
- e. Oversee the proper use and safekeeping of all resources.
- f. Approve, support, and set policies governing any solicitation of funds in the name of the corporation.

3.04 **Number.** There shall be not less than nine nor more than fifteen directors on the board as shall be fixed from time to time by the board of directors. The Executive Director shall be an ex-officio member of the board but shall not vote and shall not be counted as one of the fifteen directors.

3.05 **Term.** With the exception of the directors appointed by the organizations concerned with the corporation's mission, each director shall be elected for a three-year term, with approximately one-third of the directors to be elected each year at the annual meeting. Each director will be limited to serving three consecutive three year terms commencing with the 2009 appointments. Notwithstanding the foregoing, a director who completes the remainder of another director's term may still serve two three-year consecutive terms immediately following the conclusion of the partial term.

3.06 **Resignation.** Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

3.07 **Removal.** Any director may be removed with cause by the remaining directors on the board.

3.08 **Board Vacancies.** A vacancy on the board may be filled with a person selected pursuant to Section 3.01.

3.08(a) **Leave of Absence.** Directors may take a Leave of Absence of no more than 6 months by submitting written notice to the board. Directors may not vote while on a leave of absence. Directors also appointed as officers on the board shall resign from their officer position if the leave of absence is longer than 30 days.

3.09 **Annual Meeting.** An annual meeting shall be held each year in the month of February. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient. The annual meeting will be held at the time and place as determined by the board.

3.10 **Regular Meetings.** Regular meetings of the board of directors may be held at the time and place as determined by resolution of the board of directors without notice other than the resolution.

3.11 **Special Meetings.** Special meetings of the board may be called by the president or any three directors at a time and place as determined by those persons authorized to call special meetings. Special meetings of the board of directors shall be held pursuant to notice of the time, place, and purpose thereof either delivered personally or sent by telephone, mail, or electronic means (including, but not limited to, email or other electronic means) to each director not less than three (3) days prior to the meeting.

3.12 **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

3.13 **Waiver of Notice.** The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.14 **Meeting by Telephone or Similar Equipment.** Directors may participate in and act at any meeting of the board of directors by means of telephone, internet, or other communications equipment if all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.

3.15 **Quorum.** A majority of the directors, excluding directors on a leave of absence, then in office constitutes a quorum for the transaction of any business at any meeting of the board of directors. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board of directors. Any director not present in person at a board of directors meeting may vote by electronic means.

3.16 **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, except those on a leave of absence, consent to the action in writing or by electronic communication. Written consents shall be filed with the minutes of the board's proceeding.

## **Article IV Committees**

4.01 **General Powers.** The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a 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 member. All committees designated by the board shall serve at the pleasure of the board.

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

- (a) Amend the articles of incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Amend the bylaws of the corporation;
- (d) Fill vacancies on the board; or
- (e) Fix compensation of the directors for serving on the board or on a committee.

4.02 **Meetings.** Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 **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 or by electronic communication. Written consents shall be filed with the minutes of the committee's proceedings.

## **Article V Officers**

5.01 **Number.** The officers of the corporation shall be appointed by the board. The officers shall be a president, a chief executive officer, a vice president, a secretary, and a treasurer. There may also be such other officers as the board 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 to be executed, acknowledged, or verified by two or more officers.

5.02 **Term of Office.** Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 **Removal.** An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 **Vacancies.** A vacancy in any office for any reason may be filled by the board.

5.05 **President.** The president will preside at all meetings of the board. The president will endeavor to ensure that the resolutions of the board are satisfied, will provide leadership in

the governance of the corporation, and will perform such other duties as may be directed from time to time by the board. The president will sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board 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 to delegate any specific power to any other officer of the corporation.

5.06 **Chief Executive Officer.** See Article VI.

5.07 **Vice President.** The vice president shall have the power to perform duties that may be assigned by the president or the board. 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 directs otherwise. The vice president shall perform all duties incident to the office.

5.07 **Secretary.** The secretary, or an individual appointed by the secretary and approved by the board, shall (a) keep minutes of board 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 the names and addresses of each officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

5.08 **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; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

## **Article VI Chief Executive Officer**

6.01 **Chief Executive Officer.** There shall be a Chief Executive Officer employed by the corporation and responsible to the board, who will carry out the purposes, policies, and the programs of the corporation as determined by the board. There shall no longer be an Executive Director position. Sections 6.02 and 6.03 shall be replaced in their entirety with the following.

6.02 **Responsibility.** The Chief Executive Officer shall be responsible for the administration of the corporation and its activities according to established policies; shall make recommendations to the board with regard to policy changes; shall submit to the board for approval any plans that require funding not previously budgeted; and shall report and perform such other duties incident to the position as required by the board.

6.03 **Authority.** The day to day operations of the corporation shall be under the direction of the Chief Executive Officer. The Chief Executive Officer shall have the power to

employ, dismiss, and direct activities of the employees of the corporation; the Chief Executive Officer shall work in close association with the president.

## **Article VII Corporate Document Procedure**

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

## **Article VIII Compensation**

When authorized by the board, a person may be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by law or by these bylaws.

## **Article IX Fiscal Year**

The fiscal year of the corporation shall end on September 30th of each year.

## **Article X Prohibition Against Sharing In Corporate Earnings**

No director, officer, or employee of or member of a committee or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or from the corporation in effecting any of its purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the board of directors may determine or as may be determined by a court of competent jurisdiction upon application of the board of directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **Article XI Exempt Activities**

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **Article XII Liability and Indemnification of Officers and Directors**

A volunteer director of the corporation shall not be personally liable to the corporation or its members or directors for monetary damages for a breach of fiduciary duty as a volunteer director, except liability for any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
2. Intentional infliction of harm on the corporation, its shareholder, or members;
3. A violation of section 551;
4. An intentional criminal act; and,
5. A liability imposed under section 497(a).

If, after the adoption of this Article by the directors of the corporation, the Michigan Non-Profit Corporation Act is amended to further eliminate or limit the liability of a volunteer director, then a volunteer director of the corporation (in addition to the circumstances in which a volunteer director is not personally liable as set forth in the preceding paragraph) shall not be liable to the corporation or its directors to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended.

Any repeal or modification of this Article by the members or directors of the corporation shall not adversely affect any right or protection of a volunteer director of the corporation existing at the time of such repeal or modification.

The corporation assumes all liability to any person other than the corporation, its members or directors for all acts or omissions of a volunteer director.

## **Article XIII Conflicts**

Any trustee, director, officer, or key employee who has an interest in a contract or other transaction presented to the board of directors or a committee thereof for authorization, approval, or ratification shall do so in compliance with the Conflicts of Interest Policy adopted by the corporation.

## **Article XIV Dissolution**

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

Upon Automatic Dissolution of the corporation by the State, as a result of not filing the annual report or paying the annual fee within two years of the due date of the report, a “charitable purpose corporation” must provide notice of the dissolution to the Attorney General within 60 days of an automatic dissolution under Section 922 of Public Act 222 of 2008, and the dissolved charitable purpose corporation is required to obtain written approval from the Attorney General before disposing of any of its assets.

## **Article XV Discrimination Statement**

The corporation shall maintain a policy by which no person shall be discriminated against because of disability, religion, race, color, national origin, age, sex, height, weight, or marital status.

## **Article XVI Amendments**

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.