

BYLAWS

OF

**LANSING CHRISTIAN SCHOOL
PILGRIM FOUNDATION**

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**BYLAWS
OF
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PILGRIM FOUNDATION**

(As last revised on 10/19/09)

**ARTICLE I
SCOPE, PURPOSES AND OBJECTIVES**

Section 1. SCOPE.

Lansing Christian School Pilgrim Foundation ("Foundation") is a Michigan nonprofit, nonstock corporation with a perpetual charter. These Bylaws supplement the Articles of Incorporation and are subject to laws that apply now or later.

Section 2. PURPOSES.

The purposes of the Foundation are stated in the Articles of Incorporation.

Section 3. MEMBERSHIP BASIS.

The Foundation is organized on a membership basis.

**ARTICLE II
MEMBERS**

Section 1. MEMBERS.

The initial sole Member of the Foundation shall be Lansing Christian School Association, a Michigan nonprofit corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. LIABILITY OF MEMBER.

The member of the Foundation shall not be personally liable for any of the Foundation's debts, liabilities, or obligations, unless the member has agreed in writing to be liable for such debt, liability or obligation.

Section 3. TRANSFER OF MEMBERSHIP.

Membership in the Foundation is not transferable, nor assignable; provided, however, that any member may transfer its membership interest to any affiliate of the member. Affiliate is defined to mean any person that directly or indirectly through one or more

intermediaries, controls, is controlled by or is under common control with such person, and the term control shall mean the possession, directly or indirectly, of the power to elect a majority of the Board of Directors, directors, managers or similar managing persons. Persons shall be defined to mean any individual or any entity. Any change in control of the ownership of a member of the Foundation, if the transfer of control is not to an affiliate of the member, then that will be treated as an attempted transfer of the membership in the Foundation, and the Board of Directors of the Foundation will have the option to terminate the said membership in the Foundation. Notwithstanding the foregoing, in the event the member merges with an entity which is not an affiliate of the member, then the member must obtain the consent and approval of the Board of Directors of the Foundation to have the membership interest issued in the name of the surviving entity to the merger if the surviving entity is not the member.

Section 4. RIGHTS AND POWERS.

The Member shall have such rights and powers as provided by law, the Articles of Incorporation and these Bylaws, including, but not limited to, the exclusive power to:

- a. Approve all amendments to the articles of incorporation of the Foundation.
- b. Dissolve, merge, sell substantially all of the assets, and lease substantially all of the assets.
- c. Approve the addition of any new voting or nonvoting member to the Foundation.

Section 5. ANNUAL MEETING.

The annual meeting of the member shall be held at such time and place set by the Board of Directors, for the purposes of hearing reports of officers, electing Directors of the Foundation, approving an annual budget, and transacting other pertinent business.

Section 6. SPECIAL MEETINGS.

Special meetings of the Member may be called upon the written request of the President, the Board of Directors or by the member.

Section 7. NOTICE OF MEETINGS.

Except as otherwise provided by Michigan law, written notice of the time, place and purposes of the meeting of the member shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, or by electronic transmission in a manner authorized by the member receiving notice via electronic transmission, to the Member, and mailed at postage rates complying with the regulations of the United States Postal Service addressed to a member entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the meeting.

Section 8. WAIVER OF NOTICE.

A member may waive notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. ACTION WITHOUT MEETING.

Any action required or permitted by law to be taken at any member meeting may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, is signed by the minimum number of members that would be necessary to authorize or take action at a meeting at which all members were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

An electronic transmission consenting to an action transmitted by a shareholder or member, or by a person authorized to act for the shareholder or member, is written, signed, and dated for the purposes of this section if the electronic transmission is delivered with information from which the corporation can determine that the electronic transmission was transmitted by the shareholder or member, or by a person authorized to act for the shareholder or member, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this section.

Section 10. QUORUM.

Except as hereinafter provided and as otherwise provided by law, at any meeting of the members, a quorum shall be a majority of Members. Action in all matters except as otherwise specified within these Bylaws shall be decided by majority vote of the Members present and voting at a meeting at which there is a quorum. The members present in person or by proxy at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less interest than a quorum may adjourn any meeting.

Section 11. VOTING.

Each Member is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the Articles of Incorporation or these Bylaws. A vote may be cast either orally or in writing. When an action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by the Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or by law.

Section 12. MEETINGS BY CONFERENCE TELEPHONE.

A member may participate in a meeting of members by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 13. PROXY.

Except as otherwise provided in Articles of Incorporation or in these Bylaws, a member entitled to vote at a meeting of members or a member desiring to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or an authorized agent or representative. A proxy is not valid after the expiration of three (3) years from its date, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by Michigan law.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. MANAGEMENT OF BUSINESS AND AFFAIRS.

The business and affairs of the Foundation shall be managed by the Board, which may exercise all the powers of the Foundation except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.

Section 2. NUMBER AND TERM OF DIRECTORS.

The Board of Directors shall consist of not less than six (6), and not more than thirty (30) directors. The Superintendent of the Member and the President (or Designee) of the Board of Directors of the Member, shall each be an ex officio Director by reason of his or her service in such position. Each such Director shall serve as a Director beginning on the date he or she commences service in a Designated Position, and continuing until the earlier of: (i) the date on which he or she no longer holds a Designated Position, or (ii) his or her death, resignation or removal.

At the first annual meeting of the member, up to four (4) Directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting of the member; up to four (4) Directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting of the member; and up to five (5) Directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting of the member. Thereafter, at each annual meeting of the member, Directors shall be elected for a term of three years to succeed those whose terms expire at that meeting. No elected Director shall be eligible for reelection for a period of two years after serving two consecutive three year terms as a Director.

Section 3. VACANCIES.

A vacancy on the Board shall be filled by the Member. The person appointed to fill a vacancy shall hold office until the first to occur of: (1) the expiration of the unexpired term of the person's predecessor and the appointment of a successor, and (2) death, resignation or removal. If the Director so replaced was also an officer of the Foundation, the vacant office shall be filled in accordance with these Bylaws.

Section 4. ANNUAL MEETING.

The annual meeting of the Board shall be held in May or June of each year, which may be one of the quarterly regular Board meetings. At the annual meeting, the Board shall elect officers and transact other pertinent business.

Section 5. REGULAR MEETINGS.

Regular meetings of the Board shall be held on a quarterly basis, at such times and dates as are determined from time to time by the Board.

Section 6. SPECIAL MEETINGS.

Special meetings of the Board may be called at any time by the President on five days' notice to each Director by mail, or twenty-four hours' notice given either in person or by telephone, telefax or acceptable electronic media or telegram. Special meetings shall be called by the President in like manner and on like notice upon the written request of two Directors, to be held not more than fourteen days after receipt of such request. Notice of a special meeting shall specify the purposes of the meeting, as well as the time and place of the meeting.

Section 7. PLACE OF MEETINGS.

All meetings of the Board shall be held at such place as shall be determined by the Board or the President.

Section 8. NOTICE OF BOARD MEETINGS.

Except as otherwise provided by law, notice of the date, time, place of all meetings shall be given to Directors either in person or by mail, telefax, acceptable electronic media or by telegram, addressed to each Director at his or her address as it appears on the records of the Foundation, with postage thereon prepaid for notice by mail. Notice may be given in one way to one Director and in another way to other Directors. Any notice by mail shall be deemed to be given at the time the notice is deposited in an official depository under the exclusive care and custody of the United States Postal Service.

Section 9. WAIVER OF NOTICE.

Attendance of a Director at a meeting constitutes 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 was not lawfully called or convened. Notice also may be waived in writing by any Director by filing a waiver with the Chairperson either before or after the meeting. The waiver of notice need not specify the purpose or place of the meeting.

Section 10. QUORUM AND VALID BOARD ACTION.

At all meetings of the Board, a majority of the Directors constitutes a quorum. The resolution or action of a majority of the Directors shall be the valid action or resolution of the Directors unless the vote of a larger number is required by law, the Articles of Incorporation, or these Bylaws. If a quorum is initially not present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum is present. At such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally noticed. Notwithstanding the foregoing, the affirmative vote of two-thirds (2/3) of the Directors shall be required regarding the following:

- a. the merger of the Foundation;
- b. a transaction involving an actual or potential conflict of interest between a Member and the Foundation, provided that a transaction by which a Member utilizes a service provided or arranged by the Foundation shall not be deemed to involve any potential conflict of interest;
- c. an amendment to the Articles of Incorporation or these Bylaws;
- d. the sale, exchange, lease or other transfer of all or substantially all of the assets of the Foundation other than in the ordinary course of business;
- e. the removal of a Director pursuant to Section 14 of this Article; or
- f. the termination of a Member's membership in the Foundation pursuant to these Bylaws.

Section 11. WRITTEN CONSENTS.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, without prior notice and without a vote, if all members of the Board consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the Board. Such consents shall have the same effect as a vote of the Board for all purposes.

Section 12. RESIGNATION.

An Elected Director may resign by written notice to the President. The resignation is effective upon its receipt by the President or at a subsequent time as specified in the notice of resignation.

Section 13. ELECTRONIC CONFERENCE.

Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 14. REMOVAL OF DIRECTOR BY MEMBER.

A Member may remove a Director that it appointed at any time with or without cause. Removal as a Director also shall constitute removal as an officer and as a member of all committees of the Board.

Section 15. REMOVAL OF DIRECTOR BY BOARD.

By a two-thirds (2/3) vote, the Board may remove a Director at any time with or without cause. The Director in question shall be counted in calculating the vote. Removal as a Director also shall constitute removal as an officer and as a member of all committees of the Board.

Section 16. ACCESS TO INFORMATION.

Notwithstanding any statutory or common law right to the contrary, a Director's access to information about the Foundation and its affairs may be limited by a policy that is adopted by the Members or Directors prior to the request for such information and that is equally applicable to all Directors.

Section 17. COMPENSATION OF DIRECTORS.

No salary or fixed sum shall be paid to any Director for his or her services in that capacity. The Board may, however, adopt a written policy pursuant to which the Foundation reimburses each Director for actual, reasonable, and necessary expenses incurred by the Director in his or her capacity as a Director. This Section 17 does not preclude a Director from serving the Foundation in another capacity and receiving compensation in that other capacity.

ARTICLE IV COMMITTEES

Section 1. COMMITTEES.

The standing committee of the Foundation is the Executive Committee. The Board may establish such additional standing and special committees from time to time as it shall deem appropriate (including audit, conflict and strategic planning committees) to conduct the activities of the Foundation, and shall define the duties and responsibilities of such committees. The members and chairpersons of all committees shall be recommended by the President after consultation with the Executive Committee. A committee member may be removed with or without cause at any time by a vote of a majority of the members of the Board then in office.

Section 2. POWERS AND DUTIES OF COMMITTEES.

Each committee shall have and may exercise such powers as are prescribed in these Bylaws or as prescribed from time to time by resolution of the Board. No committee is authorized to exercise any of the powers or authority of the Board in the management of the business and affairs of the Foundation except the Executive Committee, when necessary or advisable between meetings of the Board.

Section 3. COMMITTEE PROCEDURES AND REPORTING.

The quorum for the transaction of business by any committee shall be a majority of its members. The resolution or action of the majority of the members of any committee present at a meeting at which a quorum is present shall be the valid action or resolution of the committee. Any action required or permitted to be taken by vote at any meeting of a committee may be taken without a meeting if, before or after the action, all members of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the committee. Each committee shall keep regular minutes of its meetings and shall report to the Board at the next meeting of the Board immediately following the committee meeting or as otherwise prescribed by the Board.

Section 4. EXECUTIVE COMMITTEE.

There shall be an Executive Committee consisting of at least:

1. the Officers of the Board;
2. The Superintendent of the Member;
3. The Director of Development of the Member or the Foundation (nonvoting); and
4. The Operations Manager or Director of Business and Finance (nonvoting) of the Member.
5. President of the Member (or his/her Designee).
6. The Past President of the Board.

7. A Board member chosen by the Board at its annual meeting.

The President of the Foundation shall also serve as the Chairperson of the Executive Committee. The Executive Committee, when necessary and advisable between meetings of the Board, may exercise all powers and authority of the Board in management of the Foundation (within the limits prescribed by law). Any action of the Executive Committee shall be reported to the Board at the next meeting of the Board and any such action shall be subject to revision and alteration by the Board at such meeting. The Executive Committee shall also serve as the nominating committee to provide nominations of officers to the Board for its annual meeting.

ARTICLE V OFFICERS

Section 1. OFFICERS.

The officers of the Foundation shall be elected by the Board. The officers shall include a President, President Elect, a Secretary, and Treasurer. The officers shall be chosen from among the Directors. All officers shall serve one-year terms until the next annual meeting or at the pleasure of the Board.

Section 2. TERM. Each officer shall serve until the next annual meeting of the Board, until a successor is elected or qualified, or until death, resignation, or removal. The Board may fill a vacancy in an election or appoint an officer, and with or without cause, may dismiss an elected or appointed officer or agent.

Section 3. OTHER OFFICERS; ADMINISTRATIVE OFFICERS.

The Board may, from time to time, appoint such other officers and agents as it shall deem necessary. Said individuals shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The President may, from time to time, appoint one or more Administrative Vice-Presidents and such other administrative officers of the Foundation as shall be necessary, each of whom shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the President.

Section 4. COMPENSATION.

No salary or fixed sum shall be paid to any Officer for his or her services in that capacity. The Board may, however, adopt a written policy pursuant to which the Foundation reimburses each Officer for actual, reasonable, and necessary expenses incurred by the Director in his or her capacity as a Director. This Section does not preclude a Director from serving the Foundation in another capacity and receiving compensation in that other capacity.

Section 5. REMOVAL; VACANCIES.

Any or all of the officers may be removed at any time, with or without cause, by the Board. Any vacancy occurring in any office of the Foundation by death, resignation, removal or otherwise shall be filled by the Board. An officer may resign by written notice to the Chairperson of the Board. A resignation is effective upon its receipt by the Chairperson or at a subsequent date specified in the notice of resignation.

Section 6. PRESIDENT.

A President shall be selected by the Board to be the chief executive officer of the Foundation. As chief executive officer of the Foundation, the President shall, subject to the direction of the Board, provide general leadership in the management of the Foundation. The President shall preside at all meetings of the Board and at all meetings of the Members and shall provide leadership in the governance of the Foundation. He or she shall recommend to the Executive Committee appointment and employment of such staff as shall be required to conduct the business and affairs of the Foundation. He or she shall make recommendations to the Board from time to time regarding any phase of policy or administration, all to the end that the Board shall establish all major policies and be kept generally informed on matters relating to the operation and administration of the Foundation. He or she shall have power, on behalf of the Board, to perform all acts, execute and deliver all documents, and take all steps that he or she may deem necessary or desirable in order to effectuate the actions and policies of the Board.

Section 7. PRESIDENT ELECT.

In the absence of the President or in event of his/her inability or refusal to act, the President Elect will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any President Elect will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. SECRETARY.

The Secretary shall attend all meetings of the Board and record or cause the proceedings to be recorded. He or she shall perform like duties for committees of the Board when requested by the Board. He or she shall give, or cause to be given, notice of all annual, regular and special meetings of the Board and the Members, and shall perform such other duties as may be prescribed from time to time by the Board. He or she shall sign or attest all instruments on behalf of the Foundation as he or she shall be required by law or authorized and directed by the Board.

Section 9. TREASURER.

The Treasurer shall perform such duties as the Board may from time to time prescribe.

Section 10. ACTING OFFICERS.

The Board may appoint any person to perform the duties of an officer (including, but not limited to one or more assistant secretaries and assistant treasurers) whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**ARTICLE VI
INDEMNIFICATION**

Section 1. INDEMNIFICATION.

The Foundation shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Foundation or otherwise, by reasons of the fact that such person is or was a Member, Director, officer, employee, or agent of the Foundation or such person served on any formally constituted advisory body or voluntary committee of the Foundation or the Board, or any such person served at the request of the Foundation as a trustee, shareholder, Member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, limited liability company, or any other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding 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 Foundation or its Members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2. LIABILITY INSURANCE.

Notwithstanding the foregoing, the indemnification provided to any person described in Section 1 above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the Foundation, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable law, the Foundation may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her or incurred by him or her

in any capacity or arising out of his or her status as such, whether or not the Foundation would otherwise have the power to indemnify under the circumstances.

ARTICLE VII GENERAL PROVISIONS

Section 1. FISCAL YEAR.

The fiscal year of the Foundation shall be the fiscal year of the Member or such other date as shall be fixed from time to time by resolution of the Board.

Section 2. BOOKS AND RECORDS.

The Foundation shall keep at its registered office books and records of account and minutes of the proceedings of its Board and its committees. The Foundation shall also keep at its registered office records containing the names and addresses of all Members and Directors. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. INTERNAL AFFAIRS.

These Bylaws shall govern the internal affairs of the Foundation to the extent they are consistent with law and the Articles of Incorporation.

Section 4. DISTRIBUTIONS.

Subject to limitations on the amount or purpose of distributions by the Foundation that are imposed by applicable law (including limitations upon the expenditure of endowed funds imposed by the Michigan Uniform Management of Institutional Funds Act, MCL ' 450.1201 *et. seq.*), the Board of Directors shall cause the Foundation to distribute such funds to the sole Member of the Foundation, Lansing Christian School Association, as the Board of Trustees of the sole Member shall direct in writing.

ARTICLE VIII AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended only by the affirmative vote of the Member.