**AMENDED AND RESTATED**

 **BYLAWS**

 **OF**

 **THE GRAND RAPIDS CHILDREN'S MUSEUM**

 **(a Michigan nonprofit corporation)**

 **Effective August 18, 2010**

 **AMENDED AND RESTATED BYLAWS**

 **OF**

 **THE GRAND RAPIDS CHILDREN'S MUSEUM**

**(As adopted August 18, 2010)**

**(Amended May 21, 2014)**

DEFINITIONS AND CONSTRUCTION

For the purposes of these Amended and Restated Bylaws (hereinafter "Bylaws"), the following shall apply:

1. The term "Corporation" means The Grand Rapids Children's Museum.

2. The term "Board" refers to the Board of Directors of the Corporation.

3. The term "Director" means a member of the Board of Directors.

 **ARTICLE I**

 **NAME AND PRINCIPAL OFFICE**

Section 1. Name. The name of this corporation shall be The Grand Rapids Children's Museum.

Section 2. Principal Office. The principal office of the Corporation shall be located at 11 Sheldon, N.E., Grand Rapids, Michigan 49503, or such other place as may be designated as the principal office by the Board of Directors.

 **ARTICLE II**

 **PURPOSES**

The purposes of the Corporation shall be those set forth in the Corporation's Articles of Incorporation, as such may be amended from time to time.

 **ARTICLE III**

 **MEMBERS**

Section 1. Voting Members. The voting members of the Corporation shall consist of all individuals who (1) have been approved as voting members by unanimous action of the Board of Directors, or (2) are currently (through election or, in the case of a vacancy on the Board, having been appointed) members of the Board of Directors of the Corporation, or (3) have, within the immediately preceding calendar year, contributed a minimum of $500.00 to the Corporation, or (4) have, within the immediately preceding calendar year, provided at least 100 hours of volunteer time to the Corporation. Except for those who are voting members by virtue of their status as Directors of the Corporation, the term of voting membership shall be one calendar year, beginning on January 1 and concluding on December 31 of that same year, subject to annual renewal in accordance with the standards set forth above. The terms of those who are voting members by virtue of their status as Directors of the Corporation shall be coincident with their term of office as a Director. Voting membership shall be open only to individuals. Other classes of nonvoting members, and the qualifications and privileges pertaining to such membership, may be established from time to time by the Board of Directors. Unless otherwise indicated, all references to "members" in the Bylaws shall refer exclusively to voting members.

Section 2. Removal and Resignation of Members. A member may be removed, with or without cause, by an affirmative vote of sixty percent (60%) of all members. A member may resign at any time by giving written notice of resignation to the Secretary of the Corporation.

Section 3. Regular and Annual Meetings. Regular meetings of the members may be held at such time and at such place as determined from time to time by the members. The Corporation shall hold an annual meeting of members once each year for the purpose of electing Directors and to transact such other matters as may properly come before the members. The annual meeting of the members of the Corporation shall be held in April of each year on a date and at a time determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the members may be called by the President, by the Executive Committee, by a majority of the Board of Directors then in office, or by any combination of one-fourth (1/4) or more of the members. The purpose of the special meeting shall be stated in the notice and may only include purposes which are lawful and proper for members to consider.

Section 5. Place of Meeting. The members may designate any place, either within or without the State of Michigan, as the place of meeting for any meeting of members. If no designation is made, then the place of meeting shall be at the Corporation's museum facility at 11 Sheldon, N.E., Grand Rapids, Michigan.

Section 6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by mail, or by electronic transmission not less than seven (7) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary/Treasurer or the persons calling the meeting to each member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. If the notice invites participation on and voting at a meeting by remote communications, the notice shall include a description of the means of remote communication by which the member may participate.

Section 7. Waiver of Notice. A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Action Without Meeting. Any action of the members 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 a majority of the members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

 Section 9. Electronic Transmission of Consents. Electronic transmission of consents pursuant to Section 8 above is permitted. Electronic transmission consenting to an action transmitted by a member, or by a person authorized to act for the member, is written, signed and dated for purposes of these Bylaws if the electronic transmission is delivered with information from which the Corporation can determine that the electronic transmission was transmitted by the member, or by the person authorized to act for the 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 these Bylaws. A consent given by electronic transmission is not delivered until reproduced in paper form and the paper form delivered to the Corporation by delivery to its registered office, its principal office in the State of Michigan, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery to the Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Delivery to the Corporation's principal office in this State or to an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded shall be made by hand, by certified or registered mail, return receipt requested, or by any other manner provided by resolution of the Board of Directors.

Section 10. Member Quorum and Voting. Ten (10) members shall constitute a quorum of any regular or special meeting of members. If a quorum is present, unless otherwise provided by law, the affirmative vote of a majority of the members present at the meeting entitled to vote on the subject matter shall be the act of the members. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment of such meeting. If a quorum is not present when a meeting starts, then a majority of the members present at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 11. Votes. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

Section 12. Proxies. Members shall be permitted to vote or assign their votes by means of 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 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 law. Without limiting the manner in which a member may authorize a person or persons to act for him or her as proxy, a member may grant authority to another person to act as proxy (1) by delivering a writing to the person authorizing that person to act for the member as proxy, executed by the member, by signing the writing or causing his or her signature to be affixed to the writing by any reasonable means, including, but not limited to, facsimile signature; or (2) by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will hold the proxy. Any telegram, cablegram, or other means of electronic transmission must set forth or be submitted with information from which it can be determined that the telegram, cablegram, or other electronic transmission was authorized by the member. If a telegram, cablegram, or other electronic transmission is determined to be valid, the inspectors or, if there are no inspectors, the persons making the determination shall specify the information upon which they relied. A copy, facsimile, telecommunication, or other reliable reproduction of the writing or transmission may be substituted or used in lieu of the original writing or transmission for any purpose for which the original writing or transmission could be used, if the copy, facsimile, telecommunication, or other reproduction is a complete reproduction of the entire original writing or transmission.

Section 13. Participation by Remote Communication. Members may participate in a members meeting by using a conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other if all participants are advised of the means of remote communication and use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. The Board of Directors may hold a meeting of members conducted solely by means of remote communication. Subject to any guidelines and procedures adopted by the Board of Directors, members not physically present at a meeting of members may participate in the meeting by means of remote communication and are considered present in person and may vote at the meeting if all of the following are met: (1) reasonable measures are implemented to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a member; (2) reasonable measures are implemented to provide each member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; (3) if any member votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Corporation; and (4) a member may be present and vote at an adjourned meeting of the members by means of remote communication if he or she was permitted to be present and vote by that means of remote communication in the original meeting notice given pursuant to these Bylaws.

 **ARTICLE IV**

 **BOARD OF DIRECTORS**

Section 1. General Powers. Subject to the limitations of these Bylaws and any statutes concerning corporate action that must be authorized or approved by the members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2. Composition, Qualification, Election and Tenure. The Board of Directors shall be elected at the annual meeting of members. The Board of Directors shall consist of no less than ten (10) and no more than twenty-five (25) members. Directors need not be residents of Grand Rapids or the State of Michigan, nor need they be members of the Corporation prior to their election (Directors are automatically deemed members of the Corporation during their terms of office as Directors). Each year, the Board Membership Committee shall prepare a slate of nominees for Director positions for presentation at the annual meeting of members. Additional nominations may be made by members from the floor at the annual meeting. Directors shall serve for two year terms and until their successors have been elected and qualified. Directors may be re-elected to successive terms.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held periodically, at least six (6) times each year, at such times as the Board of Directors shall determine. Unless the notice of the meeting indicates to the contrary, the meeting shall be held at the Corporation's museum facility at 11 Sheldon, N.E., Grand Rapids, Michigan. Directors are required to give advance notice to the Secretary/Treasurer or the Executive Director of the Corporation if they are unable to attend a regular meeting or the Board.

Section 4. Special Meetings and Notice. Special meetings of the Board of Directors shall be held on the written request of the Chairperson of the Board (if there is one), the President, the Executive Committee, or any three (3) Directors to be held not more than fourteen (14) days after receipt of such request. A special meeting of the Board must be preceded by three (3) days' notice to each Director by mail or twenty-four (24) hours notice given either in person, by telephone, by electronic transmission, or via facsimile. Notice by mail shall be given by registered, certified or other first class mail addressed to each Director at his or her address as it appears on the records of the Corporation, with postage prepaid. Any notice by mail shall be deemed to be given at the time when notice is deposited in a post office or official depository under the exclusive care and custody of the United States Postal Service. Notice of a special meeting need not specify the business to be transacted or the purpose of the meeting, but shall specify the time and place of the meeting.

Section 5. 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 is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting. The waiver of notice need only specify the date of the meeting, not its place or purpose.

 Section 6. Participation by Remote Communication. Any Director may participate in a meeting by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence at the meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Electronic transmission of consents is permitted. Such consent(s) shall have the same effect as a unanimous vote.

Section 8. Quorum and Voting. A majority of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may, but need not be filled by the remaining Directors at any regular or special meeting of the Board. A Director so elected to fill a vacancy shall hold office only until the next election of Directors by the members. A "vacancy" for these purposes shall mean any open Director position, whether or not that position was previously filled, such that the Board may have, at any given time, as many current Directors as are permitted under Section 2 of this Article.

Section 10. Resignation. A Director may resign at any time as a Director of the Corporation by giving written notice to the Board of Directors. The resignation shall be effective upon its receipt by the Board or at such time as may be specified in the notice of resignation.

Section 11. Removal. Any Director or Directors may be removed from office, with or without cause, by vote of a majority of members entitled to vote at an election of Directors. New Directors may be elected by the members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted.

Section 12. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

 **ARTICLE V**

 **OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice-President/President-Elect, one additional Vice President, and a Secretary/Treasurer. The Board of Directors may from time to time appoint a Chairperson of the Board or such other agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 2. Election and Term of Office. With the exception of the office of President, the officers of the Corporation shall be elected annually by the Board of Directors at a meeting to be called immediately following each annual meeting of members. The office of President shall automatically, without election, be filed by the Vice-President/President-Elect unless the Board decides at that meeting to elect the existing President to another one year term. The Vice-President/President-Elect must always be elected from among the Directors of the Corporation. All other officers of the Corporation may, but need not be, elected from among the Directors. The Board Membership Committee shall prepare a slate of nominees (for all officer positions except that of President) for presentation to the Board at that meeting. Additional nominations may be made by existing Directors from the floor of the Board of Directors meeting. Officers shall serve for one year terms and until their successors are duly elected or until their resignation or removal. Any number of offices may be held by the same person; provided, however, that the same person may not simultaneously hold both the position of President and that of Vice-President/President-Elect, and provided further that an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 3. Removal. Any officer may be removed, with or without cause, at any regular or special meeting of the Board of Directors. If the President is removed, the Vice-President/President-Elect shall automatically become the President for the remainder of the former President's unexpired term. In all other cases of officer removal, new officers may be elected by the Directors for the unexpired terms of officers removed from office (or for a vacancy in the position of Vice-President/President-Elect in the event of the removal of the President) at the same meetings at which such removals are voted.

Section 4. Vacancies. Except as provided for above with respect to the removal of an officer, any vacancy occurring in any office of the Corporation shall be filled by the Board at its next regular meeting.

Section 5. Resignation. An officer may resign by written notice to the Board of Directors. The resignation shall be effective upon its receipt by the Board or at any subsequent time specified in the notice of resignation.

Section 6. The President. The President shall be the chief executive officer of the Corporation, with overall responsibility for seeing that all orders and resolutions of the Board of Directors are carried into effect, subject to such policies and directives as may from time to time be adopted or issued by the Board. The President shall serve as the Board Chairperson, and as such shall have and exercise such authority as may be set forth in the written Governance Policies of the Corporation. The President shall sign and execute on behalf of the Corporation all instruments requiring such execution, except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. He or she shall report to the Board concerning any federal, state or local developments that may affect the operations of the Corporation, and shall as the representative of the Board in all matters for which the Board has not formally designated some other person for this specific purpose. It shall be the President's duty:

(a) To chair all meetings of the Board of Directors;

(b) To provide encouragement and support to Directors, both individually and collectively, in the fulfillment of their fiduciary responsibilities as Directors;

(c) To provide leadership in the governance of the Corporation; and

(d) To perform such other duties as may be assigned from time to time by the Board.

Section 7. The Vice-President/President-Elect. The Vice-President/President-Elect shall act under the direction of and be accountable to the Board of Directors. He or she shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He or she shall also, with the Vice President, ordinarily be assigned responsibility by the Board to provide oversight of specific committees of the Corporation. He or she shall also perform such other duties as the Board of Directors may prescribe. He or she shall automatically succeed to the office of President at the expiration of the President's term of office, or upon the President's death, resignation or removal.

Section 8. Vice President. The Vice President shall act under the direction of and be accountable to the Board of Directors. Together with the Vice-President/President-Elect, he or she shall ordinarily be assigned responsibility by the Board to provide oversight of specific committees of the Corporation. In addition, he or she shall be responsible for such special projects and other duties and responsibilities as the Board of Directors may from time to time prescribe.

Section 9. The Secretary/Treasurer. The Secretary/Treasurer shall act under the direction of and be accountable to the Board of Directors. The Secretary/Treasurer shall (i) attend and record (or supervise the recording of) the proceedings of all meetings of the members and all meetings of the Board of Directors; (ii) maintain a current list of the membership's names, addresses and telephone numbers; (iii) serve as custodian of all Corporation records and reports; (iv) give, or cause to be given, notice of all special meetings of members or of the Board of Directors; (v) oversee the receipt of all funds due to the Corporation and deposit the same in a place approved by the Board of Directors; (vi) disburse the funds of the Corporation from time to time for purposes approved by the Board of Directors; and (vii) cause to be rendered to the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of the financial condition of the Corporation. The Secretary/Treasurer also shall perform such duties and exercise such powers as may be prescribed from time to time by the Board of Directors.

Section 10. Acting Officers. The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. Any 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 of Directors, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

 **ARTICLE VI**

 **COMMITTEES**

Section 1. Executive Committee; Composition. The Corporation shall at all times have an Executive Committee, which will be a standing committee of the Corporation. The Executive Committee shall consist of the immediate past-President of the Corporation, all of the current officers of the Corporation, and one other "at large" Board member to be elected annually to a one-year term by the Board of Directors. Unless earlier removed by action of the Board of Directors, members of the Executive Committee shall, if officers of the Corporation, serve for the duration of their terms as officers or, in the case of the immediate past-President of the Corporation, until such time as he or she is no longer the immediate past-President, or in the case of the at-large member, until his or her successor is elected and qualified. The President shall be the chairperson of the Executive Committee. The Executive Committee members who are officers of the Corporation may be removed from the Executive Committee, but only through, and concurrently with, their removal as officers of the Corporation. The immediate past-President and the at-large member may be removed from the Executive Committee at any time by action of the Board of Directors.

 Section 2. Executive Committee; Duties and Authority. Subject to such limitations as may be required by law or imposed by resolution of the Board of Directors, the Executive Committee shall, during the intervals between the meetings of the Board of Directors, when it is impractical to call a special meeting of the Board, have and may exercise all power and authority of the Board of Directors in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have the power or authority to (i) amend the Articles of Incorporation; (ii) adopt an agreement of merger or consolidation; (iii) recommend to members the sale, lease or exchange of all or substantially all of the Corporation's property or assets; (iv) recommend to members the dissolution of the Corporation or revocation of a dissolution; (v) amend the Bylaws of the Corporation; (vi) fill vacancies on the Executive Committee or the board of Directors of the Corporation; (vii) fix compensation of Directors for serving on the Board or any committee; (viii) remove any Director from office; (ix) approve new members of the Corporation; or (x) cancel or terminate the membership of any member of the Corporation. Without limitation on the Executive Committee's authority, the Committee shall be responsible for planning and conducting the annual meeting of members, monitoring the Corporation's governance process and policies, conducting periodic performance reviews of the Corporation's Executive Director, and determining the annual Board calendar. The Executive Committee shall at all times conduct itself in accordance with the governance policies of the Corporation, as in effect from time to time. The Executive Committee, and each member of that committee, shall serve at the pleasure of the Board of Directors.

Section 3. Board Membership Committee. The Corporation shall at all times have a Board Membership Committee, which shall be a standing committee of the Corporation. The Board Membership Committee shall be of such size and composition as the Board of Directors shall determine, provided that at least half of the Committee's members are also Directors of the Corporation. The Board Membership Committee shall, in general, be responsible for officer and director nominations, recruitment, retention, orientation, and development. Without limitation on the foregoing, the Board Membership Committee shall, at the regular Board meeting in January of each year, invite Board members to submit suggestions for potential officer and director nominations. The Board Membership Committee shall then review those suggestions and, at the regular meeting of the Board in the month preceding the annual meeting of members, present the Board with a list of proposed nominees for vacant director and officer positions, and for the at-large Executive Committee position. The Board Membership Committee shall carefully consider and evaluate all comments and suggestions of the Board with respect to the proposed list of nominees and, following further deliberation, prepare and present to the Corporation's members, at the annual meeting of members, a slate of nominees for vacant director positions. The Board Membership Committee shall also be responsible for preparing and presenting to the Board, at the Board of Directors' meeting immediately following the annual meeting of members, a slate of nominees for officers of the Corporation. In addition, the Committee shall also prepare and present to the Board of Directors, at that same meeting immediately following the annual meeting of members, a nominee or nominees for the at-large position on the Executive Committee to be filled by the Board of Directors at that meeting. The Board Membership Committee shall at all times conduct itself in accordance with the governance policies of the Corporation, as in effect from time to time and, together with each member of that Committee, shall serve at the pleasure of the Board of Directors.

Section 4. Establishment and Composition of Other Committees. The Board of Directors may, from time to time, by resolution, establish one or more other committees as it deems appropriate. All committees shall be designated as either standing or ad hoc. Standing committees shall remain in perpetual existence until dissolved by the Board. Ad hoc committees shall have a limited life which shall be specified at the time the committee is established. With the exception of the Executive Committee, which shall consist exclusively of officers and Directors, each committee shall consist of one or more of the Directors and any additional members who are not Directors as the Board may select. The chairperson of each such committee shall also be designated by the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The authority to appoint the members and chairpersons of committees may from time to time be delegated by the Board to the Executive Committee, or to the President, or to some other officer or committee charged by the Board with that responsibility. Committees shall at all times conduct themselves in accordance with the Governance Policies of the Corporation, as such may be in effect from time to time. All committees of the Corporation, and each member of a committee, shall serve at the pleasure of the Board of Directors.

Section 5. Powers and Duties of Committees. Each committee shall have and may exercise such powers as are prescribed in the resolution of the Board establishing such committee or these Bylaws, and shall have and may exercise such additional powers of the Board of Directors as may be prescribed by resolution of the Board. All committees shall strive to adhere to such written Governance Policies of the Corporation as may be adopted from time to time by the Board.

Section 6. Meetings. Regular meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by each respective committee, and special meetings of any committee may be called by any member of the committee upon two (2) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

 Section 7. Participation by Remote Communication. Members of any committee may participate in a meeting of the committee by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a committee meeting pursuant to this Section shall constitute presence at the meeting.

Section 8. Vacancies. Vacancies on the Executive Committee shall be filled by the Board. Vacancies on any other committee of the Corporation shall be filled by the Board or by such officer or committee charged with that responsibility by the Board.

Section 9. Quorum. At any committee meeting, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 10. Manner of Acting. The acts of a majority of the members of any committee present at any meeting at which there is a quorum shall be the act of such committee.

Section 11. Minutes. Committees shall keep regular minutes of their proceedings and report the same to the Executive Committee and/or the Board of Directors when requested.

 **ARTICLE VII**

 **INDEMNIFICATION; INSURANCE AND EXPENSES**

Section 1. Indemnification; Third Party Claims. The Corporation shall indemnify a 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, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorneys fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with the 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 Corporation or its shareholders or members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contenders or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Indemnification; Corporate or Derivative Claims. The Corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys fees and amounts paid in settlement, incurred by the person in connection with the 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 shareholders or members. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 3. Mandatory Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding ref erred to in Section 1 or Section 2 of this Article, or in defense of a claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys fees incurred in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided in this section.

Section 4. Determination of Permissive Indemnification. An indemnification under Section 1 or Section 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because the person has met the applicable standard of conduct as set forth in Section 1 or 2 of this Article. This determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to the action, suit or proceeding; or

(b) If the quorum described in subparagraph (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action, suit or proceeding. The committee shall consist of not less than two (2) disinterested directors.

Section 5. Partial Indemnification. If a person is entitled to indemnification under Section 1 or Section 2 of this Article for a portion of expenses, including attorneys fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation may 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 6. Liability Insurance. Notwithstanding the foregoing, the right to indemnification provided to any person described in Sections 1, 2 and 3 of this Article shall exist only to the extent it exceeds the amount of any valid and collectible insurance proceeds or other source of indemnification available for the benefit of such person, including any benefit available under any self-insurance plan of the Corporation, or any insurance, primary or secondary, available pursuant to the plan of any other organization. No rights of subrogation are intended to be created by this Section. Notwithstanding any limit on indemnification under Michigan law, the Corporation 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 such capacity arising out of his or her status as such, whether or not the Corporation would otherwise have the power to indemnify under the circumstances.

Section 7. Expense Advancement. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or Section 2 of this Article shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent 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 unless otherwise specifically prescribed by a majority vote of the Board of Directors in the manner described in Section 4 of this Article.

Section 8. Nonexclusivity. The indemnification or advance­ment of expenses provided under Sections 1 to 7 of this Article are not exclusive of other rights to which a person seeking indemni­fication or advancement of expenses may be entitled under any separate contractual agreement. 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. Heirs, Executors and Administrators. The rights provided in Sections 1 through 7 of this Article shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

 **ARTICLE VIII**

 **NONPROFIT OPERATION**

Section 1. Operation. The Corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the Corporation shall be distributed to its members, Directors or officers without full consideration. No Member of the Corporation has or shall have any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its members, Directors and officers without violating this provision.

Section 2. Dissolution. Upon the dissolution of the Corporation, and after all liabilities and obligations of the Corporation are paid or discharged, or adequate provision made therefor, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

 **ARTICLE IX**

 **GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on October 1 of each year and end on September 30.

Section 2. Books and Records of Account. The Corporation shall keep records of account and minutes of the proceedings of the Board of Directors and its committees. The Corporation shall keep at its principal office records containing the names and addresses of all Directors. All such books, records or minutes shall either be in written form or be in some other form capable of being converted into written form within a reasonable time.

 Section 3. Electronic Transmissions. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act to be given in writing, electronic transmission is written notice, and such notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. For purposes of these Bylaws, the term "electronic transmission" or "electronically transmitted" means any form of communication that (1) does not directly involve the physical transmission of paper, (2) creates a record that may be retained and retrieved by the recipient, and (3) may be directly reproduced in paper form by the recipient through an automated process.

 **ARTICLE X**

 **AMENDMENTS**

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by majority vote of the members or by majority vote of the Board of Directors of the Corporation.

These Bylaws were adopted as and for the Amended and Restated Bylaws of The Grand Rapids Children's Museum, a Michigan nonprofit corporation, by action of a majority of the Board of Directors on the 18th day of August, 2010.

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Margaret Lancaster, President

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 Michael Lamfers, Secretary/Treasurer

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