

**BY-LAWS**  
**OF**  
**Volterra- Detroit Foundation**

**ARTICLE I**

NAME

SECTION 1. The name of the Corporation shall be VOLTERRA-DETROIT FOUNDATION.

**ARTICLE II**

PURPOSES

SECTION 1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. Namely:

To solicit, collect, receive, and administer funds exclusively for such charitable and educational as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; in particular, to lease and/or purchase a historic building in Volterra, Italy to be used by University of Detroit Mercy School of Architecture and other educational institutions for a residential college for study of architecture, art and design.

To take and to hold by devise, gift, purchase or lease for the above purposes any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in these Articles or imposed by law;

To sell, convey and dispose of any such property and to invest and reinvest the property held;

To deal with and distribute the corporation's income and assets in such manner as in the Directors' judgment will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation; and

To exercise generally any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise.

## ARTICLE III

### BASIC POLICIES

SECTION 1. The Corporation shall be non-profit and nonpartisan.

SECTION 2. The name of the Corporation or the names of any Directors in their official capacities shall not be used in any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Corporation.

SECTION 3. The Corporation is constituted so as to receive substantial support from gross receipts derived from private contributors, activities directly related to its exempt functions and to attract contributions from the public in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of its Directors or Officers except to the extent permitted under the Not-for-Profit Corporation Law. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

SECTION 4. Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.

## ARTICLE IV

### OFFICES

SECTION 1. The registered office shall be in the City of Royal Oak, County of Oakland, State of Michigan.

SECTION 2. The Corporation may also have offices at such other places both within or without the State of Michigan as the Board of Directors may from time to time determine or the business of the Corporation may require.

## ARTICLE V

### FISCAL YEAR

SECTION 1. The fiscal year of the Corporation shall end on the last day of December of each year unless another date shall be fixed by resolution of the Board of Directors. After such date is fixed, it may be changed for future fiscal years at any time by further resolution of the Board of Directors.

## ARTICLE VI

### DIRECTORSHIP ORGANIZATION

SECTION 1. The organization is based upon a directorship basis. All matters shall be subject to duly authorized action by the Board of Directors. There shall be no members.

SECTION 2. The initial Board of Directors shall be selected by a majority of the Incorporators at a meeting or by written instrument.

## ARTICLE VII

### DIRECTORS

SECTION 1. The number of Directors which shall constitute the whole Board shall consist of at least three (3) Director. Each Director shall hold office until he resigns or is removed with cause by a majority of the Directors then in office.

SECTION 2. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until a successor Director has been duly elected by a majority of the remaining Directors. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

SECTION 3. The property and lawful business of the Corporation shall be held and managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things in connection with the management of the Corporation.

SECTION 4. A Director of the Corporation who is either present at a meeting of the Board of Directors at which action on any corporate matter is taken, or who is absent but has notice of such action by certified mail, shall be presumed to have assented to the action taken unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting or within seven (7) days after written notification of such action by certified mail. The objection shall be deemed made when mailed by certified mail. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 5. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Michigan.

SECTION 6. The first meeting of each newly designated Board of Directors shall be held at such time and place as shall be designated by any member of the Board upon not less than three (3) days notice by mail to each newly designated Director. A majority of Directors shall constitute a quorum for the first meeting. In the event of the failure of the members to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the members, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors. An annual meeting of the Directors shall be held within two (2) months after the end of the Corporate fiscal year as shall be determined by the Board of Directors.

SECTION 7. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

SECTION 8. Special meetings of the Board may be called by the President on one (1) day's notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request by two (2) of the Directors (or by one (1) Director if there is only one (1) Director of the Corporation).

SECTION 9. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 10. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if all members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

SECTION 11. Members of the Board of Directors may participate in a board meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **ARTICLE VIII**

### NOTICES

SECTION 1. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any Director, it shall not be construed to mean personal notice unless specifically allowed, but such notice may be given in writing, by mail, addressed to such Director, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given by telegram.

## **ARTICLE IX**

### OFFICERS

SECTION 1. The Board of Directors at the annual meeting of the Directors in each year, shall elect from their number a President of the Corporation and shall also elect a Secretary and a Treasurer, who need not be members of the Board. The Board at that time or from time to time may elect a Chairman of the Board and one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers who may or may not be members of the Board. The same person may hold any two (2) or more offices excepting those of President and Vice President, but no officer shall

execute, acknowledge or verify any instrument in more than one capacity. The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of the Corporation.

SECTION 2. The term of office of all officers shall be one (1) year or until their respective successors are chosen, but any officer may be removed from office, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office. The Board of Directors shall have power to fill any vacancies in any offices occurring from whatever reason.

SECTION 3. Officers of the Corporation may receive a reasonable salary or other compensation.

SECTION 4. The President shall be the chief officer of the Corporation and shall have responsibility for the general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. He shall preside at all meetings of the Board and shall be ex officio a member of all standing committees of the Board.

SECTION 5. The Vice Presidents (if any) in the order designated by the Board of Directors or, lacking such a designation, by the President, shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 6. The Secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he shall act. He shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Corporation except as otherwise directed by the Board of Directors.

SECTION 7. The Treasurer shall have custody of and keep account of all money, funds and property of the Corporation, unless otherwise determined by the Board of Directors, and he shall render such accounts and present such statements to the Directors and President as may be required of him. He shall deposit funds of the Corporation which may come into his hands in such bank or banks as the Board of Directors may designate. He shall keep his bank

accounts in the name of the Corporation and shall exhibit his books and accounts at all reasonable times to any Director of the Corporation upon application at the office of the Corporation during business hours. If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

## **ARTICLE X**

### INDEMNIFICATION

SECTION 1. Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended (the "Code"), or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. Provided such action will not violate any applicable provision of the Code or cause the Corporation to lose its tax exempt status under the Code, the corporation shall have the power to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 3. Indemnification against expenses:

(a) to the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above in Sections 1 and 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(b) any indemnification under Sections 1 and 2 above (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 trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made in either of the following ways:

(i) by the Board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding.

(ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion.

(iii) by the members.

(c) If a person is entitled to indemnification under Section 1 or 2 above 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,



finances or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 4. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 2 or 3 above may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Subsection (b) of Section 3 above upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation, provided such action will not violate any applicable provision of the Code or cause the Corporation to lose its tax exempt status under the Code.

SECTION 5. Nonexclusivity:

(a) The indemnification or advancement of expenses provided under Sections 1 to 4 above is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, By-laws or a 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.

(b) The indemnification provided in Sections 1 to 4 above and this Section 5 continues 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.

SECTION 6. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under Sections 1 to 5 above.

## **ARTICLE XI**

### **GENERAL PROVISIONS**

SECTION 1. When called for by a vote of the Directors, the Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

SECTION 2. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

SECTION 3. The Corporation may, whenever its general interest requires the same, borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case mortgage its property as security for its debts or lawful engagements.

SECTION 4. All references in these By-Laws to the provisions of Internal Revenue Code of 1986 shall mean and include the Internal Revenue Code of 1986, as amended and the corresponding provisions of any future United States Internal Revenue law.

## **ARTICLE XII**

### **AMENDMENTS**

SECTION 1. These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by a majority of the Board of Directors, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such special meeting provided, however, that notice of the meeting is given to each Director then in office not less than ten (10) days before the meeting.

SECTION 2. These By-laws shall not be altered or amended in such manner as to permit or allow any activity inconsistent with the Corporation's non-profit status under Sections 101 through 1099 of the Michigan Non-Profit Corporation Act, Pub. Act No. 162, Public Acts of 1982, as amended, or permitted to be taken by an organization or corporation exempt from Federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or an organization or corporation to which contributions are deductible pursuant to Section 170 of the Internal Revenue Code of 1986.

**ARTICLE XIII**

DIRECTORS

SECTION 1. The first Officers and Directors are as follows:

Officers

President:	WLADYSLAW FUCHS
Secretary:	ASHLEY S. FLINTOFF
Treasurer:	ASHLEY S. FLINTOFF

Directors

WLADYSLAW FUCHS- Executive Director  
JAMES CHATAS  
MARK DIETRICK  
ASHLEY S, FLINTOFF  
JIM JP PTACEK

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