

BY-LAWS
OF
MICHIGAN MATHEMATICS AND SCIENCE CENTERS NETWORK

ARTICLE I

Board of Directors

Section 1. Directorship. The Corporation is organized on a directorship basis. The property, business and affairs of the Corporation shall be managed by its Board of Directors. In these By-laws, the Corporation is referred to as the Network.

Section 2. Number and Term of Office. The Board of Directors of this Network shall consist of the Director of each Michigan Mathematics and Science Center listed on Attachment C to the 2002 Michigan State Board of Education Members Plan for Michigan's Mathematics and Science Centers. The term of each Director shall continue so long as he or she serves as Director of a Michigan Mathematics and Science Center or until he or she resigns as a Network Director.

Section 3. Resignation, Removal and Vacancies. A Director may resign by written notice to the Network. The resignation shall be effective upon its receipt by the Network or a subsequent time as set forth in the notice of resignation. A Director may not be removed, so long as he or she is Director of a Michigan Mathematics and Science Center.

If a vacancy has occurred among the Directors as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

Section 4. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who shall be authorized to make, sign or endorse the same on behalf of the Network.

Section 5. Powers as to Other Documents. All material contracts, conveyances and other documents may be signed on behalf of the Network by the Board Chair, Vice-Chair, President or the Treasurer.

Section 6. Powers as to Contributions to Other Charitable Organizations. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Network's Articles of Incorporation shall be within the exclusive power of the Board of Directors. In furtherance of the Network's purposes, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds shall be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Directors; and the Directors may, in their absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

Section 7. Compensation. Directors shall serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

ARTICLE II

Meetings

Section 1. Annual Meeting. The annual meeting of the Directors of the Network shall be held at the principal office of the Network on the third Wednesday of September of each year, or at any other place and date as designated by the Directors, for the purpose of electing officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least four regular meetings of the Board must be held each year.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair and shall be called by the Board Chair or Secretary at the direction of not less than three Directors or as may otherwise be provided by law. Special meetings shall be held at the principal office of the Network unless otherwise directed by the Board Chair or Secretary and stated in the notice of meeting. Any request for a meeting by the Directors must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors shall be given either personally or by mail to each Director not less than ten days before a regular meeting and not less than four days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

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

Section 5. Quorum and Voting. A majority of Directors shall constitute a quorum of the Board of Directors at any meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation. Proxy voting by Directors is not permitted.

Section 6. Conduct at Meetings. The Board Chair shall preside at meetings of the Directors. The Secretary or an Assistant Secretary of the Network or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing to the action so taken. Written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Telephonic Conferences. A Director may participate in a meeting of Directors 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.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Directors shall appoint a Board Chair, Vice-Chair, a Secretary, and a Treasurer of the Network at its annual meeting and may appoint Assistant Secretaries and Assistant Treasurers. The Board of Directors shall also appoint a President. The same person may hold any two or more offices, except for Board Chair and Vice-Chair, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Network. The Board Chair, Vice-Chair, Secretary, and Treasurer shall be Directors. The President need not be a Director.

Section 2. Term of Office. The term of office of all officers, even the President, shall commence upon their election or appointment and shall continue for two years until the second annual meeting of the Network after their election and until their respective successors are chosen or until their resignation or removal. The President shall serve for a specific term, or for an indefinite term, as the Directors decide. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the Network shall be served. No officer, except the President, shall serve more than three consecutive terms in the same office.

An officer may resign by written notice to the Network. The resignation shall be effective upon its receipt by the Network or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Any officer who is an employee of the Network shall receive reasonable compensation for his or her services as fixed by the Board of Directors.

Section 4. The Chair. The Chair will preside at all meetings of the Board of Directors, will see that all votes and resolutions of the Board of Directors are carried into effect and will carry out such other duties as the Board of Directors may prescribe.

Section 5. The Vice Chair. The Vice Chair will, in the absence of the Chair, perform the duties and exercise the power of the Chair and will perform any other duties prescribed by the Board of Directors or the Chair.

Section 6. The President. The President shall manage those activities of the Network which the Directors assign to him or her. The President shall execute all authorized conveyances, contracts or other obligations in the name of the Network except

where required by law to be otherwise signed and executed, and except where the signing and execution is expressly delegated by the Directors to some other person or persons.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and shall perform any other duties prescribed by the Directors.

Section 8. The Treasurer. The Treasurer shall oversee the financial activities of the Network. The Treasurer shall perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Network which are in the Treasurer's possession or under his or her control shall be returned to the Network at the time of his or her death, resignation or removal from office.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the powers of the Secretary or Treasurer and shall perform any other duties prescribed by the Board of Directors.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Directors may establish an Executive Committee consisting of at least seven Directors, including the Board Chair, Vice-Chair, Secretary, Treasurer, and at least three other Directors the Board of Directors selects. The term of each Executive Committee member shall be two years, and until his or her successor has been chosen. No Executive Committee member shall serve more than three consecutive terms. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Network between meetings of the Board of Directors, except that such Executive Committee shall not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;

- (c) Approve the sale, lease or exchange of all or substantially all of the Network's property and assets;
- (d) Approve the dissolution of the Network or a revocation of a dissolution;
- (e) Amend the Bylaws of the Network;
- (f) Fill vacancies on the Board.

Section 2. Other Committees. The Board of Directors may designate other committees as deemed appropriate. The committees shall have the authority as delegated to them by the Board of Directors.

Section 3. Procedure. All committees, and each member thereof, shall serve at the pleasure of the Board of Directors. The Board of Directors shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee shall constitute a quorum at the meeting.

ARTICLE V

Indemnification

Section 1. Indemnification. The Network will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Network (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Network) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Network, or is or was serving at the request of the Network as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Network in advance of a final disposition of the action, suit or proceeding as provided by law), 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 (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Network, and with respect to

any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification shall continue as to a person who has ceased to be a Director or officer of the Network. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Network to the extent provided in a resolution of the Board of Directors or in any contract between the Network and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Network shall inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VI

Conflicts of Interest

Section 1. Disclosure. When a Director or an officer is affiliated with an organization seeking to provide services or facilities to the Network, or when a Director or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization shall be considered to exist when a Director or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Director or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered and used as a basis for making the decision.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Director or officer from stating his or her position on the matter under consideration, or from answering questions of other Directors relating to the matter.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Network shall end on September 30.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Directors of the Network then in office.

These By-Laws were adopted by the Board of Directors on August 3, 2007.