

**BYLAWS**  
**OF**  
**BENTHEIMER'S INTERNATIONAL**

(a Michigan non-profit corporation)

**ARTICLE I**

**PURPOSES**

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

The corporation is irrevocably dedicated to and operated exclusively for charitable purposes which are tax-exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent federal tax laws.

Without limiting the generality of the foregoing, the corporation shall provide:

1. Promote the dissemination of knowledge of the county of Bentheim, Germany.
2. Preserve the records of the pioneers by aiding and assisting the society in the compilation, preparation, and preservation of records and family histories.
3. Aid and promote interaction between the homeland and the settlements in North America.

**ARTICLE II**

**MEMBERS**

This Corporation shall have no members. All corporation actions shall be approved by the Board of Directors as provided in these Bylaws. All rights which would otherwise rest in the members shall rest in the directors.

**ARTICLE III**

**DIRECTORS**

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the corporation, these Bylaws, and the laws of the State of Michigan, the affairs of the corporation shall be managed by the board of directors. The board of directors is empowered on behalf of the corporation to do and perform all acts reasonable and necessary, appropriate, or incident to the accomplishment of the purposes of the corporation, as determined by the board of directors in its sole discretion. Without limiting the general powers herein stated, the board of directors shall have the following powers:

- (a) To select and remove all other officers, agents, and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws; fix their compensation; and require from them security for faithful service in the form of a fidelity bond or such other adequate security.

(b) To conduct, manage, and control the affairs and business of the corporation, establish a budget, and to make rules and regulations not inconsistent with law, the Articles of Incorporation of this corporation, or these Bylaws.

(c) To borrow money and incur indebtedness for the purposes of the corporation and, for that purpose, to cause to be executed and delivered, in the name of the corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

Section 2. Number of Qualification. The number of directors of this corporation shall be established from time to time by the board of directors by resolution, provided that the number of directors shall in no event be less than three (3) nor more than fifteen (15).

Section 3. Selection of Directors and Terms. Except as otherwise provided with respect to the initial term of the first full board of directors, the term of office for each director of this corporation shall be three (3) years or until his or her successor is elected. Successors to directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year that such term or terms expire. A director may succeed himself or herself in office. At the first annual meeting of members of this corporation, the directors shall be classified in three groups. The first group shall consist of directors holding office for one (1) year. The second group of directors shall consist of those directors holding a term of office for two (2) years. The third group of directors shall consist of directors holding office for three (3) years. The incorporator of the corporation shall select the first slate of the board of directors of the corporation.

Section 4. Resignation. A director may resign at any time by giving written notice thereof to the secretary of the corporation, who shall advise the board of directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt by the secretary of the corporation of the resignation. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual director may be removed from office, with or without cause, by the vote of a majority of the directors of the corporation at any meeting, and the vacancy created by such removal shall be filled by similar vote.

Section 6. Vacancy. Each director shall hold office until his or her death, resignation, incapacity to act, or removal or until such director no longer meets the qualifications set forth in these Bylaws. In the event of a vacancy in the board of directors because of death, resignation, incapacity to act, or disqualification of a director, the then remaining directors shall within a reasonable time fill the vacancy. A director so elected shall serve for the unexpired term of his or her predecessor.

#### Section 7. Meetings.

(a) Annual Meetings. An annual meeting of the board of directors of the corporation shall be held no later than sixty (60) days after the end of the fiscal year at such date, time, and place as the board of directors shall determine for the purposes of organization, election of officers, and the transaction of other business. \*

(b) Regular Meetings. Including the annual meeting, regular meetings shall be held at such times as shall from time to time be fixed by the president or the directors.

(c) Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be held whenever called by the president of the corporation and shall be called by the president or, in his or her absence, by the secretary or any other officer at the request of

any three (3) directors delivered to such officer. Such request shall state the purpose or purposes of the proposed meeting.

#### Section 8. Notices of Meetings.

(a) Notice of an annual meeting shall be given to the directors not more than thirty (30) days nor less than ten (10) days before such meeting.

(b) At least four (4) days' notice of the place, day and hour of any regular or special meeting of the directors shall be given by written notice served upon each director or by electronic transmission. Service of notice may be made personally or by mailing such notice, postage prepaid, plainly addressed, to the director at his or her last known post office address. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully prepaid, plainly addressed to the director entitled to such notice. Notice by electronic transmission must be authorized by such director and sent to the director's last known e-mail address or fax number. Neither the business to be transacted at nor the purposes of any regular or annual meeting of the board of directors need be specified in the notice of such meeting. In lieu of written notice, personal notice by telephone may be made not less than forty-eight (48) hours prior to the time of any regular or special meeting.

Section 9. Waiver of Notice. Notice of the time and place of any regular or special meeting of the board of directors may be waived in writing either before or after such meeting has been held. If all the directors waive notice of the meeting, no notice of the same shall be required. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting except where the director attends the special meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director failing to designate his or her address, or a change of address, to the secretary of the corporation shall be deemed to have waived notice of such meeting except at the address on record with the secretary. All waivers shall be made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any board action required or permitted to be taken by the board may be taken without a meeting if all directors of the board shall consent in writing, such written consent shall be made a part of the business of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

Section 11. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act or the decision of the board of directors, unless the law, the Articles of Incorporation, or these Bylaws require a greater proportion.

Section 12. Adjournment. Any meeting of the board of directors, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of the directors present. Notice of the time and place of an adjourned meeting need not be given to absent directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 13. Conflict of Interest. A director shall excuse himself or herself from any vote upon which that director has a financial conflict of interest. The foregoing, however, shall not affect the right of any director to make a donation to the corporation.

Section 14. Compensation. The directors shall serve without compensation. Upon resolution of the board of directors, the directors may receive reimbursement of expenses for attendance at any

meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity or receiving compensation therefor.

Section 15. Committees. The board of directors may by appropriate resolution designate one or more committees, each of which shall consist of one or more directors or other persons selected by the directors; and, when the board of directors is not in session, such committees, to the extent provided in said resolution or in these Bylaws, may exercise any or all powers and authority granted to them by the board of directors for the management of the business and affairs of the corporation, provided that no such committee shall have the power or authority to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Amend these Bylaws.
- (d) Fill vacancies in the board.

Such committees and each member thereof shall serve at the pleasure of the board. Such committees shall have the same power to act without a meeting as provided herein with respect to the board of directors. Records of the actions taken by such committees shall be prepared and kept with the records of the corporation. The designation of such committees and the delegation of authority thereto shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon the board or such director by law.

Section 16. Nominating Committee. In addition to the above-referenced committees, there shall be a standing nominating committee as follows:

(a) The nominating committee shall nominate a sufficient number of qualified persons to fill all vacancies of the director seats. The nominating committee may in its discretion nominate more persons than are necessary to fill said seats in order to give the members an opportunity to select among the various persons; however, it is within the nominating committee's discretion to nominate only a sufficient number to assure that the director seats are filled.

(b) Members of the nominating committee shall serve for one (1) year and may not succeed themselves. The year shall commence at the annual meeting held in such year and terminate at the annual meeting of the succeeding year.

(c) The nominating committee shall consist of not less than three (3) directors, who shall be elected by the directors. A chairperson shall be selected by the president of the corporation.

(d) The nominations of the nominating committee shall be submitted to the directors at least fourteen (14) days prior to the meeting at which an election of directors is to occur and prior to the normal expiration of the term of the director seats to be filled.

Section 17. Meeting by Telephone or Remote Equipment. Any member of the board of directors or of a committee designated by the board may participate in a meeting of such board or committee by means of conference telephone or remote communications by means of which all persons participating in the meeting can hear each other. Participation pursuant to this section shall constitute presence in person at such meeting.



## ARTICLE IV

### OFFICERS

Section 1. Officers. The corporation shall have a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the directors may appoint. No person may hold more than one of these offices at one time. All officers shall be born in Bentheim County, Germany, or of a descendent of someone born in Bentheim County, Germany.

Section 2. Election. The officers of the corporation shall be chosen annually by the board of directors, and each shall hold his or her office until a successor shall have been duly elected and qualified or until his or her death, resignation, or removal.

Section 3. Removal or Resignation. The board of directors may remove any officer, with or without cause, whenever in its judgment the best interests of the corporation will be served thereby. Any officer may resign his or her office at any time, such resignation to take effect upon receipt of written notice thereof by the corporation, unless otherwise specified in the resignation.

Section 4. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the board of directors.

Section 5. President. The president shall have such responsibilities and powers as may be delegated to him or her by the board of directors and shall at all times be subject to the policies, control and direction of the board of directors. He or she may sign and execute, in the name of the corporation, any instrument authorized by the board of directors, except when the signing and execution thereof shall have been expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation. He or she shall have such other powers and duties as may be prescribed by these Bylaws. He or she shall, whenever it may in his or her opinion be necessary, prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the board of directors.

Section 6. Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the president. If at any such time the corporation has more than one vice president, the duties and powers of the president shall pass to the vice presidents in order of their rank as fixed by the board of directors or, if they are not so ranked, to the vice president designated by the board of directors. The vice presidents shall have such other powers and shall perform such other duties as may be prescribed for them from time to time by the president, the board of directors, or these Bylaws.

Section 7. Secretary. The secretary shall:

- (a) Cause to be maintained minutes of all meetings of the board of directors and committees thereof and keep a record of all votes at such meetings.
- (b) Give, or see to the giving of, notice of all meetings of the board of directors as required by these Bylaws.
- (c) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
- (d) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the board of directors.

Section 8. Treasurer. The treasurer shall receive, safeguard, disburse, and account for all funds of the corporation and shall deposit same in such banks or other depositories or in such investments as may be designated by the board of directors. The treasurer shall maintain the books and records of account of the corporation and shall prepare and submit (or arrange for the preparation and submission of) such accounting and tax forms as may be required by local, state, and federal law. The treasurer shall have such additional powers and duties as shall be prescribed by the president or the directors. Following the close of each fiscal year, the treasurer shall make an annual report to the directors reflecting the financial status of the corporation.

Section 9. Other Officers. All other officers, as may from time to time be appointed by the board of directors pursuant to this article, shall perform such duties and exercise such authority as the president or the board of directors shall prescribe.

Section 10. Absence of Officer. In the case of the absence of any officer, or for any other reason that the board may deem sufficient, the board may delegate for the time being the powers or duties of such officer to any other officer or to any director.

Section 11. Compensation. No officer of this corporation shall receive compensation for his or her services in such capacity. An officer may, however, upon resolution of the board of directors, be reimbursed for any reasonable and necessary expenditures incurred by that officer in connection with the conduct of the business of this corporation.

## ARTICLE V

### EXECUTIVE DIRECTOR

The board of directors may employ and/or appoint an executive director. Subject to overall policy direction from the board of directors, the executive director shall have general authority and responsibility for the management and administration of the corporation. He or she shall oversee the selection, employment, control, and discharge of all employees of the corporation; direct the development and maintenance of appropriate personnel policies and practices of the corporation; and supervise all business affairs of the corporation. He or she shall act as the duly authorized representative of the corporation and the board of directors in all matters on which the board has not designated some other person for that specific purpose.

## ARTICLE VI

### INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS, SECURITIES

Section 1. Execution of Instruments. Except as otherwise provided in these Bylaws, the board of directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

Section 2. Bank Accounts. The board of directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the board or by any officer(s) or agent(s) of the corporation to whom such power may be delegated from time to time by the board of directors. The board of directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the board may deem expedient. The board of directors may also from time to time authorize the making of such other lawful investments as the board may deem appropriate.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money and all notes, acceptances, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall be determined from time to time by resolution of the board of directors. Endorsements of deposit to the credit of the corporation in any of its duly authorized depositories may be made, without countersignature, by the president or any vice president, or by the treasurer or any assistant treasurer, or by any other officer or agent of the corporation to whom the board of directors, by resolution, shall have delegated such power, or by handstamped impression in the name of the corporation.

Section 4. Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by or under the authority of a resolution of the board of directors. Such authority may be general or confined to specific instances. No loans may be made by the corporation to any officer or director of the corporation directly or indirectly.

Section 5. Sale of Securities. The board of directors may authorize and empower any officer(s) or agents(s) to sell, assign, pledge, or hypothecate any and all shares of stock, bonds, or securities, or interest in stock, bonds, or securities, owned or held by this corporation at any time, including, without limitation because of enumeration, deposit certificates for stock and warrants or rights to entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser(s) or pledgee(s), on behalf and in the name of this corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this corporation and any deposit certificates for stock owned or held by this corporation. Such authorization may be general or confined to specific instances.

Section 6. Investment Manager. The directors may hire for a reasonable period, with right of prompt termination on agreed terms, an individual, firm, or corporation to buy, sell, and otherwise deal with the investment funds of the corporation, subject to the general supervision of the directors, and in accordance with guidelines established by the directors with respect to (a) the objectives of investment, (b) the type and size of commitments to any one situation, (c) the appropriateness of investments for the corporation's portfolio, and (d) such other items as the directors may deem appropriate from time to time. The directors may pay such investment manager a reasonable rate of compensation. Such investment manager shall be required to make prompt and frequent reports to the directors with respect to his or her investment decisions and the performance of the funds under his or her management.

Section 7. Fidelity Bonds. The board of directors may require any officer, agent, or employee of the corporation specifically designated by the board of directors by resolution to execute a fidelity bond in favor of the corporation in the penal sum specified by the board of directors by resolution. Each such bond shall be executed by the officer, agent, or employee as principal and by a corporate surety company approved by the board of directors, provided, however, that blanket bonds may be employed in lieu of individual bonds in the case of employees. All premiums for fidelity bonds required of officers, agents, and employees hereunder shall be paid by the corporation, and such premiums shall be a corporation expense.

## ARTICLE VII

### LIMITATIONS

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private individual, firm, corporation, partnership, or association, except the corporation is authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

Section 2. No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or

intervene in (including the publishing or distribution of statements regarding) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or (b) a corporation the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE VIII

### DISSOLUTION

Except as otherwise required by law, upon the dissolution of the corporation, the board of 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, which are organized and operated exclusively for charitable purposes as shall at all times qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as the board of directors shall determine. 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, or any successor thereof, is then located, exclusively for such purposes, or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE IX

### INDEMNIFICATION

Section 1. Indemnification by the Corporation. The corporation shall indemnify, to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act, any person, and his heirs and legal representatives who has made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative), by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or serves or served in any other enterprise at the request of the corporation.

Section 2. Indemnification Hereunder Not Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, personal representatives, and administrators of such a person.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who 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 trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person under the provisions of this article.

Section 4. Mergers. For the purposes of this article, reference to "corporation" includes all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a trustee, director, officer, employee, or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other



enterprise, shall stand in the same position under the provisions of this article with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

## ARTICLE X

### MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>, unless some other fiscal year is fixed by resolution of the board of directors.

Section 2. Amendment of Bylaws. The directors of the corporation may at any meeting amend, alter, or repeal any of these bylaws by an affirmative vote of a majority of all of the directors of the corporation, provided the substance of the proposed amendment, alteration, or repeal shall have been stated in the notice of the meeting, or by unanimous vote of all the directors of the corporation in the event such notice has not been given. Such amendment, alteration, or repeal may also be effected by unanimous written consent of all the directors of the corporation acting without a meeting. Notwithstanding the foregoing, any bylaw adopted by the directors of the corporation which expressly so states shall not be altered, amended, or repealed by the board of directors.

Section 3. Gender. As used in these Bylaws, the masculine pronoun shall include the feminine, and vice versa.