Adopted on 12/10/2013

AMENDED AND RESTATED BYLAWS
OF
DETROIT EMPLOYMENT SOLUTIONS CORPORATION

Michigan Nonprofit Corporation

ARTICLE 1
Organization

1.1 **Name**. The name of the Corporation is Detroit Employment Solutions Corporation (the "Corporation") and all business will be conducted under such name and under any other name or names for which an assumed name certificate is filed as required by law.

1.2 **Registered Office and Resident Agent**. The registered office of the Corporation will be located in the State of Michigan, at such place as the Board of Directors may from time to time determine. The Corporation may also have offices in such other places as the Board of Directors may from time to time determine, or as the business of the Corporation may require. The resident agent shall be selected by the Board of Directors from time to time.

1.3 **Term**. The Corporation will continue in perpetuity unless it is dissolved or terminated earlier pursuant to the Act or any provision of this Agreement.

ARTICLE 2
Purposes

2.1 **Purpose of Corporation**. The Corporation is organized:

(a) to carry out the Detroit workforce area's strategic plan and the goals and objectives of the local workforce development board for the City of Detroit ("LWDB"), as designated by State of Michigan and as described in the Workforce Investment Act of 1998 (29 U.S.C. 2811 et seq.), as amended from time to time ("WIA") and pursuant to the Michigan Nonprofit Corporation Act (the "Act");

(b) to engage in other charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (the "Code");

(c) to acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation; and

(d) to do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section

501(c)(3) of the Code, with all the power conferred on non-profit corporations under the laws of the State of Michigan.

2.2 **Tax-Exempt Status**. The Corporation, including all activities incident to its purposes, will at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provisions of these Bylaws, the Corporation, and each of its Directors, Officers, committee members, trustees, employees, and representatives, will only carry on activities that are permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and (ii) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

2.3 **Nonprofit Organization**. No part of the assets or net earnings of the Corporation will inure to the benefit of or be distributable to its Directors, Officers, committee members, trustees, employees, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2. No such person or persons will be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation. All members of the Board of Directors of the Corporation will be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors will be distributed in accordance with the Corporation's Articles of Incorporation filed with the State of Michigan. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as provided in Code Section 501(h)) and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or opposition to) any candidate for public office.

2.4 **Investments**. The Corporation will have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may be permitted by law to make or any similar restriction, provided, however, that no action will be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Code.

ARTICLE 3
Board of Directors

3.1 **General Powers**. The Corporation is a nonprofit directorship corporation, as defined in the Michigan Non-Profit Corporation Act. Except as specifically provided in the Articles of Incorporation or these Bylaws, all rights and responsibilities related to the management and control of the business, property, and affairs of the Corporation are vested in the Board of Directors. The Board of Directors may exercise any and all of the

powers granted to it under the Michigan Non-Profit Corporation Act. The Board may delegate such powers to the Officers of the Corporation as it deems necessary.

3.2 **Number and Qualification**. The number of Directors is fixed at eleven (11). A person shall not concurrently serve on the Board and be a paid employee of the Corporation. A person who is (or who is affiliated with) a grantee or vendor of the LWDB or the Corporation or who is (or is affiliated with) a person receiving program services from the LWDB or the Corporation (an "Interested Person") may serve on the Board but shall not vote on any grant or contract in which such person (or any affiliate of such person) has an interest or any matter relating to a program from which such person (or any affiliate of such person) is receiving services. Any actions taken by an Interested Person in such Interested Person's capacity as a Director shall not affect such Interested Person's eligibility for grants, contracts or program services offered by the LWDB or the Corporation.

3.3 **Appointment of Directors and Composition of the Board**. Directors shall be appointed by the Mayor of the City of Detroit (the "Mayor"). Of the eleven (11) Directors: six (6) Directors shall be appointed by the Mayor from among the member of the LWDB; four (4) Directors shall be appointed by the Mayor from a list of persons from the private sector recommended to the Mayor by the Board of Directors; and one (1) Director shall be appointed by the Mayor who is not a member of the LWDB and may be an employee of the City of Detroit.

3.4 **Tenure**. The Directors of the Corporation shall be divided into three (3) classes. Class I shall consist of four (4) Directors, Class II shall consist of four (4) Directors, and Class III shall consist of three (3) Directors. All Directors shall serve for a term of three (3) years and until their successor has been appointed by the Mayor for a new term. The expiration of the 3 year term for each Class will be staggered, with Class I expiring three (3) years after the adoption of these Bylaws, Class II expiring the next year, and Class III expiring the year after Class II. At each Annual Meeting of the Directors held thereafter, Directors of the Class whose terms expire at the time of the meeting who have been appointed for a new term by the Mayor shall take office.

3.5 **Resignation**. Any Director may resign at any time by providing written notice to the Chair, the President and CEO or Secretary of the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor will be appointed as provided in Section 3.7.

3.6 **Removal**. Any Director may be removed with or without cause by the Mayor. Any Director that is absent from three (3) consecutive Regular Meetings without an adequate excuse as determined by the Chairperson of the Board shall be automatically suspended from the Board pending removal and the appointment of a successor Director by the Mayor.

3.7 **Board Vacancies**. A vacancy or an anticipated vacancy on the Board, due to the end of a term, a resignation, a removal, or death, may be filled with a person

appointed by the Mayor. A person filling a vacancy for a reason other than the end of a term shall serve for the remaining term of the Director who is being replaced.

ARTICLE 4
Meetings

4.1 **Regular Meetings**. All meetings will conform with the OMA so long as the OMA is applicable to the Corporation. The Directors will have at least four (4) regular meetings per year. Regular meetings of the Board of Directors shall be held at the Corporation's office in Detroit, Michigan, or at such other place within or outside the State of Michigan as may from time to time be selected by the Directors, on the dates and at the times determined by the Directors. A regular meeting held in the first fiscal quarter of each year on a date and at a time as determined by the Directors shall be the Annual Meeting. At the Annual Meeting, Directors who have been appointed by the Mayor for a term commencing at such Annual Meeting shall take office.

4.2 **Special Meetings**. Special meetings of the Directors may be called by the Chairperson and will be called by the President and CEO or Secretary at the direction of not less than one-third (1/3) of the Directors then in office, or as may otherwise be provided by law and in conformance with the OMA. Such meetings will be held at the office of the Corporation in Detroit, Michigan, unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case the meeting may be held at any place within or outside the State of Michigan. Any request for such meeting will state the purpose or purposes of the proposed meeting.

4.3 **Notice of Special Meetings**. Notice of the time, place and purpose of each special meeting of the Directors, approved by the Chairperson must be consistent with the OMA and must be posted at least 18 hours before the meeting. Notice of special meetings served upon each Director may be served either personally or by mail, including electronic mail. If mailed, the notice will be directed to each Director at his or her address, or email address as appropriate, as it appears in the records of the Corporation unless he or she will have filed with the Secretary a written request that notices intended for him or her be mailed to some other address, in which case it will be mailed to the address designated in such request.

4.4 **Quorum**. A majority of the Directors in good standing will constitute a quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present will be the action of the Board of Directors, except as may be otherwise required by these Bylaws. If, at any time during a meeting which commenced with a quorum, less than a quorum of Directors remains in attendance, the remaining Directors may adjourn the meeting.

4.5 **Conduct of Meetings**. Meetings of the Directors will be presided over by the Chairperson. The Secretary or an Assistant Secretary of the Corporation, or, in their absence, a person chosen at the meeting by the Chairperson will act as secretary of the meeting. The protocol and procedures shall be based on Robert's Rules of Order as adopted by the Corporation.

4.6 **Presumption of Assent**. A Director of the Corporation 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 that Director's dissent shall be entered in the minutes of the meeting or unless that Director files a written dissent to such action with the person acting as the Secretary of the meeting before its adjournment or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

4.7 **Telephonic Conferences**. A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which the public and 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.

4.8 **General Powers as to Negotiable Paper**. The Board of Directors will, from time to time, prescribe the manner of making, signing, and endorsing checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the Officer or Officers, agent or agents, who will, from time to time, be authorized to make, sign or endorse the same on behalf of the Corporation. All commitments, agreements and contracts exceeding Twenty Thousand ($20,000) Dollars (individually or cumulatively) in value must be approved by the Board of Directors and such approval authority will not be delegated to any Officer(s) or committee(s). Notwithstanding the foregoing, all checks and other negotiable paper and instruments that are or represent an amount of money exceeding Two-Hundred and Fifty Thousand ($250,000) Dollars and are not approved as a budgeted expense must be made, signed and endorsed by at least two authorized Officers of the Corporation. Subject to the provisions of Section 4.9, execution of all commitments, contracts, and agreements shall be the responsibility of the President and CEO.

4.9 **Powers as to Other Documents**. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the execution and delivery of any contract, conveyance, or other instrument has been authorized by the Board of Directors without specifying the Officer or Officers authorized to execute and deliver it, such document may be executed and delivered on behalf of the Corporation by the President and CEO, any Vice President or the Treasurer.

4.10 **Conflict of Interest**. The Directors shall scrupulously declare and avoid conflict of interest situations. The Corporation shall adopt a Code of Conduct defining and regulating conflict situations. Each Director shall consent in writing at the time of election and at each Annual Meeting to abide by the Corporation's Code of Conduct then in effect.

4.11 **Contracts between the Corporation and Related Persons**. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of the Corporation's Directors are members or employees, or in which one or more of the Corporation's Directors are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting at which the Board of Directors of the Corporation acts upon, or in reference to, such contract or transaction; provided that the Conflict of Interest Policy adopted by the Board is followed. The Board of Directors shall authorize, approve or ratify such contract or transaction at a meeting by a vote in accordance with Section 4.4. The presence of any such interested Director or Directors shall be counted in determining whether a quorum is present at the meeting, but no such Director shall be permitted to vote upon such contract or transaction.

ARTICLE 5
Committees

5.1 **Committees**. The Board of Directors shall establish and maintain an Executive Committee, an Audit and Finance Committee, a Compensation Committee, a Strategic Planning Committee, and a Program Services Committee as standing committees of the Corporation. The Board of Directors may also establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation or to perform a specific task or tasks. The Board of Directors shall establish policies and procedures for all committees which are not inconsistent with these Bylaws. Persons who are not members of the Board of Directors shall be eligible to serve on committees, other than the Executive Committee, the Audit and Finance Committee, and the Compensation Committee. Other than the ex-officio members of the Executive Committee, committee members shall be elected by the Board of Directors. Except as may be otherwise provided in these Bylaws or the Board resolution establishing such committee, the chairperson of each committee shall be appointed from among the committee membership by the Chairperson of the Board. Committee members may be removed with or without cause at any time by vote of a majority of the Directors then in office, except that a two-thirds vote of the Directors then in office shall be required to remove the ex-officio members of the Executive Committee. Each committee shall report to the Board of Directors at each Board meeting on the activities of the committee, if any,

5.2 **Executive Committee**. The Executive Committee shall consist of the Chairperson and, if they are Directors, the Vice-Chairperson, the Secretary and the Treasurer. The Board of Directors may also elect one (1) or more additional Directors as members of the Executive Committee ("At-Large Member"). Members of the Executive Committee who serve by virtue of their status as Officers shall serve for terms concurrent with their terms as Officers. At Large Members shall be elected at the Annual Meeting of the Board and shall serve for a one year term and until the next Annual Meeting. The President and CEO shall be an ex-officio non-voting member of the Executive Committee. Except as provided in Section 6.1, the Executive Committee shall have and exercise all of the power and authority of the Board of Directors and shall manage and control the business and affairs of the Corporation between Board meetings. In addition, the

Executive Committee shall supervise and manage the activities of all of the other committees of the Corporation.

5.3 **Audit and Finance Committee**. The Audit and Finance Committee shall be composed of four (4) Directors, at least one of whom has experience as a chief financial officer, a finance director, a certified public accountant, or similar experience. The duties and responsibilities of the Audit and Finance Committee shall be as follows:

(a) To recommend to the Board of Directors an auditor for the Corporation and to supervise and manage the activities of the auditor in the conduct of the annual audit.

(b) To review the Corporation's internal controls and all of its financial and accounting policies and procedures, to report on their status to the Board of Directors and make recommendations for changes and revisions as appropriate.

(c) To prepare an annual fiscal year budget for the Corporation with the Corporation's finance director and finance staff for approval by the Board of Directors, to monitor the ongoing financial performance of the Corporation against the budget and to recommend changes to the budget as appropriate.

(d) To review periodic interim financial reports prepared by the finance staff and report to the Board of Directors regarding any issues or concerns.

(e) To hire its own advisors in connection with the financial statements, accounting issues, internal controls and recommendations of the selection of the auditor.

The Audit and Finance Committee shall have authority to engage outside consultants or advisors (other than the auditor) in order to carry out its functions and responsibilities.

5.4 **Compensation Committee**. The Compensation Committee shall consist of not less than three (3) Directors. The Compensation Committee shall be responsible for recommending to the Board of Directors the compensation of the President and CEO. The Compensation Committee shall also determine the compensation of the other senior executives of the Corporation and shall approve the compensation ranges and classifications of the other employees of the Corporation. The Compensation Committee shall obtain and utilize appropriate data and information with respect to the comparability of the compensation of the Corporation's employees with amounts ordinarily paid by similar organizations for similar services.

5.5 **Strategic Planning Committee**. The Strategic Planning Committee shall consist of not less than four (4) Directors. The committee shall meet at least four (4) times per year. The duties and requirements of this committee are subject to change as

determined by the Corporation Board. The Strategic Planning Committee shall be responsible for providing strategic guidance and counsel to the Corporation Board, including but not limited to the following:

(a) To recommend approval of strategic planning activities;

(b) To recommend changes and modifications to the By-Laws for the Corporation Board;

(c) To recommend a limited number of enterprise-wide strategic priorities that signal important targets or areas for the Corporation Board to focus;

(d) To develop strategies for involvement and cultivation of major gift prospects;

5.6 **Program Services Committee**. The Program Services Committee shall meet at least four (4) times per year. The duties and requirements of this committee are subject to change as determined by the Corporation Board. The duties and responsibilities of the committee include, but are not limited to, the following:

(a) To review performance data in order to analyze outcomes and recommend strategies to the Corporation to improve program deficiencies;

(b) To provide policy guidance to the Board to ensure that jobseekers (including special populations) and business services customers can best utilize the Corporation's resources;

(c) To lend expertise to ensure that training strategies meet employer/labor market needs.

ARTICLE 6
Committee Powers and General Procedures

6.1 **General Powers**. None of the committees, except for the Executive Committee, shall have the authority to make decisions on behalf of the Corporation Board. All actions of the committees must be ratified by the Board. No committee will have the power to:

(a) Amend the Articles of Incorporation;

(b) Adopt an agreement of merger or consolidation;

(c) Amend the Bylaws of the Corporation;

(d) Fill vacancies on the Board; or

(e) Fix compensation of the Directors for serving on the Board or on a committee.

6.2 **Meetings**. Committees will meet as directed by the Board and may meet at the times determined by the chair of the committee, and their meetings will be governed by the rules provided in Article 4 for meetings of the Board. Minutes will be recorded at each committee meeting and a copy will be provided to the Secretary to maintain with the Corporation records.

ARTICLE 7
Officers

7.1 **Election or Appointment**. The Officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a President and CEO, a Secretary and a Treasurer. Officers of the Corporation shall be elected by the Board of Directors at each Annual Meeting. The Board of Directors may elect a Vice-Chairperson, Secretary or Treasurer. The same person may hold any two or more offices, but no Officer will execute, acknowledge or verify any instrument in more than one capacity.

7.2 **Term of Office**. The term of office of all Officers will commence upon their election and will continue until the next Annual Meeting of the Board of Directors and thereafter until their respective successors are chosen or until their resignation or removal. Any Officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of two-thirds of the Directors then in office. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer. The election of an Officer does not of itself create contract rights. An Officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. An Officer delivering a written notice of resignation may be removed prior to the effective date stated in such notice. The Directors will have power to fill any vacancies in any offices occurring for whatever reason.

7.3 **Compensation**. The Officers who are not employees of the Corporation may not be compensated for their services; however, such Officers may be reimbursed for reasonable travel and expenditures incurred on behalf of the Corporation or as a direct result of serving as an Officer. Officers who are employees of the Corporation shall receive reasonable compensation for their services as determined by the Board of Directors.

7.4 **Chairperson of the Board**. The Chairperson of the Board will preside at all meetings of the Board. The Chairperson of the Board will be an ex-officio member of all committees of the Board. In addition, the Chairperson of the Board shall exercise such authority and perform such duties as designated in these Bylaws or as the Board may from time to time assign.

7.5 **President and CEO**. Subject to the supervision and control of the Board of Directors, the President and CEO shall be the chief executive officer of the Corporation

and shall be responsible for the day to day management and supervision of business and affairs of the Corporation. The President and CEO shall be an ex officio member of the Board without voting rights. The President and CEO will see that all orders and resolutions of the Board of Directors are carried into effect. The President and CEO shall be hired by the Board by majority vote and shall be responsible and accountable to the Board through the Chairperson. The President and CEO shall, within the policies, principles and priorities established by the Board, be responsible for hiring, firing and promotions of staff (other than Officers), the establishment of job assignments for staff members and, within the ranges determined by the Compensation Committee, the establishment of salaries for staff members (other than Officers). The President and CEO, or other staff members so designated by the President and CEO, shall have authorization to speak on behalf of, and to represent the Corporation in carrying out the policy direction of the Board. The President and CEO will execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof will be expressly delegated by the Directors to some other Officer or agent of the Corporation.

7.6 **Vice-Chairperson**. The Vice-Chairperson will carry out the duties of the Chairperson of the Board in the Chairperson's absence and will provide support and assistance to the Chairperson in carrying out his/her duties. The Vice-Chairperson will also perform other duties as the Board of Directors may prescribe.

7.7 **Secretary**. The Secretary will attend all meetings of the Board of Directors and ensure that all votes and the minutes of all proceedings are recorded. The Secretary will also ensure that the meetings are conducted in compliance with the OMA, and will perform such other duties as may be prescribed by the Directors.

7.8 **Treasurer**. The Treasurer will be responsible for ensuring and monitoring the Corporation's overall financial stability. The Treasurer will make recommendations regarding the strategic direction and long term financial goals for the Corporation. The Treasurer is responsible for ensuring that the budget decisions reflect the overall objectives of the Board and that there is consistency between the Corporation's mission and finances. The Treasurer shall serve as the Chairperson of the Audit and Finance Committee.

ARTICLE 8
Indemnification

8.1 **Non-Derivative Actions**. Subject to all of the other provisions of this Article, the Corporation will 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 because (a) the person was or is a Director or Officer of the Corporation, or (b) who was or is serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person will only be indemnified and held harmless against expenses (including actual and reasonable

attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acting in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, will not itself create a presumption that (a) the person did not act 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 (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation).

8.2 **Derivative Actions**. Subject to all of the provisions of this Article, the Corporation will 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 because (a) the person was or is a Director or Officer of the Corporation, or (b) the person was or is serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person will be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with such 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. However, indemnification will not be made for any 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 such action or suit was brought has determined on 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 the expenses that the court considers proper.

8.3 **Expenses of Successful Defense**. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 8.1 or 8.2, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person will be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

8.4 **Contract Right; Limitation on Indemnity**. The right to indemnification conferred in this Article will be a contract right and will apply to services of a Director or Officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or Officer. Except as provided in Section 8.3, the Corporation will have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

8.5 **Determination that Indemnification is Proper**. Any indemnification under Sections 8.1 or 8.2 (unless ordered by a court) will be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 8.1 or 8.2, whichever is applicable. Such determination will be made in any of the following ways:

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

(b) By independent legal counsel in a written opinion.

8.6 **Proportionate Indemnity**. If a person is entitled to indemnification under Sections 8.1 or 8.2, or for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation will 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.

8.7 **Expense Advance**. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 8.1 or 8.2 shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking will be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.8 **Non-Exclusivity of Rights**. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation or under the Articles of Incorporation. However, the total amount of expenses advanced or indemnified damages from all sources combined will not exceed the amount of actual damages and expenses incurred by the person seeking indemnification or advancement of expenses. If there is a conflict between Article 8 and the Articles of Incorporation, the Articles of Incorporation shall control.

8.9 **Indemnification of Employees and Agents of the Corporation**. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.

8.10 **Former Directors and Officers**. The indemnification provided in this Article continues for a person who has ceased to be a Director or Officer and will inure to the benefit of the heirs, executors, and administrators of that person.

8.11 **Insurance**. The Corporation shall purchase and maintain insurance on behalf of any person who (a) was or is a Director or Officer of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance will protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the State of Michigan.

8.12 **Changes in Michigan Law**. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person will be entitled will be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

8.13 **Volunteer Indemnification**. Notwithstanding the foregoing provisions of this Article 8, no officer or member of the Board of Directors of the Corporation who is a volunteer Director or volunteer Officer, as those terms are defined in the Act, shall be personally liable to the Corporation for monetary damages for a breach of the Director's or Officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a Director or Officer for any of the following:

(a) A breach of the Director's or Officer's duty of loyalty to the Corporation;

(b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(c) A violation of Section 551(1) of the Act;

(d) A transaction from which the Director or Officer derived an improper personal benefit;

(e) An act or omission that is grossly negligent.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, member or other volunteer occurring on or after the effective date of these Bylaws, incurred in the good faith performance of the volunteer's duties, if all of the following are met:

(a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(b) The volunteer was acting in good faith.

(c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(d) The volunteer's conduct was not an intentional tort.

(e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, (M.C.L.A. Section 500.3135, as amended).

A claim for monetary damages for a volunteer director's, volunteer officer's, or other volunteer's acts or omissions shall not be brought or maintained against such person. The claim shall be brought and maintained against the Corporation.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not be considered to have assumed liability to the extent that such assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

If the Act is amended after the date these Bylaws are adopted to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the Board of Directors and the Officers, in addition to that described in this Section, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any member to the Board of Directors of the Corporation for or with respect to any act or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE 9

Miscellaneous

9.1 **Fiscal Year**. The fiscal year of the Corporation will begin on the 1st day of July of each year and will end on the 30th day of June following.

9.2 **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 a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan, advance, overdraft, or withdrawal by an Officer or Director of the Corporation, other than in the ordinary and usual course of the business of the Corporation, shall be made or permitted.

9.3 **Deposits**. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 **Voting of Securities Owned by the Corporation**. Subject always to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by the Corporation may be voted at any meeting of security holders of such other corporation by the President and CEO of the Corporation or by proxy appointed by the President and CEO, or in the absence of the President and CEO and the President and CEO's proxy, by the Secretary or Treasurer of the Corporation or by proxy appointed by the Secretary or Treasurer. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by the Corporation shall be executed in the name of the Corporation by the President and CEO, the Secretary or the Treasurer of the Corporation without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of the Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by the Corporation the same as such shares or other securities might be voted by the Corporation. This section shall in no way be interpreted to permit the Corporation to invest any of its surplus funds in any share or other securities issued by any other Corporation. This section is intended to apply, however, to all gifts, bequests or other transfers of shares or other securities issued by any other corporation which are received by the Corporation.

9.5 **Notices**. Any notice required by statute or by these Bylaws to be given to the Directors or to any Officer of the Corporation, unless otherwise provided in these Bylaws or in any statute, will be sufficient if mailed to the Director at his or her address, or email address as appropriate, as it appears in the records of the Corporation unless he or she will have filed with the Secretary a written request that notices intended for him or her be mailed to some other address, in which case it will be mailed to the address designated in such request.

9.6 **Amendments**. These Bylaws may be altered or repealed or new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors then in office at any Regular or Special Meeting of the Board, if a notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting in accordance with the procedures of these Bylaws. The following amendments to these Bylaws shall not be made unless approved by the Mayor:

(a) an amendment changing the composition or number of Directors or affecting the manner or term of their appointment or removal;

(b) an amendment that changes the Corporation's status as a nonprofit corporation;

(c) an amendment that contradicts any provision in the Governance Agreement dated June 28, 2012 among the Mayor, the LWDB and the Corporation; or

(d) an amendment that conflicts with or contradicts any provision of the WIA or any State of Michigan or Federal law requirement.

9.7 **Repeal of Prior Bylaws**. All Bylaws previously approved by the Board of Directors are hereby terminated; provided that, any rights of indemnification for actions occurring prior to the date of these Bylaws shall survive.

9.8 **Non-Discrimination**. The Corporation will comply with applicable federal, state and municipal laws regarding discrimination. The Corporation will not discriminate in employment, in the provision of services, or in the election to any office based on race, color, religion, sex, sexual orientation, national origin, age, disability, height, weight, genetic information, marital status, arrest without conviction, political affiliation or belief or, for program beneficiaries only, citizenship or participation in any federally assisted program or activity.

CERTIFICATE OF SECRETARY

The undersigned certifies that he or she is the duly elected and acting Secretary of the Detroit Employment Solutions Corporation, and that the foregoing Bylaws constitute amended and restated Bylaws of the Corporation as duly adopted by the Board of Directors on December 10, 2013.

_____
SECRETARY

_____
MAYOR, CITY OF DETROIT

Adopted on 12/10/2013

AMENDED AND RESTATED BYLAWS OF DETROIT EMPLOYMENT SOLUTIONS CORPORATION

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