

Referral
7/23/19.

**INTERNAL
OPERATIONS
STANDING
COMMITTEE**



Mayor's Office

4

Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, Michigan 48226

Phone 313•224•3400
Fax 313•224•4128
www.detroitmi.gov

July 16, 2019

The Honorable City Council
City of Detroit
Coleman A. Young Municipal Center
2 Woodward Ave., Suite 1340
Detroit, MI 48226

Re: Re-Appointment to the Detroit Land Bank Authority

Dear Honorable City Council Members:

It gives me great pleasure to inform you that I have reappointed/appointed, with your consideration, the following individuals to the Detroit Land Bank Authority.

| <u>TERM MEMBER</u> | <u>TERM COMMENCES</u> | <u>EXPIRES</u> |
|------------------------|-----------------------|----------------|
| Miranda Morrow-Bartell | Immediately | June 30, 2023 |

Sincerely,

Michael E. Duggan,
Mayor

cc: Alexis Wiley, Chief of Staff, Mayor's Office
Elisa Malile, Deputy Chief of Staff, Mayor's Office



Mayor's Office

Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, Michigan 48226

Phone 313•224•3400
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BY ALL WAYNE COUNTY COMMISSIONERS

RESOLVED, that the appointment by The City of Detroit, of the following individual to serve on the Detroit Wayne County Mental Health Authority Board of Directors for the corresponding term of office indicated be and the same is hereby approved.

| <u>TERM MEMBER</u> | <u>TERM COMMENCES</u> | <u>EXPIRES</u> |
|------------------------|-----------------------|----------------|
| Miranda Morrow-Bartell | Immediately | June 30, 2019 |

Adopted as follows:

Yeas: _____

Nays: _____

WAIVER OF RECONSIDERATION



Mayor's Office

Coleman A. Young Municipal Center
2 Woodward Avenue, Suite 1126
Detroit, Michigan 48226

Phone 313•224•3400
Fax 313•224•4128
www.detroitmi.gov

July 16, 2019

Dear Miranda Morrow-Bartell:

Congratulations on your recent re-appointment to the Detroit Land Bank Authority. Your appointment is effective immediately and will expire June 30, 2023.

Thank you for your willingness to serve the citizens of Detroit. I look forward to working with you and I expect great things from the Detroit Land Bank Authority.

Should you have any questions or need any additional information please contact Elisa Malile by phone at (313) 628-2285 or by email at malilee@detroitmi.gov.

Sincerely,

Michael E. Duggan,
Mayor

cc: Alexis Wiley, Chief of Staff, Mayor's Office
Elisa Malile, Deputy Chief of Staff, Mayor's Office



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City of Detroit

CITY COUNCIL

**JAMES E. TATE, Jr.
COUNCIL MEMBER**

TO: Hon. Brenda Jones, President
Detroit City Council

Hon. Roy McCalister, Jr., Chairperson
Detroit City Council-Internal Operations Committee

FROM: Hon. James E. Tate, Jr. *J.T.*
Detroit City Council – District 1

DATE: February 6, 2019

RE: *City Council Appointee Vacancy on the Detroit Land Bank Authority*

On November 1, 2018, Mr. Rasul Raheem, the City Council Appointee to the Detroit Land Bank Authority resigned due to a conflict of interest stemming from pending litigation between *Dyckema* law firm and the DLBA. To date, the position remains vacant thus creating a lack of City Council representation on the board. To ensure adequate and fair representation on the DLBA, I would like to nominate Mrs. Miranda Morrow-Bartell to fill the remainder of Mr. Raheem's term. I would like this matter to be referred to the Internal Operations Standing Committee for further consideration. If you have any questions, please contact my Policy Analyst, Edwina King, at 313.224.9530.

Thank you for your cooperation.

Encl: Biography and CV for Mrs. Morrow-Bartell
Cc: Honorable Colleagues
Legislative Policy Division

CITY CLERK 2019 FEB 7 PM 2:21

Coleman A. Young Municipal Center 2 Woodward Ave., Suite 1340 Detroit, Michigan 48226
(313) 224-1027 Fax (313) 224-0372
CouncilMemberTate@detroitmi.gov

Janice M. Winfrey
City Clerk

City of Detroit
OFFICE OF THE CITY CLERK

Caven West
Deputy City Clerk/Chief of Staff



CITY CLERK 2019 JUL 15 PM 4:15

July 15, 2019

Honorable City Council

RE: Petition No. 989: Motown Museum – a nonprofit organization, requests a resolution from your Honorable Body in support of a charitable gaming license.

On this date, your Honorable Body referred the above petition to this office for investigation. Petitioner wishes to be recognized as a nonprofit organization operating in the community for purposes of obtaining a gaming license from the Bureau of State Lottery.

Be advised that the organization meets the criteria for such recognition as established by the city Council on May 15, 2012.

Therefore, approval of this petition is recommended and an appropriate resolution is attached.

Respectfully submitted,

Janice M. Winfrey

JMW:cj

RESOLUTION

By Council Member: _____

Whereas, Motown Museum (2648 W. Grand Blvd. Detroit, Michigan 48208) requests for recognition as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the State of Michigan, and

Whereas, the organization meets the criteria for such recognition as established by the City Council on May 15, 2012.

Therefore Be it Resolved, the Detroit City Council recognizes Motown Museum (2648 W. Grand Blvd. Detroit, Michigan 48208) as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license from the Bureau of State Lottery.

Janice M. Winfrey
City Clerk

City of Detroit
OFFICE OF THE CITY CLERK
OFFICE OF THE
DETROIT CITY CLERK

Vivian A. Hudson
Deputy City Clerk

2019 JUL 15 P 3 24

DEPARTMENTAL REFERENCE COMMUNICATION

Monday, July 15, 2019

To: The Department or Commission Listed Below

From: Janice M. Winfrey, Detroit City Clerk

The following petition is herewith referred to you for report and recommendation to the City Council.

In accordance with that body's directive, kindly return the same with your report in duplicate within four (4) weeks.

OFFICE OF THE CITY CLERK

989 *Motown Museum, request from Your Honorable Body a resolution for a Charitable Gaming License.*



July 15, 2019

The Honorable Janice M. Winfrey
City Clerk
City of Detroit
2 Woodward Avenue, Suite 200
Detroit, MI 48226

Dear City Clerk Janice Winfrey,

The Motown Museum is a public 501 (c)(3) non-profit organization seeking a Michigan Charitable Gaming License in order to sell raffle tickets for our upcoming Soul-in-One Celebrity Golf Classic on Monday, September 23, 2019 at Tam-O-Shanter Country Club. The Motown Museum is located at 2648 W. Grand Blvd. in Detroit, MI 48208. Founded by Esther Gordy Edwards in 1985, the Motown Museum continues to entertain and educate people from all over the United States as well as Europe, Africa, Asia, and virtually every corner of the world about the story of the visionary entrepreneur Berry Gordy; and chart-topping, history making artist like the Temptations, Diana Ross & the Supremes, Stevie Wonder, Smokey Robinson & the Miracles, the Jackson Five and many more.

Per the State of Michigan's gaming license requirements, we need a Local Governing Body Resolution for a Charitable Gaming License adopted and documented by the City of Detroit City Council recognizing Motown Museum as a non-profit organization which will be operating in the City of Detroit (form enclosed).

Also find enclosed the following documentation as evidence of our non-profit status:

- State of Michigan Non-Profit articles of incorporation and amendments
- By-laws adopted by the Motown Museum Board of Directors
- Federal 501 (c)(3) designation

If there are any questions, or any additional information required, please do not hesitate to contact me at 313-875-2264 ext. 226.

Sincerely,

Tonette Bryant-Carter
Motown Museum

CITY CLERK 15 JUL 2019 PM2:49

QUALIFICATION INFORMATION

Complete this form and submit with the required qualification documents listed on the attached Qualification Requirements sheet. A Bingo, Raffle, or Charity Game Ticket license application and fee may also be submitted with this information. See box #5 below for mailing instructions.

1. ORGANIZATION INFORMATION

| | | | |
|-------------------------------------------------------------|-------------|-------------------|---------------------------------------------------|
| Organization Name MOTOWN HISTORICAL MUSEUM INC | | | |
| Organization Physical Street Address 2648 W. GRAND BLVD. | | | |
| City DETROIT | State MI | Zip Code 48208 | County WAYNE 82 |
| Organization Mailing Address 2648 W. GRAND BLVD. | | | <input type="checkbox"/> Same as Physical Address |
| City DETROIT | State MI | Zip Code 48208 | County WAYNE 82 |
| Organization Telephone Number 313-875-2264 EXT. 226 | | | |

2. ORGANIZATION PURPOSE

Briefly describe the purpose of your organization.

MOTOWN MUSEUM IS A NOT FOR PROFIT 501(c)(3) ORGANIZATION IN DETROIT. OUR MISSION IS TO PRESERVE, PROTECT AND PRESENT THE MOTOWN STORY THROUGH AUTHENTIC, INSPIRATIONAL AND EDUCATIONAL EXPERIENCES.

3. LICENSE APPLICATION

Enclosed is a completed application and fee for a Bingo Raffle Charity Game Ticket license
 Make checks payable to STATE OF MICHIGAN.

4. AUTHORIZED CONTACT PERSON

| | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------------------------|--------------------------------------------|-----------------------------------------------------|--|
| First Name ROBIN R. TERRY | | Last Name | | Position/Role with Organization CHAIRWOMAN & CEO | |
| Mailing Address 2648 W. GRAND BLVD. | | | | City DETROIT | |
| State MI | Zip Code 48208 | Telephone Number (Day) 313-587-8960 | Telephone Number (Evening) 248-910-4412 | | |
| By signing below, I hereby certify that the representations, information, and data presented are true, accurate, and complete to the best of my knowledge. I understand that failure to answer truthfully, completely, and accurately could preclude the organization from receiving an approval to obtain a gaming license. | | | | | |
| Authorized Contact Person Signature <i>Robin R. Terry</i> | | | | Date 13.1.19 | |
| Print Authorized Contact Name and Title ROBIN R. TERRY | | | | CHAIRWOMAN & CEO | |

5. MAILING INSTRUCTIONS

Mail this completed Qualification Information form, the required qualification documentation listed on the Qualification Requirements sheet, and the completed license application and fee (if also applying for a gaming license) to Charitable Gaming Division, PO Box 30023, Lansing, MI 48909. If submitting by overnight carrier (FedEx, UPS, etc.), send to Charitable Gaming Division, 101 East Hillsdale, Lansing, MI 48933.





Charitable Gaming Division
 Box 30023, Lansing, MI 48909
 OVERNIGHT DELIVERY:
 101 E. Hillsdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
 (Required by MCL.432.103(K)(li))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from MOTOWN HISTORICAL MUSEUM INC of DETROIT,
NAME OF ORGANIZATION CITY

county of WAYNE, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable
 gaming licenses, be considered for _____.
APPROVAL/DISAPPROVAL

| | |
|---------------|---------------|
| APPROVAL | DISAPPROVAL |
| Yeas: _____ | Yeas: _____ |
| Nays: _____ | Nays: _____ |
| Absent: _____ | Absent: _____ |

I hereby certify that the foregoing is a true and complete copy of a resolution offered and
 adopted by the _____ at a _____
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL
 meeting held on _____
DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
 PENALTY: Possible denial of application.
 BSL-CG-1153(R6/09)

Internal Revenue Service
District Director

Department of the Treasury FEB 2 1994

P. O. Box 2508
Cincinnati, OH 45201

Date: FEB 11 1994

Person to Contact:

Lois Parrott

Telephone Number:

513-684-3957

Refer Reply to:

EP/EO

Federal Identification Number:

38-2614561

Motown Historical Museum, Inc.
2648 W. Grand Blvd.
Detroit, MI. 48208-1237

Dear Sir or Madam:

This is in response to your request for a copy of your determination letter with your new name. Your original letter was issued under Motown Museum Historical Foundation. Your current name is shown above.

Our records indicate that by a determination letter issued October 15, 1987, your organization was recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

We further classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because you are an organization described in sections 509(a)(2).

The classification was based on the assumption that your operations would continue as stated in the application. If your sources of support, or your purposes, character, or method of operations have changed, please let us know so we can consider the effect of the change on your exempt status and foundation status.

As of January 1, 1984, all exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more they pay to each of their employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

(2)

Motown Historical Museum, Inc.

38-2614561

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions concerning this matter, you may contact us at the address or telephone number shown in the heading of this letter.

This is an affirmation letter.

Sincerely yours,

James E. Rogers, Jr

Acting District Director

**SECOND
AMENDED AND RESTATED BYLAWS
OF
MOTOWN HISTORICAL MUSEUM, INC.
(a Michigan nonprofit corporation)
(hereinafter referred to as the "Corporation")
Adopted April 15, 2013**

**ARTICLE I
Offices**

Section 1. Location. The principal office of the Corporation in the State of Michigan shall be located in the City of Detroit, County of Wayne.

Section 2. Change. The Board of Trustees of the Corporation (the "Board") may change the principal office of the Corporation from time to time and may establish other offices, either within or without the State of Michigan, as the business of the Corporation may require.

**ARTICLE II
Membership and Membership Meetings**

Section 1. Classes of Membership; Rights of Members to Determine Disposition of Assets. The membership of the Corporation shall consist of one class of Members who are appointed or elected to membership as provided herein or in the Articles of Incorporation. There shall be three members of the Corporation ("Members").

Notwithstanding anything to the contrary in these Bylaws, any decision relating to the disposition (including, but not limited to, by way of loan, deaccession, license or sale of intellectual property) or location of any of the Corporation's exhibits, artifacts or historical objects shall be made by majority vote of the Members. Notwithstanding the foregoing, the Corporation may loan artifacts in the ordinary course of business without the approval of the Members so long as such loan is for a period of six months or shorter.

Section 2. Election of Members. The initial members of the Corporation shall be Robin Terry, Elesha Bridgers and Morton Noveck. Each Member shall have the right to be a Trustee of the Corporation so long as he or she is a Member of the Corporation, and each Member hereby agrees to vote accordingly. Each Member shall have the right to designate his or her successor Member in writing. If a Member does not so appoint his or her successor Member, then the remaining Member or Members shall by majority vote (or, if there is only one Member remaining, then such Member) appoint Members of the Corporation so that at all times there will be three Members of the Corporation. In the event that there is no remaining Member of the Corporation, or in the event that the remaining Member or Members does not fill the Member vacancy or vacancies in accordance with this Section 2, then those persons appointed or serving

as trustees or administrators of the estate of Robin Terry or, in their absence, the estate of Elesha Bridges, shall appoint the Members of the Corporation. In the event such trustees or administrators no longer exist, then the Board of Trustees shall appoint the Members by majority vote.

Section 3. Removal of Members. Any Member may be removed at any time, for Cause (as defined below), by a vote of a majority of the remaining Members. For purposes of these Bylaws, the word "Cause" means any of the following: (i) any action or inaction of the Member resulting in an indictment involving fraud, embezzlement or theft, or (ii) a determination, by a court of competent jurisdiction or pursuant to the written certification of two licensed physicians (one of which shall be the Member's attending physician, if one exists), that due to a physical or mental incapacity, the Member is unable to perform his or duties as a Member, or (iii) the Member's failure to attend (in person, by teleconference or by proxy) (x) the annual meeting of Members, or (y) two consecutive meetings of Members. In the event that a Member is removed for Cause: (i) the remaining Members (or the Trustees, as applicable) shall not be required to honor such Member's successor designation; and (ii) such Member may be immediately removed as a Trustee of the Corporation.

Section 4. Quorum. Unless otherwise provided in the Corporation's Articles of Incorporation, the presence in person or by proxy of a majority of the Members entitled to vote shall constitute a quorum for the transaction of business at any meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 5. Annual Meetings. The annual Members' meeting shall be held at such time and on such day as the Board shall annually determine, for the purposes of electing Trustees, hearing reports of the affairs of the Corporation, and transacting any other business within the power of the Members. If the election of Trustees is not held on the day designated herein for an annual meeting, or at any adjournment thereof, the Board may cause the election to be held at a Members' special meeting as soon thereafter as one may be conveniently called and noticed for that purpose.

Section 6. Special Meetings. Members' special meetings shall be called by the President, Board or when requested by not less than one-third (1/3) of the Members of the Corporation entitled to vote. The request shall state the purpose or purposes for which the meeting is to be called, and the business transacted at any such meeting shall be limited to the purpose or purposes stated in the notice thereof.

Section 7. Place of Meeting. The Board may specifically designate any place either within or without the state of Michigan as the place of meeting for any members' annual or special meeting. If no such designation is made or if a special meeting is called other than at the request of the Board, the place of meeting shall be the registered office of the Corporation in the state of Michigan.

Section 8. Written Notice. Notice of any Members' annual meeting shall specify in writing the place, day and hour thereof and shall be given by the Secretary to each such Member entitled to vote thereat not less than ten (10) nor more than sixty (60) days before each such

meeting. Such written notice shall constitute due, legal, and personal notice to each such Member if it is given by:

- (a) delivering it to such Member personally; or
- (b) sending it to the Member by mail, telegraph, or other means of written communication, charges prepaid, addressed to the Member at:
 - (i) the Member's address as it appears on the books of the Corporation; or
 - (ii) such other address as the Member may have requested in writing that the Corporation use for the purpose of giving such notice; or
 - (iii) by publishing it at least once in each of three consecutive weeks in some newspaper of general circulation in the County in which that office is located if the member's address does not appear on the records of the Corporation and the member has not requested in writing that the Corporation use any address for such notice.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid and addressed to the Member at any such address. Except in extraordinary circumstances where express provision is made allowable by statute, notice of any Members' special meeting shall be given in the same manner as for Members' annual meetings.

Attendance of a person at a meeting of Members, in person or by proxy, constitutes a waiver of notice of the meeting, except when the Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Adjourned Meetings and Notice Thereof.

(a) Any Members' annual or special meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members present in person or represented by proxy thereat; in the absence of a quorum no other business may be transacted at such meeting.

(b) A meeting may be adjourned to another time or place without giving notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

Section 10. Voting. Each Member shall have one vote in person or by proxy upon all questions presented for action at any meeting of the Members as to which the Members have the right to vote. All questions, except those regulated by statute or specifically provided for herein or in the Articles of Incorporation, shall be determined by a majority vote of the Members constituting a quorum.

Section 11. Consent of Absentees. The transactions of any Members' annual or special meeting, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either before or after the meeting, each of the Members who was entitled to vote but was not present in person or by proxy signs a written waiver of notice and written consent to the holding of such meeting or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Action Without Meeting.

(a) If the Articles of Incorporation so provide, any action required or permitted to be taken at a Members' annual, special or regular meeting under any provision of the Michigan Nonprofit Corporation Act (the "Act") may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Members who have not consented in writing.

(b) If the Articles of Incorporation do not contain the provision described in subsection (a) hereof, any action required or permitted to be taken at a Members' meeting under any provision of the Act may be taken without such a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at such a meeting. Such consent shall have the same effect as a unanimous vote of Members.

Section 13. Proxies. Every Member entitled to vote or execute consents or dissents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed at or before the meeting at which they are intended to be used with the Secretary of the Corporation. No such proxy shall be valid after the expiration of one (1) year from the date of its execution. Any proxy duly executed shall be deemed not to have been revoked and to be in full force and effect and, in the absence of any limitation to the contrary contained in the proxy, it shall extend to all Members' meetings, unless and until an instrument revoking said proxy or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation. A proxy shall be deemed sufficient if it appears on its face to confer the requisite authority and is signed by the Member for whom it is to be voted; no witnesses to the execution of any proxy shall be required.

Section 14. Order of Business at Annual Meeting. The order of business at the Members' annual meeting, any adjournment thereof, or any other meeting of Members shall be at the discretion of the Chairperson of the Board.

Section 15. Removal of Trustees. The Members may remove any Trustee, with or without cause, at any special meeting called for that purpose or by written consent in the manner set forth in the Act, and the Members may elect a Trustee to fill the vacancy thus created at that

meeting, at any other meeting called for the purpose of filling that vacancy, or by written consent.

Section 16. Inspectors of Election. Whenever any person entitled to vote at any Members' meeting shall request the appointment of persons to inspect any election, the Board, prior to the meeting, or the person presiding at such meeting shall appoint not more than three (3) inspectors, who need not be Members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either for any election or for the decision of any questions and shall determine the result. Their certificate of any vote shall be *prima facie* evidence thereof.

Section 17. Meeting By Telephone. Any Member may participate in any meeting of the Members by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. The notice of such meeting shall include a description of the means of remote communication by which a Trustee may participate, and all participants shall be advised of the communications equipment, and all participants shall be advised of the communications equipment, and the notice of meeting shall include a description of the means of remote communication by which a Member may participate, so long as such notice is required by the Act. The names of the participants in the conference shall be divulged to all participants. If a member participates in a meeting pursuant to this section, he or she shall be deemed to be actually present at the meeting for all purposes.

Section 18. Notice and Consents by Electronic Transmission. In addition to any other form of notice or consent to or from a Member permitted by the Articles of Incorporation or these Bylaws, any notice or consent given by a form of electronic transmission to which the Member has consented is effective. For this purpose, a Member shall be deemed to have consented to such electronic transmission if such Member does not affirmatively object to such transmission. Further, "Electronic transmission" means any form of communication that meets all of the following: (1) it does not directly involve the physical transmission of paper; (2) it creates a record that may be retained and retrieved by the recipient; and (3) it may be directly reproduced in paper form by the recipient through an automated process.

ARTICLE III

Trustees and Meetings of the Board of Trustees

Section 1. Powers. All of the powers of this Corporation not expressly reserved to or conferred upon the Members by statute, the Articles of Incorporation, or these Bylaws (including Article II, Section 1 regarding disposition of disposition of Corporation assets) shall be vested in the Board of Trustees of this Corporation which shall control and manage its business and affairs.

Section 2. Number of Trustees; Mandatory Members. The authorized number of Trustees of this Corporation shall be at least three (3) but not more than twenty-five (25), as determined by resolution of the Members from time to time. The present number of Trustees shall be nine (9), which may be changed, from time to time, by a resolution of the Members. A maximum of three (3) seats on the Board shall be reserved for members of the Gordy Family (defined as five generations of direct descent from Berry Gordy, Sr. or Esther Gordy Bullock Edwards, including by marriage or adoption) who wish to serve as Trustees, and the Members of

the Corporation shall vote accordingly, so long as there remain at least three (or such lesser number as is willing to serve) members of the Gordy Family expressing an interest in serving as a Trustee.

Section 3. Election, Term of Office and Qualification of Trustees.

The Trustees shall be elected at each Member's annual meeting or otherwise as provided in these Bylaws. All Trustees shall hold office until the next annual meeting of Members at which Trustees are elected or until their earlier death, resignation or removal. Any Trustee may be removed at any time, with or without cause, by vote of a majority of the Members.

Section 4. Vacancies. A vacancy in the Board shall be deemed to exist if any of the following events occurs:

- (a) Any Trustee resigns or dies;
- (b) The authorized number of Trustees, as determined from time to time by resolution of the Members, is greater than the number of Trustees on the Board, including resulting from the removal of a Trustee by the Members; or
- (c) At any Members' meeting at which one or more Trustees is to be elected, the Members fail to elect the full authorized number of Trustees.

Vacancies shall only be filled by a majority vote of the Members.

Section 5. Place of Meeting. Regular Board meetings shall be held at any place within or without the state of Michigan which has been designated from time to time by resolution of the Board and filed with the Secretary of the Corporation. In the absence of such designation, regular meetings shall be held at the registered office of the Corporation. Any special Board meeting may be held at any place designated in the notice of meeting; otherwise special Board meetings shall be held at the registered office of the Corporation in the state of Michigan.

Section 6. Organization Meeting. Promptly following each Members' annual meeting and each adjourned annual and Members' special meeting held for the purpose of electing a new Board, the newly elected Board may hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of each such meeting need not be given and is hereby dispensed with.

Section 7. Other Regular Meetings. Board meetings may be regularly scheduled for dates, times and places as determined by the President and in such case, notice of such meetings need not be given and is hereby dispensed with.

Section 8. Special Meetings and Notice Thereof.

(a) Special Board meetings for any purpose or purposes may be called at any time by the Chairperson or the President or, if he or she is absent or unable to act, by any Vice President.

(b) Written notice of the place, day, and hour of special Board meetings shall be given to each Trustee and constitute due, legal, and personal notice to him or her if that notice is delivered personally to him or her or sent to him or her by mail, telegraph, e-mail, or other means of written communication, charges prepaid, addressed to him or her at his or her address as it is shown upon the records of the Corporation or, if such address is not so shown on such records or is not readily ascertainable, at the place in which the regular Trustees' meetings are held. If mailed or telegraphed, such notice shall be deposited in the United States Mail or delivered to the telegraph company in the place which the principal office of the Corporation in the State of Michigan is located at least forty-eight (48) hours prior to the time of holding the meeting; if mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid and addressed as set forth above.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned Board meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned provided that the meeting is not adjourned for more than thirty (30) days.

Section 10. Waiver of Notice.

(a) The attendance of a Trustee at any Board meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called, noticed, or convened.

(b) The transactions of whatever kind or nature held at any Trustee meeting, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Trustees not present signs a written waiver of notice of the meeting and a written consent to holding such meeting, or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(c) In addition, any action required or permitted to be taken by the Board under the Act may be taken without a meeting, if all members of the Board shall individually and collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Trustees at a duly called, noticed, and held Board meeting. Any certificate or other document filed under any provision of the Act which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that these Bylaws authorized the Trustees so to act and such statement shall be *prima facie* evidence of such authority.

Section 11. Quorum; Required Vote. Except to adjourn the meeting as hereinafter provided, at all meetings of the Board of Trustees, or of a committee thereof, one third (1/3) of the members of the Board then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business unless the Articles of Incorporation, these Bylaws, or in the case of a committee, the Board resolution establishing the committee, provide for a larger number. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Trustees or of the committee, unless the vote of a larger number is required by the Act, the Articles of Incorporation, or these Bylaws, or in the case of a committee, the Board resolution establishing the committee. If a quorum is not present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 12. Adjournment. A quorum may adjourn any Board meeting to meet again at a stated place, date, and hour; however, in the absence of a quorum a majority of the Trustees present at any regular or special Board meeting may adjourn from time to time until the time fixed for the next regular Board meeting.

Section 13. Fees and Compensation. By resolution of the Board, the Trustees may be paid their expenses, if any, of attendance at each Board meeting and a fixed sum for attendance at each Board meeting or a reasonable (based upon benchmarking data), stated salary as Trustee. Nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving a separate compensation therefor.

Section 14. Presumption of Assent. A Trustee who is present at any Board meeting at which action on any corporate matter is taken shall be presumed to have assented to any action taken by the Board at that meeting unless his or her dissent shall be entered in the minutes of the meeting or he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 15. Meeting By Telephone or Similar Equipment. Any Trustee may participate in any meeting of the Trustees by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. The notice of such meeting shall include a description of the means of remote communication by which a Trustee may participate, and all participants shall be advised of the communications equipment. The names of the participants in the conference shall be divulged to all participants. If a Trustee participates in a meeting pursuant to this section, he or she shall be deemed to be actually present at the meeting for all purposes.

Section 16. Executive Committees.

(a) The Board, by resolution passed by a majority of the Board then in office, may provide for an Executive Committee by appointing two (2) or more members thereto, each of whom shall be a Trustee and who shall serve on such committee at the

pleasure of the Board. The Chairperson of the Board shall serve as an *ex officio* member of the Executive Committee and shall serve as the Chairperson of the Executive Committee. Except as provided herein or otherwise by resolution of the Board, the Act or other applicable law, the Executive Committee during the intervals between Board meetings shall possess and may exercise all of the powers of the Board in the management of the business and affairs of the Corporation. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions taken by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision and alteration by the Board, except that no rights of third persons created in reliance thereon shall be affected by any such revision or alteration. Vacancies in the Executive Committee shall be filled by the Board, if the Board so desires.

(b) Subject to provisions of these Bylaws, the Executive Committee shall fix its own rules of procedure and shall meet as provided by such rules, by resolution of the Board, or at the call of the President or Secretary of the Corporation or of any two (2) members of the committee. Unless otherwise provided by such rules, the provisions of the Bylaws relating to the notice required to be given to Trustees shall apply to all meetings of the Executive Committee. A majority of the members serving on the Executive Committee shall be necessary to constitute a quorum.

Section 17. Other Committees and Boards. The Board may by resolution provide for such other standing or special committees or advisory boards as it deems desirable and discontinue the same at its pleasure. Each such committee and board shall have such powers and perform such duties not inconsistent with law, as may be assigned to it by the Board. If provision be made for any such committee or board, the members thereof shall be appointed by the Board, shall consist of one or more members of the Board and shall serve at the pleasure of the Board. Vacancies in such committees or boards shall be filled by the Board.

Section 18. Action Without Meeting. Unless prohibited by the Articles of Incorporation, any action required or permitted to be taken under authorization voted at a meeting of the Board or any committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.

Section 19. Notice and Consents by Electronic Transmission. In addition to any other form of notice or consent to or from a Trustee permitted by the Articles of Incorporation or these Bylaws, any notice or consent given by a form of electronic transmission to which the Trustee has consented is effective. For this purpose, a Trustee shall be deemed to have consented to such electronic transmission if such Trustee does not affirmatively object to such transmission. Further, "Electronic transmission" means any form of communication that meets all of the following: (1) it does not directly involve the physical transmission of paper; (2) it creates a record that may be retained and retrieved by the recipient; and (3) it may be directly reproduced in paper form by the recipient through an automated process.

ARTICLE IV Officers

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board, a Chief Executive Officer, a President, a Secretary, and a Treasurer. The Corporation also may have, in the discretion of the Board, Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board with such duties as assigned from time to time by the Board. One person may hold two or more offices. Except as provided in Section 3 of Article VI, no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Election. The officers of the Corporation shall be chosen by the Board, subject to the requirements of these Bylaws (including with respect to Robin Terry's right to serve as President and Chairperson of the Board) and each shall hold his or her office until he or she shall resign, until he or she shall be removed or otherwise disqualified to serve, or until his or her successor shall be elected and qualified.

Section 3. Subordinate Officers and Agents. The Board may appoint such other officers and agents as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be provided in these Bylaws or as the Board may determine from time to time.

Section 4. Removal and Resignation. Any officer or agent may be removed by a majority of the Board at the time in office at any regular or special Board meeting.

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Chairperson of the Board. Robin Terry shall have the right to serve as the Chairperson of the Board of Trustees until she is no longer a Trustee of the Corporation. At such time, or upon Robin Terry's earlier resignation as Chairperson of the Board, the Members shall elect by majority vote a Trustee to serve as the Chairperson of the Board of Trustees to serve in such position until the next annual meeting of Members. With respect to any Chairperson other than Robin Terry, the Members shall have the right to remove such Chairperson of the Board for any reason. The Chairperson of the Board shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. The Chairperson of the Board shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Trustees. He or she shall be, *ex officio*, a member of all standing committees. The Chairperson of the Board of Trustees shall possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every

conceivable kind and character whatsoever in the name of and on behalf of the Corporation which may be authorized by the Board of Trustees. Upon his or her resignation (but not removal for Cause), the immediate past Chairperson of the Board may elect to serve the Corporation in an advisory capacity as Chairperson of the Board emeritus. The Chairperson of the Board emeritus shall not have a vote in any matter coming before the Board of Trustees.

Section 7. President; CEO. In an effort to preserve the story and legacy of Motown, Robin Terry shall have the right (but not the obligation) to serve as the President and Chief Executive Officer of the Corporation until the Corporation's annual meeting to be held for the election of officers in 2018. Robin Terry's term as President and Chief Executive Officer (unless such position is split, as set forth in more detail below), shall be renewable by the Board of Trustees for additional three-year terms. Notwithstanding the foregoing, Robin Terry may be earlier removed from the office of President and Chief Executive Officer of the Corporation for any of the following: (i) any action or inaction of Robin Terry resulting in an indictment involving fraud, embezzlement or theft, or (ii) a determination, by a court of competent jurisdiction or pursuant to the written certification of two licensed physicians (one of which shall be Robin Terry attending physician, if one exists), that due to a physical or mental incapacity, Robin Terry is unable to perform her duties, or (iii) the Board of Trustees determines, by 66% vote, that Robin Terry has committed a dereliction of her duties as President and/or Chief Executive Officer, as applicable. Upon vote of the Board of Trustees, which vote shall also be approved by the Members, the position of President and the position of Chief Executive Officer may be split, in which case Robin Terry shall serve as Chief Executive Officer, with the President reporting to her in such capacity. At such time as Robin Terry no longer serves as President and/or Chief Executive Officer, the Board of Trustees shall elect by majority vote a President and/or a Chief Executive Officer, as applicable, who need not be a Trustee of the Corporation but who shall be acceptable to the Members. Subject to such powers and duties, if any, as may be given to the Chairperson of the Board by the Board or prescribed by these Bylaws, the Chief Executive Officer shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Corporation. If the positions of Chief Executive Officer and President are split, then the President shall have those duties assigned to him or her by the Board of Trustees or the Chief Executive Officer from time to time and shall report to the Chief Executive Officer.

The Chief Executive Officer or, if none shall have been appointed, the President, shall preside at all members' meetings and, in the absence of the Chairperson of the Board or if there be no such Chairperson, at all Board meetings. He or she shall be *ex officio* a member of all the standing committees, including the executive committee, if any, shall have the general powers and duties of management usually vested in such office, shall see that all orders and resolutions of the Board are carried into effect, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Vice Presidents. In the event of the President's absence or disability, the Vice Presidents, if more than one, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of and shall be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed for them respectively by the Board or these Bylaws.

Section 9. Secretary.

(a) Secretary shall attend all Members' meetings and all Board meetings and shall keep or cause to be kept, in his or her custody at the principal or registered office of the Corporation in the state of Michigan or such other place as the Board may order, a book recording the minutes of all Board and members' meetings setting forth: the place, date, and hour of holding; whether regular or special; the notice thereof given; the names of those present at Board meetings; and the proceedings thereof.

(b) The Secretary shall keep or cause to be kept at the registered office of the Corporation in the State of Michigan, a list showing the names of the Members and their addresses.

(c) The Secretary shall keep in safe custody the seal of the Corporation (if any) and, when authorized by the Board, affix the same or cause the same to be affixed to any instrument requiring it; when so affixed, the seal shall be attested by his or her signature or by the signature of the Treasurer or the Assistant Secretary. The Secretary shall perform such other duties and have such other authorities as are delegated to him or her by the Board.

(d) The Secretary shall give or cause to be given notice of all Board and Members' meetings required by these Bylaws or by law.

Section 10. Assistant Secretaries. In the event of the Secretary's absence or disability, any Assistant Secretary shall act as Secretary in all respects. The Assistant Secretaries shall exercise such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board, the President, the Secretary, or these Bylaws.

Section 11. The Treasurer.

(a) The Treasurer shall, subject to the direction of the Board, account for the Corporation's funds and securities and shall oversee that full and accurate accounts of receipts and disbursements are maintained in the Corporation's books. If there is a finance committee, the Treasurer shall chair such committee.

(b) The Treasurer shall also have the following duties: (i) deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board; (ii) shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board; (iii) shall render to the President/CEO and the Board, whenever either requests it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and (iv) shall have such other powers and authority incident to the office of Treasurer and shall perform such other duties as may be prescribed by the Board or these Bylaws.

Section 12. Assistant Treasurers. In the event of the Treasurer's absence or disability, the Assistant Treasurer shall act as Treasurer in all respects. The Assistant Treasurer

shall exercise such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board, the President, the Treasurer, or these Bylaws.

Section 13. Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board.

ARTICLE V **Indemnification**

Section 1. Indemnification.

(a) *Mandatory Indemnification of Directors and Officers.* Provided such action will not violate any applicable provision of state law or the Internal Revenue Code of 1986, as amended, (the "Code") or cause the Corporation to lose its tax-exempt status under the Code, each individual who (i) is or was a Trustee, director or officer of the corporation, or (ii) is or was serving (at such time as such individual is or was a Trustee, director or officer of the corporation) at the request of the corporation as a trustee, director, officer, partner, employee, non-director volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit, including service with respect to employee benefit plans (hereinafter, an "Indemnatee"), shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Act and other applicable laws of the State of Michigan, as the same exist or may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) against all expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection therewith. The right to indemnification conferred under this Article V shall be a contract right and shall apply to services of a Trustee, director or officer as an employee or agent of the Corporation as well as in the person's capacity as a Trustee, director or officer of the Corporation. Notwithstanding the preceding, however, and except as provided in Section 1 (c) of Article V of these Bylaws with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnatee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation or if such proceeding is to enforce such Indemnatee's rights to indemnification hereunder.

(b) *Advancement of Expenses.* The right to indemnification conferred under Article V shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (collectively, "Advances"); *provided, however,* that the payment of such expenses incurred by an Indemnatee in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnatee, to repay all advances if it is ultimately determined that such Indemnatee is not entitled to be indemnified under this Article VII or otherwise. The undertaking shall be an unlimited

general obligation of the Indemnitee on whose behalf advances are made but need not be secured.

(c) *Remedies.* If a claim under Sections 1(a) or 1(b) of this Article V is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover advances, the Indemnitee also shall be entitled to be paid the expense of prosecuting or defending such claim. In any action brought by the Indemnitee to enforce a right under Section 1(a) or 1(b) of this Article V (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation), it shall be a defense that the Indemnitee has not met the applicable standard of conduct set forth in the Act or other applicable laws of the State of Michigan or the Code, and the Corporation shall be entitled to recover such advances if it is ultimately determined that the Indemnitee has not met such applicable standard of conduct. In any action brought by the Indemnitee to enforce a right hereunder or by the Corporation to recover payments by the Corporation of advances, the burden of proof shall be on the Corporation.

(d) *Non-exclusivity.* The right to indemnification and the Advances conferred in this Article V shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, contract, vote of disinterested Directors, the Corporation's Articles of Incorporation or otherwise.

(e) *Amendment or Repeal.* No amendment or repeal of this Article V shall apply to or have any effect on any person who is or was a Trustee, director or officer of the Corporation for or with respect to any acts or omissions of the Trustee, director or officer occurring before the amendment or repeal.

(f) *Indemnification of others.* The Corporation may, by action of its Board of Trustees, provide indemnification and advancement of expenses to other employees, volunteers and agents of the Corporation with the same scope and effect as described in Article V, or any lesser extent determined by the Board of Directors.

(g) *Insurance.* The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, non-director volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, non-director volunteer or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her 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 the power to indemnify him or her against such liability under this Article V.

(h) *Severability.* Each and every paragraph, sentence, term and provision of this Article V shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and

enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article V shall be construed in all respects as if the invalid or unenforceable matter had been omitted. Further, the paragraph, sentence, term or provision held to be invalid and unenforceable shall be enforced to the fullest extent permitted by law.

ARTICLE VI **Execution of Instruments**

Section 1. Bank Accounts. Each bank account of the Corporation shall be established and continued only by order of the Board.

Section 2. Checks, Etc. All checks, drafts, and orders for the payment of money shall be signed in the name of the Corporation in such manner and by such officers or agents as the Board shall from time to time designate for that purpose. No check or other instrument for the payment of money to the Corporation shall be endorsed otherwise than for deposit to the credit of the Corporation. All checks of the Corporation shall be drawn to the order of the payee. The Corporation may adopt other operating policies and procedures and internal controls provisions by action of the Board.

Section 3. Contracts, Conveyances, Etc.

(a) When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President, Chief Executive Officer, or any Vice President and the Secretary or Treasurer may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation in more than one capacity.

(b) Notwithstanding anything contained herein to the contrary, no officer, employee, non-trustee volunteer or agent of this Corporation shall have the authority to disburse monies or other property to other persons, to obligate the Corporation to do or perform any act, to make any payments of money or property, or to execute any of the instruments described herein on behalf of this Corporation other than in the ordinary course of business unless he or she shall have previously obtained the approval of the Board and unless such approval or ratification shall appear in the minutes of this Corporation.

ARTICLE VII **Right of Inspection**

Section 1. Inspection of Bylaws. The Corporation shall keep in its registered or principal office the original or a copy of these Bylaws and the Articles of Incorporation as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by all members during regular business hours.

Section 2. Inspection of Records. A person who is a Member of record of the Corporation, upon at least ten (10) days' written demand may examine for any proper purpose in person or by agent or attorney, during usual business hours, its minutes of Members' meetings and record of Members and make extracts therefrom, at the places where the said records are kept.

ARTICLE VIII
Fiscal Year

The Corporation's fiscal year shall be determined by the Board.

ARTICLE IX
Seal

The Corporation may have a seal which shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words "Corporate Seal." The seal may be used by causing it or a facsimile to be imprinted, affixed, reproduced, or otherwise.

ARTICLE X
Dissolution

In the event of the dissolution, winding up, or other liquidation of the Corporation, after provision has been made for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as voted upon by the Members so long as they are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) and shall not be conveyed to any private individual, firm or organization, or Corporation organized for profit, or to any member, contributor, private individual, Trustee or officer of this Corporation. Any assets of the Corporation not disposed of under the previous sentence shall be distributed for public purposes by a court having jurisdiction over the Corporation.

ARTICLE XI
Amendments

These Bylaws may be added to, altered, amended, or repealed only by written consent of the Members or by majority vote of the Members at any annual or special meeting if notice of the proposed addition, alteration, amendment, or repeal shall have been included in the notice of such meeting or waived in writing.

ARTICLE XII
General Provision

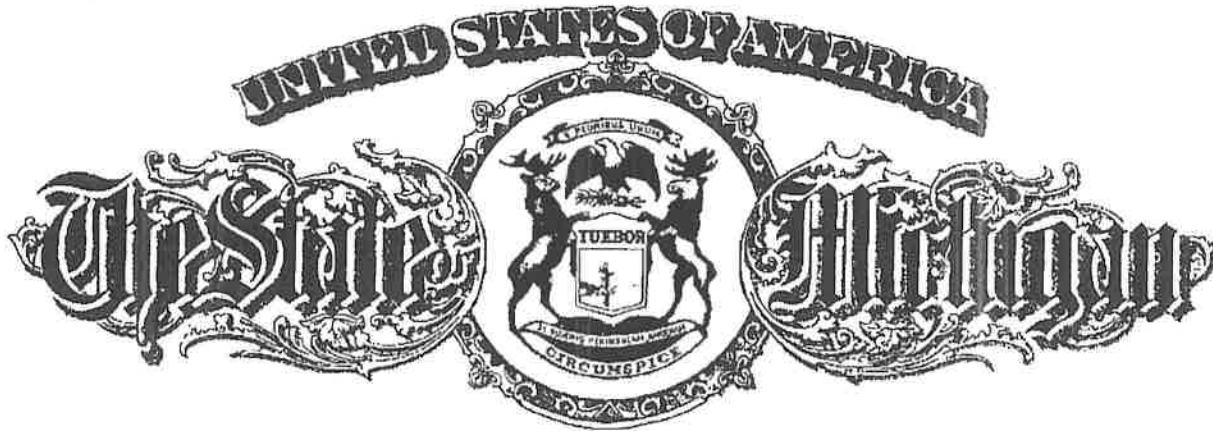
Section 1. Reserves. The Board of Trustees shall have power and authority to set apart such reserve or reserves, for any proper purpose, as the Board in its discretion shall approve, and the Board shall have the power and authority to abolish any reserve created by the Board.

Section 2. Voting Securities. Unless otherwise directed by the Board of Trustees, the President or by a proxy appointed by him or her; or, in the absence of the President and his or her proxy, the Treasurer or by a proxy appointed by him or her; or, in the absence of both the President and the Treasurer and their proxies, the Secretary or by a proxy appointed by him or her are authorized in that order to vote, represent, and exercise on behalf of this Corporation all rights incident to any and all shares of other corporations standing in the name of this Corporation. The Board of Trustees by resolution from time to time may confer like power upon any other person or persons.

Section 3. Corporate Books and Records. The Corporation shall keep books and records of account and minutes of the proceedings of its Board of Trustees and executive committees, if any. The books, records and minutes may be kept outside this state. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

Section 4. Annual Report. The Corporation shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each Member within four (4) months after the end of the fiscal year, or on or before one (1) week prior to the Members' annual meeting, whichever first occurs. The report shall include the Corporation's year-end balance sheet and, if prepared by the Corporation, its statement of source and application of funds.

Section 5. 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. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft or withdrawal by, a Trustee or Member of the Corporation in their capacity as such shall be made or permitted.



Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify That

MOTOWN HISTORICAL MUSEUM, INC.

was validly incorporated on April 16, 1985, as a Michigan nonprofit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1982 PA 162, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to conduct affairs in Michigan and for no other purpose.

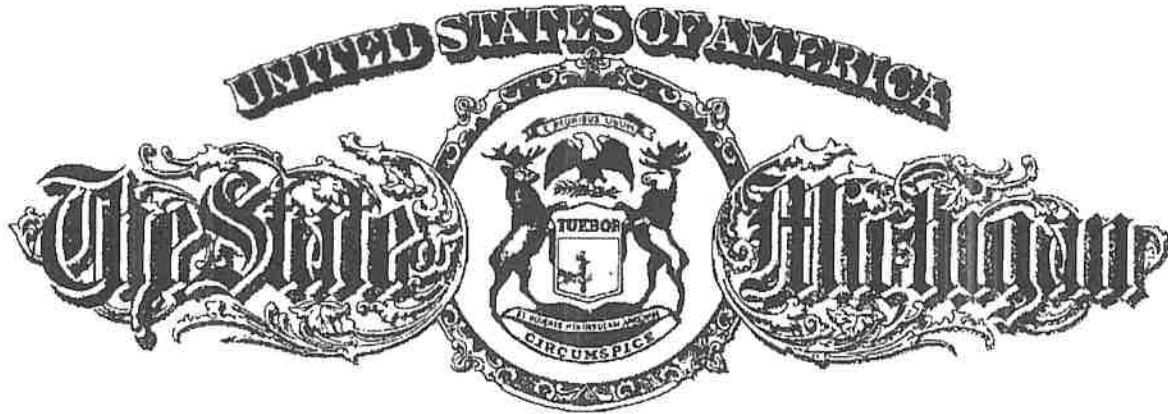
This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
723318

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 20th day of August, 2013.

Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau



Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
723318

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 20th day of August, 2013

Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

***This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT
for
MOTOWN HISTORICAL MUSEUM, INC.***

ID NUMBER: 723318

***received by facsimile transmission on August 19, 2013 is hereby endorsed
Filed on August 20, 2013 by the Administrator.***

***The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.***



***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 20TH day
of August, 2013.***

Director

Bureau of Commercial Services

BCS/CD-611 (Rev. 04/11)

| MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES | | |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| Date Received | (FOR BUREAU USE ONLY) | |
| | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. | |
| Name Susan R. McMaster c/o Jaffe Raitt Heuer & Weiss PC | | |
| Address 27777 Franklin Road, Suite 2500 | | |
| City | State | ZIP Code |
| Southfield | MI | 48034 |
| | | EFFECTIVE DATE: |

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

| | |
|-------------------------------------------------------------------|---------------------------------------|
| 1. The present name of the corporation is: | <u>MOTOWN HISTORICAL MUSEUM, INC.</u> |
| 2. The identification number assigned by the Bureau is: | <input type="text" value="723-318"/> |
| 3. All former names of the corporation are: | |
| 4. The date of filing the original Articles of Incorporation was: | <u>4/16/1985</u> |

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

| |
|---------------------------------|
| The name of the corporation is: |
| MOTOWN HISTORICAL MUSEUM, INC. |

ARTICLE II

| |
|---------------------------------------------------------------------|
| The purpose or purposes for which the corporation is organized are: |
| See attached |

ARTICLE III

1. The corporation is organized on a nonstock basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is _____ If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
Museum, Building Improvements, Land and Parking Lot - \$1,212,825.24 (net of accumulated depreciation)

and the description and value of its personal property assets are: (if none, insert "none")

Cash, Marketable Securities and Inventory - \$679,903.00
Furniture, Equipment, Computers and Computer Software - \$76,186.62
(net of accumulated depreciation)

(The valuation of the above assets was as of May 31, 2013)
The corporation is to be financed under the following general plan:
Admissions, Grants, Gifts, Etc.

The corporation is organized on a Membership basis.
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Robin Terry
2. The address of the registered office is:
2648 W. Grand Blvd., Detroit, Michigan 48208
(Street Address) (City) (ZIP Code)
3. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See attached

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____,

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 15TH day of APRIL, 2013 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation, and: (Check one of the following)

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of **all** the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

were duly adopted by the written consent of **all** the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 15TH day of April, 2013

By *Robin R. Terry*
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Robin Terry
(Type or Print Name)

Chairperson
(Type or Print Title)

**Attachment to
Articles of Incorporation
Motown Historical Museum, Inc.**

Article II

The Corporation has been organized and at all times shall be operated exclusively for charitable, scientific, literary or educational purposes 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"), and in particular for the establishment and maintenance of a museum open to the general public which is devoted to the procurement, care and display of memorabilia of historic value and objects of lasting interest in the field of music; for the encouragement, development and promotion of an appreciation of music; for the purpose of receiving and administering funds for perpetuation of the memory of persons, preservation of objects of historical or natural interest, educational, charitable or religious purposes or public welfare, including but not limited to celebrating, preserving and educating the public concerning the history and legacy of the music of Motown Records in the City of Detroit.

The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Michigan upon nonprofit corporations, including but without limitation:

- (i) To receive contributions and administer funds particularly to pay them over to organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and exempt from taxation under Section 501(a) of the Code;
- (ii) To receive gifts, bequests and contributions, in any form, to collect dues, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the Corporation's purposes;

- (iii) To receive and administer funds in order to further charitable, educational, scientific, or literary purposes and to lessen the financial burdens of government;
- (iv) 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
- (v) To do all such things as are incidental or conducive to and the attainment of the foregoing purposes of the corporation.

The Corporation is, and will be, organized and operated exclusively for purposes described in Section 501(c)(3) of the Code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The term of the corporate existence is perpetual.

ARTICLE VI

If permitted under the laws of the State of Michigan, any action required or permitted to be taken at any annual or special meeting of members of this Corporation may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by that number of members of this Corporation that would be necessary to authorize or take the action at a meeting at which all of the members were present and voted. Prompt notice of the taking of any corporate action without a meeting by less than unanimous written consent shall be given to all members who have not consented in writing.

ARTICLE VII

A. Subject to Section B and C of this Article VII, a volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation, its shareholders or its members for monetary damages for breach of the volunteer director's or volunteer officer's fiduciary duty, except for liability:

(1) For any breach of the volunteer director's or volunteer officer's duty of loyalty to the Corporation or its members;

(2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;

(3) For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;

(4) For any transaction from which the volunteer director or volunteer officer derived an improper personal benefit;

(5) For any acts or omissions occurring before the date this Article is filed by the Michigan Department of Commerce; and

(6) For any acts or omissions that are grossly negligent.

- B. The Corporation hereby assumes all liability to any person other than the Corporation, its shareholders or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer director's duties; provided, however, if applicable, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.
- C. The Corporation hereby assumes the liability for all acts or omissions of a volunteer director or volunteer officer occurring on or after the date the initial Articles of Incorporation were filed with the State of Michigan if all of the following are met:
- (i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
 - (ii) The volunteer was acting in good faith.
 - (iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
 - (iv) The volunteer's conduct was not an intentional tort.
 - (v) 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, being section 500.3135 of the Michigan Compiled Laws.

In all cases in which the Corporation assumes the liability hereunder, the Corporation, and not the individual volunteer director or officer, shall be named as the defendant in the lawsuit.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors or officers of nonprofit Corporations, then the liability of a director or officer of the Corporation (in addition to the limitation, elimination and assumption of personal liability contained in this Article) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except, if applicable, to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE VIII

In the event the Corporation is determined to be a "private foundation," as that term is defined in section 509(a) of the Code, then:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

- (2) The Corporation shall not engage in any act or take any actions which subject it to the tax on self-dealing imposed by section 4941 of the Code.
- (3) The Corporation shall not own, obtain or retain an interest in any business enterprise which subject it to the tax on excess business holdings imposed by section 4943 of the Code.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax imposed by section 4944 of the Code.
- (5) The Corporation shall not expend its funds in such a manner as to subject it to the tax on taxable expenditures imposed by 4945 of the Code.

ARTICLE IX

Any action required or permitted to be taken under authorization voted at a meeting of the Corporation's Board of Directors or a committee of the Board of Directors may be taken without a meeting if, before or after the action, all members of the Board of Directors then in office or of such committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board of Directors or committee. The consent has the same effect as a vote of the Board of Directors or committee for all purposes.

ARTICLE X

- (1) The Corporation shall not (i) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or (ii) exceed any permissible range of lobbying allowed by any election made by the Corporation.
 - (2) The Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
-
- (3) The Corporation shall not have objectives or engage in activities which characterize it as an "action" organization as defined in Treasury Regulation § 1.501(c)(3)-1(c)(3).

ARTICLE XI

Notwithstanding any other provision of these Articles of Incorporation, 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 persons, except that the Corporation shall 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 Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other

activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE XII

In the event of the dissolution, winding up, or other liquidation of the Corporation, after provision has been made for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as determined by the Members so long as such recipients are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) and shall not be conveyed to any private individual, firm or organization, or Corporation organized for profit, or to any member, contributor, private individual, Trustee or officer of this Corporation. Any assets of the Corporation not disposed of under the previous sentence shall be distributed for public purposes by a court having jurisdiction over the Corporation.

ARTICLE XIII

The power to adopt, amend, or repeal these Articles of Incorporation or the Corporation's Bylaws is reserved exclusively to the Corporation's Members. Any such adoption, amendment or repeal of either these Articles of Incorporation or the Corporation's Bylaws may be effected by written consent of the Members or by majority vote of the Members at any annual or special meeting if notice of the proposed addition, alteration, amendment, or repeal shall have been included in the notice of such meeting or waived in writing.

2019-07-15

989

989 *Petition of Motown Museum, request
from Your Honorable Body a
resolution for a Charitable Gaming
License.*

REFERRED TO THE FOLLOWING DEPARTMENT(S)

OFFICE OF THE CITY CLERK



City of Detroit

CITY COUNCIL

CITY CLERK 2019 JUL 17 PM 2:23



MARY SHEFFIELD
COUNCIL PRESIDENT PRO TEM
DISTRICT 5

MEMORANDUM

To: Janice Winfrey, City Clerk

From: Council President Pro Tem Mary Sheffield ^{MS}
Chair, Neighborhood & Community Services Standing Committee

Re: Voting Precinct Relocation

Date: June 17, 2019

Our office has received numerous inquiries from residents concerning their current voting location, which houses voting precincts 98 and 99. Residents have expressed their desire to move voting precincts 98 and 99 to 4001 Miller St Detroit.

This communication is to request that the Department of Elections move voting precincts 98 and 99 to 4001 Miller St.

Should you have any questions, please contact my office.

CC: Honorable Colleagues