

AMENDMENT TO THE BYLAWS OF  
THE AMERICAN BAPTIST CHURCHES OF MICHIGAN

This Amendment ("Amendment") to the Bylaws of The American Baptist Churches of Michigan, a Michigan non-profit corporation ("Corporation") is effective as of \_\_\_\_\_, 2020.

The Bylaws of the Corporation were adopted on or about June 12, 1971, and have been amended and/or restated numerous times, including, most recently in September 2013 (the "Bylaws"). The Bylaws are hereby further amended as follows:

1. The following new Paragraph 1.8 is hereby added to Section 1 of Article VII of the Bylaws:

"1.8. The Chairperson of the Board of Directors of Higher Ground at Lake Louise, a Michigan non-profit corporation, or the Chairperson's designee, shall be an ex-officio member of the Region Board providing representation and reports to the Region through the Region Board and annual meeting."

2. Article X of the Bylaws is hereby amended and restated in its entirety as follows:

"ARTICLE X. RELATED ORGANIZATIONS AND AFFILIATED ORGANIZATIONS

Related Organizations

Section 1. The Region may have such related organizations that shall include, but not be limited to, campus foundations, scholarship societies, Christian centers, homes for the aging, homes for children, and hospitals, which give tangible evidence of supporting the Region's purpose.

Section 2. Entry as a related organization. A related organization seeking related status shall submit a statement of purpose and its constitution to the Region Board. Upon approval by the Region Board of its goals and purposes as consistent with those of the Region, the organization shall be accepted as a related organization.

Section 3. Purpose. Each related organization shall implement the Region's purpose by setting complementary priorities.

Section 4. Related boards. The Region Board shall be entitled to appoint one voting representative to the board of each related organization.

Section 5. Removal. An approved related organization shall lose its approved status upon determination of the Region Board that its goals, purposes and activities are no longer consistent with those of the Region.

Affiliated Organizations

Section 6. The Region may have such affiliated organizations that are consistent with supporting the Region's goals and purposes. One such affiliated organization is Higher Ground at Lake Louise.

Section 7. Higher Ground at Lake Louise is and shall continue to be an affiliated organization of the Region, at least so long as it owns the property located at 435 Norton Trail, Boyne Falls (Township of Hudson), Charlevoix County, Michigan (commonly known as Camp Lake Louise). The Region agrees to take all actions necessary or desirable to assure Higher Ground at Lake Louise remains affiliated with the Region during such time.

Section 8. Entry of other affiliated organizations. Upon approval by the Region Board of its goals and purposes as consistent with those of the Region, other organizations may, at the discretion of the Region Board, be accepted as affiliated organizations.

Section 9. Purpose. Each affiliated organization shall implement the Region's purpose by setting complementary priorities. The priorities of Higher Ground at Lake Louise have been approved, so long as Higher Ground at Lake Louise complies with the Transfer Agreement among the Corporation, Michigan Baptist Convention and Higher Ground at Lake Louise dated September 12, 2019 and recorded on October 11, 2019 at Liber 1236, Page 1, Charlevoix County Register of Deeds ("Transfer Agreement") executed in connection with the transfer of Camp Lake Louise from Michigan Baptist Convention to Higher Ground at Lake Louise.

Section 10. Higher Ground at Lake Louise Board. The Region Board shall be entitled to have an individual serve as an ex-officio member of the Board of Directors of Higher Ground at Lake Louise. Such individual shall have the right to receive notice of and attend all meetings, and receive all reports and other information available to other members of the Board of Directors of Higher Ground at Lake Louise. However, such individual shall have no right to vote at meetings of the Board of Directors of Higher Ground at Lake Louise and shall have no responsibility whatsoever for any votes taken or not taken by the Board of Directors of Higher Ground at Lake Louise.

Section 11. Other affiliated boards. The Region Board may or may not have an individual serve as a member or an ex-officio member of the Board of Directors of affiliated organizations other than Higher Ground at Lake Louise.

Section 12. Removal. An approved affiliated organization shall lose its approved status upon determination of the Region Board that its goals, purpose and activities are no longer consistent with those of the Region, and, in the case of Higher Ground at Lake Louise, an uncured default occurs under the Transfer Agreement and the Region Board by majority vote elects to end Higher Ground at Lake Louise's status as an affiliated organization."

3. As amended hereby, the Bylaws are and shall remain in full force and effect and binding, and are hereby affirmed and reaffirmed.

4. To the extent that any other provision of the Bylaws requires modification or interpretation to be consistent with the purpose and intent of this Amendment, such provision shall be modified, interpreted, construed and performed in conformity with this Amendment.