

bylaws of the
MUTER OUTDOOR FUND, INC.
a Michigan Nonprofit Corporation

[approved August 21, 2017]

ARTICLE I. NAME

The name of the corporation is Muter Outdoor Fund, Inc., hereinafter referred to as the "corporation."

ARTICLE II. LOCATIONS

Section 1. Location

The principle office of the corporation at which the general business will be conducted and where the records of the corporation will be kept shall be located in Saginaw County, Michigan, or at such other locations as determined by the board of directors.

Section 2. Registered Office & Resident Agent

The corporation shall have and continuously maintain in the State of Michigan a registered office and a resident agent whose office is identical with such registered office. The address of the registered office may be changed by the board of directors.

ARTICLE III. NONPROFIT PURPOSES

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purposes

The corporation is established to provide scholarships, grants and/or programs that promote outdoor recreation and celebrate Michigan's natural resources and rich outdoor heritage.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number

The corporation shall consist of no less than three [3] but no more than nine [9] directors and collectively they shall be known as the board of directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state.

Section 3. Powers

Subject to the provisions of the laws of the State of Michigan and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these bylaws;
- Register their addresses with the secretary of the corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

The term of all director and officer positions is two [2] years. Directors may serve more than one [1] consecutive term.

Section 6. Compensation

Directors shall serve without compensation; however, they shall be allowed reasonable advancement or reimbursement of actual and necessary expenses incurred in the performance of their official duties.

Section 7. Vacancies

Vacancies on the board of directors shall exist [1] on the death, resignation, or removal of any director, and [2] whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 8. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 9. Indemnification

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 10. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE V: OFFICERS

Section 1. Designation of Officers

The officers of the corporation shall consist of a president, a secretary, and a treasurer. The corporation may also have other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Any director may serve as an officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, with majority vote of the board of directors. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

Section 6. Duties of the President

The president of the corporation shall:

- Serve as the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers.
- He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.
- Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors.
- Except as otherwise provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts,

checks, or other instruments which may from time to time be authorized by the board of directors.

Section 8. Duties of the Secretary

The secretary of the corporation shall:

- Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- Keep at the registered office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be recorded in the corporate records of this corporation within twenty one [21] days of the meeting or action.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- Be custodian of the records.
- Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Duties of the Treasurer

The treasurer of the corporation shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation

Officers shall serve without compensation; however, they shall be allowed reasonable advancement or reimbursement of actual and necessary expenses incurred in the performance of their official duties.

ARTICLE VI: MEMBERSHIP

The corporation shall not have members, but shall be governed exclusively by its board of directors.

ARTICLE VII: MEETINGS

Section 1. Manner of Meetings

Meetings of the board of directors and committees of the board may be conducted in-person, via conference call, or by any other electronic forms of communication which allow participants to communicate simultaneously.

Section 2. Regular Meetings

The board of directors shall meet no fewer than two times per year, but may meet with greater frequency as deemed necessary by the board of directors to conduct the business of the corporation.

Section 3. Special Meetings

Special meetings of the board of directors may be called by the president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board.

Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors and committees of the board:

- **Regular & Special Meetings.** At least one (1) week prior notice shall be given to each director of each regular or special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum for Meetings

A quorum shall consist of 2/3 of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 7. Informal Action by Directors

Any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the directors following notice of the intended action to all members of the Board of Directors.

Section 8. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president of the board, or, if no such person has been so designated, or in his or her absence, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by *Roberts Rules of Order Newly Revised*, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

ARTICLE VIII: COMMITTEES

Section 1: Standing Committees

The board of directors may designate standing committees necessary and prudent to the governance and development of the corporation, and charge each committee with its objectives on not less than an annual basis.

Section 2: Other Committees.

The board of directors will from time to time designate other committees with specific purposes and objectives (e.g., award selection committees). The committees may consist of persons who are not members of the board of directors, and will act in an advisory capacity to the board of directors.

Section 3: Committee Records

Each committee will prepare written minutes or summaries of each meeting within twenty one [21] days following each meeting, and submit them to the secretary for proper distribution and filing.

ARTICLE IX: EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS

Section 1: Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31.

Section 2. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or

authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer or the president of the corporation.

Section 4. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 5. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE X: CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the directors of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE XI: IRS 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

The corporation will not engage in prohibited political and legislative activity under 501(c)(3). 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Section 3. Distribution of Assets

If dissolved, the corporation will distribute its assets within the meaning of 501(c)(3). 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 the 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. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 1. Amendment

Except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

Article XIII: CONSTRUCTION AND TERMS

Section 1. Conflict of Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Section 2. Enforcement

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of the Muter Outdoor Fund, Inc., and we consent to, and hereby do, adopt the foregoing bylaws, consisting of eight [8] preceding pages, as the bylaws of this corporation.

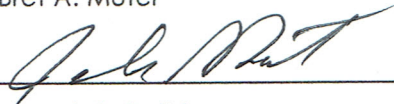
Dated: August 21, 2017



Robert M. Johns



Bret A. Muter



Joseph R. Ruthig