

# CORPORATE BYLAWS of

## Build The Era, LLC

### ARTICLE 1: Company Formation

1. The Corporation, Build The Era, is formed pursuant to the Michigan Business Corporation Act (the “Act”) and the laws of the State of Michigan.
2. The Board of Directors (the “Board”) acknowledges and agrees that they caused the Corporation’s Articles of Incorporation (“Articles”) to be filed with the Michigan Department of Licensing and Regulatory Affairs and all filing fees have been paid and satisfied.
3. Per Section 450.1241 of the Act, the Board agrees that the Corporation’s resident agent for service of process is located in the State of Michigan, as stated in the Articles. The Corporation may change its resident agent by resolution of the Board and filing a statement with the Secretary of State setting forth the change. Pursuant to Section 450.1485 of the Act, the Board is obligated to maintain and update the corporate records on file with the Corporation’s resident agent.
4. Pursuant to Section 450.1251 of the Act, this Corporation is formed to engage in any lawful business purpose.
5. Pursuant to Section 450.1231 of the Act, the Board has caused the adoption of these corporate bylaws (“Bylaws”) on behalf of the Corporation.

### ARTICLE 2: Board of Directors

1. The Board has conducted and completed the initial organizational meeting of the Corporation.
2. The management of all the Corporation’s affairs, property, and interests shall be managed by or under the direction of the Board. The Board of the Corporation shall be comprised of 5 to 9 directors unless expressly altered by these Bylaws. Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation.
3. Directors are to be voted on and elected at each annual meeting for a term of one (1) year. All vacancies on the Board may be filled by the affirmative vote of a majority of the remaining directors and shall only hold the office until a new director is elected by the Board at the next annual meeting.
4. The regular meetings of the Board or any committee may be held at any place or time designated by the Board or its committee, including by means of remote communication which allows all persons participating in the meeting to hear each other at the same time.
5. The annual meeting for the election of directors and the transaction of such other business must be held each year.

The order of business at the annual meeting is as follows:

  - Calling the meeting to order
  - Reading of minutes of last annual meeting

- Reports from the President, Treasurer, and Secretary
  - Committee reports
  - Election of directors and officers
  - Old Business, if any
  - New business, if any
6. The Board may create committees to delegate certain powers to act on behalf of the Board, provided the Board passes a resolution indicating such creation or delegation.

### ARTICLE 3: Officers

1. The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer, and Registered Agent who will be elected by the directors at the annual meeting. An elected officer will hold office for one year or until a successor is elected and qualified.
2. The President shall preside over all meetings, shall have general supervision of the Corporation's affairs, and perform all other duties as are incident to the office or are properly required by a resolution passed by the Board.
3. During the absence or disability of the President, the Vice- President may exercise all functions of the President. The Vice-President shall have such powers and fulfill such duties as may be assigned by a resolution of the Board.
4. The Secretary must issue notices for annual meetings, keep the minutes of all meetings, make reports and perform duties as are incident to the office, or are properly required of them by the Board.
5. The Treasurer shall have custody of the Corporation's monies and maintain regular books of account; disburse the funds in payment of the just demands against the Corporation or as may be ordered by the Board, taking proper vouchers for such disbursements; and provide the Board with an account of all their transactions as Treasurer and of the financial conditions of the office properly required of them by the Board. The Corporation's monies must be deposited in a bank or trust company or trust companies designated by resolution of the Board. Corporate monies may be drawn out only by check or other order for payment signed by such persons and in such manner as may be determined by resolution of the Board. The Treasurer shall submit to the Executive Committee quarterly financial reports outlining all income and expenses. All accounts shall be separate accounts in the name of Build The Era, LLC, and shall have more than one signatory so that funds can be accessed in the temporary absence of the Treasurer.
6. The Registered Agent will be the LLC's or corporation's official point of contact in the state to receive service of process, other legal documents, and official communications from the state, and forward these documents and communications to the LLC or corporation for which it is acting as registered agent.

### ARTICLE 4: Special Corporate Acts

1. The Board has the power to make, alter, amend, and repeal the Corporation's Bylaws by an affirmative vote of the majority.
2. Any elected officer may be considered for removal from office by a petition for removal from one of the directors and a majority vote of the directors.

3. Following the approval of the Board, in order for the Corporation to properly be dissolved, it must follow the process set out in Chapter 8 of the Michigan Business Corporation Act.

These Bylaws are adopted by resolution of the Corporation's Board of Directors on this 17th day of January 2024.

Names of Directors:

William Bagnall – Vice President  
Christina Cronin - Secretary  
Laura De Veau – Advisory Board  
Janet Dohner – Advisory Board  
Jonathan French – President  
Julie Parker - Treasurer  
Tracy Seelye – Advisory Board