

**BYLAWS
OF
THE DETROIT TSUAA FOUNDATION**

ARTICLE I

CORPORATION

Section 1. Name. The name of the Corporation is the DETROIT TSUAA (TENNESSEE STATE UNIVERSITY ALUMNI ASSOCIATION) FOUNDATION.

Section 2. Place of Business. The Corporation shall have its principle place on business in the City of Detroit, Michigan and may have such other places of business as the Directors, from time to time, determines.

Section 3. Purpose. The purposes of the Corporation are:

- (a) to promote the achievement of minority students by providing financial assistance that will enable them to attend Tennessee State University.
- (b) to conduct activities, either directly, through related organizations, or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) in order to raise funds to further the purposes of the Corporation, subject however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) and to acquire, to own, to dispose of and to 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
- (c) to do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) and 509(a)(2) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, with all the powers conferred on non-profit corporations by the laws of the State of Michigan.

Section 4. Non-Profit Operations. The Corporation shall be operated exclusively for charitable and educational purposes as a nonprofit corporation. No Director of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private

capacity and no part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer or any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II

Directorship

Section 1. Board of Directors. The Corporation shall be organized upon a directorship basis. The number, qualifications, powers, rights, terms of office, and election of members of the Board of Directors shall be as set forth in the Articles of Incorporation and these By-laws.

ARTICLE III

Meetings

Section 1. Annual Meeting. The property, business, and affairs of the Corporation shall be managed by its Directors. The annual meeting of the Directors of the Corporation shall be held in Detroit, Michigan, or any at such other place within or without the State of Michigan as may from time to time be selected by the Directors, in September of each year at the date and hour as determined by the Directors, for the purpose of electing or appointing Directors and officers for the ensuing year and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time or intervals and at such places within or without the State of Michigan as may from time to time be determined by resolution of the Board, which resolution may authorize the President to fix the specific date and place of each such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3. Special Meetings. Special Meetings of the Directors may be called by the President and shall be called by the President or Secretary upon the written request of not less than two Directors then in office, or may otherwise be provided by law. Such meetings may be held at such time and places as the Directors may from time to time determine.

Section 4. Notice of Meetings. Written notice of the time and place of all meetings of the Board of Directors shall be given to each Director at least five (5) days before the date of the meeting, either personally or by mailing such notice to each Director at the address designated by the Director for such purposes, or if none is designated, at the Director's last know address of record. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. No notice need be given of an adjourned meeting of the Board provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. Meetings may be held without notice if all Directors are present in person or if notice of the time, place and purpose of such meeting is waived by telegram or other writing, either before or after the holding thereof, by all Directors not present at such meeting. Such further notice shall be given as may be required by law.

Section 5. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action by a majority of the Directors then in office may be specifically required by other sections of these By-laws.

Section 6. Conduct of Meetings. Meetings of the Directors shall be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting shall act as Secretary of the Meeting.

Section 7. Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid corporate action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Powers of the Board of Directors. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) not inconsistent with these By-Laws and with the Articles of Incorporation, or with the laws of the State of Michigan; in addition to, and not in limitation of, all power, express or implied, now or hereafter conferred upon boards of directors of nonprofit corporations, and in addition to the powers mentioned in, and implied from Section 3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes and other obligations, to secure such obligations by mortgage, security interest, or

other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the Corporation and in furtherance of its purposes.

Section 9. Powers as to Other Documents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President or any Vice President, by the Secretary, an Assistant Secretary, the Treasurer, or and Assistant Treasurer.

Section 10. Telephonic Conferences. A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the name of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE IV

Officers

Section 1. Election or Appointment. The Board of Directors shall elect a President, a Secretary, and a Treasurer of the Corporation at each annual meeting, and may elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Corporation.

Section 2. Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Corporation and thereafter until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors, whenever in their judgment the best interests of the Corporation will be served thereby. An officer may resign by written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring from whatever reason.

Section 3. Compensation. The officers of the Corporation will not receive compensation for their service. The Directors may, however, provide reasonable compensation to a Director for services which are beyond the scope of his or her duties as a Director.

Section 4. The President. The President shall be the chief executive officer of the Corporation and shall have general and active management of the activities of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Directors or some other officer or agent of the Corporation. He or she shall preside at all meetings of the Directors. In his or her absence, the Directors present thereat shall designate another presiding officer.

Section 5. Vice President(s). The Vice President(s) in the order designated by the Board of Directors or, lacking such a designation, by the President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 6. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall see to the safekeeping of all documents belonging to the Corporation (except as otherwise provided in these Bylaws), if any, and shall perform such other duties as usually pertain to the office as shall be determined from time to time by the Directors. He or she shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed, by the Directors or by the President, under whose supervision he or she shall act.

Section 7. The Treasurer. The Treasurer shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; shall render reports from time to time, as requested by the Board of Directors, of the financial condition of the Corporation; and shall perform such other duties as usually pertain to the office as may be determined from time to time by the Board of Directors.

ARTICLE V

Committees

Section 1. Committees. Subject to the approval of the Board of Directors, the President may establish such standing or ad hoc committees from time to time as he or she shall deem appropriate to conduct the activities of the Corporation, and shall define the powers and responsibilities of such committees. The members and chairpersons of all committees shall be appointed by the President for a one (1) year term or until their successors are duly elected, but shall be subject to removal at any time by the President.

Section 2. Program Committee. A Program Committee may be appointed each year by the President to develop programs for the Corporation.

ARTICLE VI

Indemnification of Directors and Officers

Section 1. Indemnification. To the extent permitted by applicable Michigan law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Corporation) by virtue of his or her capacity as a Director, officer, employee or agent of the Corporation acting within the scope of his or her official duties.

Section 2. Additional Indemnification. No member of the Board of Directors of the Corporation who is a volunteer Director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act") shall be personally liable to this Corporation or its members for monetary damages or breach of the Director's fiduciary duties; provided, however, that this provision shall not eliminate or limit the liability of a Director for any of the following:

- a. A breach of the Director's duty of loyalty to the Corporation or its members;
- b. The acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. A violation of Section 551(1) of the Act;
- d. A transaction from which the Director derived an improper personal benefit;
- e. An act or omission occurring before January 1, 1988; and
- f. An act or omission that is grossly negligent.

If the Act is amended after approval of this Article by the Board to authorize the further elimination and limitation of liabilities of Directors from non-profit corporations, then the liability of a Director, in addition to the limitation and elimination of personal liability contained in this Article VI, shall be eliminated or limited to the fullest extent permitted by the Act as amended, except to the extent limitation or elimination of liabilities is inconsistent with the status of the Corporation as an organization described in 501(c)(3) of the Internal Revenue Code of 1986, as amended. No amendment or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any Director of this Corporation.

ARTICLE VIII

Fiscal Year; Notices

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January of each year and shall end on the 31st day of December following.

Section 2. Notices. Any notice required by statute or by these By-Laws to be given to the Directors or to any officer of the Corporation, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a United States post office box or receptacle in a sealed, postpaid wrapper, addressed to such Director or officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

ARTICLE VIII

Amendments

Section 1. Amendments. These By-Laws may be altered or repealed or new By-Laws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the Board, if a notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting. No amendment of the By-Laws that is inconsistent with the Articles of Incorporation shall become effective prior to an amendment that may be required in the Articles of Incorporation.