

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

The name of the organization shall be the 7th Michigan Volunteer Infantry Company B, Inc., subsequently referred to as the 7th Michigan.

ARTICLE I: PURPOSE, FINANCING & PROHIBITED ACTIVITIES

Section 1: The 7th Michigan 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 of 1954 (as it may be amended). More specifically, the purpose of the 7th Michigan is to foster and preserve the history of the Civil War era (1861 - 1865) by enhancing the general public's knowledge and understanding of this era through public demonstrations and discussions of living history Civil War battle reenactments, camp-life demonstrations, military drills, parades, memorial ceremonies, and other related portrayals of historically accurate Civil War era military and civilian life styles and activities.

Section 2: The 7th Michigan shall be financed through membership dues, public donations, funds from state and local units of government for reimbursement of incurred costs by the 7th Michigan to participate in Civil War era portrayals, and through fund raising activities.

Section 3: The 7th Michigan shall not be conducted for profit. No part of the net earnings of the 7th Michigan shall inure to the benefit, or be distributed to its members, officers or other private persons, except that the 7th Michigan shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purpose set forth in Section 1, Article I of these By Laws. No substantial part of the activities of the 7th Michigan shall be the carrying on of propaganda, or attempting to influence legislation, and the 7th Michigan 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 By-Laws, the 7th Michigan shall not exercise any power nor engage in any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (c)(3) of the Internal Revenue Code of 1954 (as it may be amended) or as a corporation that may receive contributions which are deductible to their donors under Section 170 (c) (2) of the Internal Revenue Code of 1954 (as it may be amended). The 7th Michigan, being strictly non-sectarian and non-partisan shall not introduce or discuss or foster sectarian or partisan topics.

ARTICLE II: MEMBERSHIP *(Amended 12/1985, 5/1986)*

Section 1: Member Qualifications. Membership in the 7th Michigan shall be open to anyone 18 years or older who desires to participate in Civil War era events and activities pursuant to Section 1, Article I of these By-Laws.

Section 2: Associate Membership and Sponsorship. Persons desiring membership into the 7th Michigan and who are under 18 but at least 10 years of age may be admitted as an Associate Member provided that:

- (a) The person is a family member of a 7th Michigan member and shall be under the sponsorship, guidance and supervision of said 7th Michigan member at all times, or
- (b) The person is not a family member of a 7th Michigan member but has secured a 7th Michigan member willing to assume responsibilities of sponsorship, guidance and supervision and shall

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

have received membership approval by majority vote of the active members at a membership meeting.

All 7th Michigan members who are minors must be under the supervision of an adult 7th Michigan member when his/her parent or legal guardian cannot be present at a 7th Michigan event or activity. Approval for a minor to participate in a 7th Michigan event or activity must be agreed to by the parent or legal guardian and the designated supervising adult 7th Michigan member.

Section 3: Dues. Each member of the 7th Michigan wishing to participate in the 7th Michigan pursuant to Section 1, Article I of these By-Laws shall be assessed annual dues, which are not refundable. *Members, between the ages of 18 and 24, whose permanent address is their (7th Michigan member) parent's or legal guardian's home shall not be assessed additional annual dues, but shall be considered covered under their parent's or legal guardian's (family) paid dues (Amended 1/21/2007).* Annual dues may be set yearly by the Board of Directors subject to the approval by a majority vote of the membership at the annual meeting. Spouses desiring membership shall be assessed 20% of the annual dues. Associate members shall not be assessed annual dues. Payment of dues shall be a condition for voting at all meetings of the 7th Michigan. The membership year is January 1 - December 31. Dues shall be due and payable by January 1 of the fiscal year. Those delinquent in payment of dues will be notified in the February newsletter. If dues are not paid by March 1 of the current fiscal year, future newsletter mailings will be eliminated to that member until such time as back dues are paid. Dues for first-time members joining during the year will be pro-rated on a monthly basis.

Section 4: Inactive Membership. Any member of the 7th Michigan may request to be placed on inactive status. During this period, the inactive member shall forfeit all military rank and voting privileges and shall not be subject to dues assessment. The inactive member shall be permitted to remain on this status for a period of one year. At the end of the one-year period, the inactive member shall be required to request an extension of the inactive status or voluntarily terminate membership by submitting this request to the Board in writing. Failure to comply with either requirement may be considered as cause for membership termination and may be pursued, pursuant to Section 5, Article II of these By-Laws.

Section 5: Termination of Membership.

(a) Any member at any time may terminate membership in the 7th Michigan without cause by submitting this request in writing to the Board.

(b) Any member may be terminated with cause by a 2/3 majority vote of the membership present at an annual or special membership meeting. A resolution must be passed by a Board majority in order for the termination of a member to become a proper agenda item for a membership meeting. Members under consideration for termination shall be given written notice of the reasons for the proposed termination at least fifteen days prior to the meeting. The notice shall be in writing and mailed to the last known address of the member.

(c) Terminated members shall be notified in writing by the Board Secretary.

(d) Terminated members shall forfeit all privileges, responsibilities, and military rank in the 7th Michigan and shall surrender any and all 7th Michigan property and records.

(e) *Non-payment of dues after one year constitutes voluntary termination of membership. The Board Secretary will not be required to send notice of termination in these circumstances (Amended 1/21/2007).*

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

Section 6: New Member Probationary Period. New members of the 7th Michigan shall be subject to a 2-year probationary period. During this time, the probationary member shall be requested to acquire the appropriate clothing/accouterments/equipment items defined as required in the 7th Michigan's document entitled, "7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B, INC. NEWCOMER'S MANUAL". An extension to the probationary period may be granted by the Board to the probationary member who is actively trying to comply with this section.

Section 7: Honorary Membership. The 7th Michigan may elect anyone it deems deserving as an Honorary Member. Honorary members shall not be subject to annual dues assessments or new member probationary requirements, and shall not be permitted to vote on any matter within or concerning the 7th Michigan.

ARTICLE III: REGISTERED OFFICE AND REGISTERED AGENT

The 7th Michigan shall have and continuously maintain in the State of Michigan a registered office and registered agent as described in the Articles of Incorporation and subsequent amendments thereto. The office and agent may be changed by resolution of the Board of Directors.

ARTICLE IV: MEETING OF THE MEMBERS

Section 1: Place. All regular and special meetings of the members shall be held at a place within or without the State of Michigan, as specified by the Board.

Section 2: Notice. Except as otherwise provided by this Article, written notice of time, place and purpose of a meeting shall be given not less than 10 nor more than 60 days before the date of the meeting, either personally (*in-person or by telephone*) or by *United States postal or electronic* mail, to each member of record entitled to vote at the meeting. If mailed *via United States mail*, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at the address that appears on the records of the 7th Michigan. *If mailed electronically, such notice shall be deemed to be given by the date of the email directed to the member at the email address that appears on the records of the 7th Michigan.* Attendance of a person at a meeting of the members, 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 (*Amended 1/21/2007*).

Section 3: Annual Meeting and Notice. An annual meeting of the members for the election of the Board and for such other business as may come before the meeting shall be held on a date and time to be noticed at least 60 days prior to the date of said annual meeting.

Section 4: Special Meetings. Upon notice, a special meeting of the members may be called by the Board or members at such time and place and for the transaction of such business as may be designated in the notice of the meeting. A special meeting shall be called by the Board upon written request of not less than 10% of all the members entitled to vote at a meeting. At such a meeting, 1/2 of the members having voting powers shall constitute a quorum for the transaction of the business designated in the notice.

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

Section 5: Adjournment. When a meeting is adjourned to another time or place, notice shall be given according to the provisions of Section 2, Article IV of these By-Laws. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under the provisions of Section 2, Article IV of these By-Laws.

Section 6: Record Dates. For the purpose of determining the members entitled to notice of, or to vote at, a meeting of members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, the record date shall be the close of business on the date one day before the day on which notice is given or, if no notice is given, one day before the day on which the meeting is held. The above dates shall not be more than 60 days nor less than 10 days, before the date on which the meeting is held. The above dates shall not be more than 60 days, nor less than 10 days, before the date of the meeting, nor more than 60 days before any other action. When a determination of members of record entitled to notice of or to vote at a meeting of members has been made as provided above, the determination applies to any adjournment of the meeting unless a new record date for the adjourned meeting is fixed by the Board.

Section 7: Quorum. A quorum at a meeting is constituted by 1/3 of the members entitled to cast a majority of the votes at a meeting. The withdrawal from a meeting of any member after the commencement of the meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

Section 8: 7th Michigan Action Without Members Meeting. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, is signed by members equal in number to the 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 7th Michigan action, without a meeting by less than unanimous written consent, shall be given to members who have not consented in writing.

Section 9: Voting Lists. The Board officer having charge of the membership records of the 7th Michigan shall make and certify a complete list of members entitled to vote at a membership meeting or any adjournment thereof. The list shall be:

- (a) Arranged alphabetically with the name and address of each member,
- (b) Produced at the time and place of the meeting,
- (c) Subject to inspection by any member during the whole time of the meeting, and
- (d) Prima facie evidence as to who are the members entitled to examine the list or to vote at the meeting. If the above stated requirements have not been complied with, on demand of a member, who in good faith challenges the existence of sufficient votes to carry any action at the meeting, the meeting shall be adjourned until the requirements are complied with. Failure to comply with the above stated requirements does not affect the validity of an action taken at the meeting before the making of such a demand.

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

Section 10: Voting Rights. On each matter submitted to a vote, each active member of record who has paid dues is entitled to one vote. A vote may be cast orally, by written ballot or by a show of hands.

Section 11: Required Vote. When an action, other than the election of the Board, is to be taken by vote of the members, the members entitled to vote thereon shall authorize the action by a majority of the votes cast.

Section 12: Disallowance of Proxies. A member entitled to vote at a meeting of members or to express consent or dissent without a meeting shall not authorize other persons to act for him/her by proxy.

Section 13: Election of Board. At the first annual meeting of the members and at each annual meeting thereafter, the members shall elect a President, Vice-President, Secretary, Treasurer, and Members-at-Large. The Board shall be elected by a plurality of the votes cast at an election. A member entitled to vote at an election for the Board may vote for as many candidates as there are Board members to be elected and for whose election he/she has a right to vote.

ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

Section 1: Definition. The terms, "Board of Directors," "Board Officers", "Board" and "Board Members" are all one in the same.

Section 2: General Powers. Except as otherwise provided in P.A. 162 or the Articles, the business affairs of the 7th Michigan shall be managed by its Board. The Board shall have general management and control of the business and affairs of the 7th Michigan and shall exercise all of the powers that may be exercised or performed by the 7th Michigan under the statutes of the State of Michigan, the Articles of Incorporation, and the 7th Michigan By-Laws.

Section 3: Number, Election, and Term of Office. The number of Board Officers shall be seven. The Board Officers shall consist of a President, Vice-President, Secretary, Treasurer, and Members-at-Large. A Board Member shall be an active member of the 7th Michigan for at least 1 year preceding his/her nomination and election to the Board. At the first annual meeting of the membership, the members shall elect Board Officers. The Board Officers so elected shall hold office until the succeeding annual meeting, at which time the membership shall again elect Board Officers. The term of office shall be November 1 to October 31. A Board Officer shall hold office for the term elected or until a successor is elected and qualified, or until the Board Officer resigns or is removed. The Board shall not elect or appoint Board Officers, except in the case of vacancies in the Board pursuant to Section 6, Article V of these By-Laws, but rather they shall be elected by the membership entitled to vote at each annual or special meeting

Section 4: Resignation. A Board Officer may resign by written notice to the Board. The resignation is effective upon receipt by the Board or a subsequent time as set forth in the notice of resignation.

Section 5: Removal. A Board Officer or the entire Board may be removed with cause by a vote of the majority of the members entitled to vote at an election of the Board. The authority to act as a Board Officer may be suspended by the Board for cause. The removal of (a)

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

Board Officer(s) shall be without prejudice to any contractual rights (the election or appointment of an officer, in itself, does not create contractual rights).

Section 6: Vacancies. Board Officer vacancies shall be filled by the affirmative vote of a majority of the remaining Board Members, subject to concurrence by a majority vote of the membership.

Section 7: Consecutive Terms of Office. ~~No Board Officer with the exception of the Secretary and Treasurer shall hold the same office for more than two consecutive terms~~ (Amended 10/22/1989). There shall be no restriction on the number of consecutive terms that any Board Officer can be elected.

Section 8: Discharge of Duties by Board Officers. A Board Officer shall discharge the duties of his/her position in good faith and with that degree of diligence, care, and skill, which an ordinarily prudent person would exercise under similar circumstances in a like position.

Section 9: The President. The President shall represent the 7th Michigan declaring its will, and in all things obeying its commands, and shall have the general charge of all of affairs and meetings of the 7th Michigan. The President shall have other such powers and duties as are incident to the office and not inconsistent with these Bylaws; or at any time as shall be assigned by the Board.

Section 10: The Vice President. The Vice-President shall assist the President in the performance of the duties of the office and shall assume the duties and responsibilities of the office of President in the case of his/her absence. The Vice-President shall serve as ex-officio member on all standing committees created by the Board.

Section 11: The Secretary. The Secretary shall be custodian of all the original records and documents of the 7th Michigan, except those documents in possession of the Treasurer. The Secretary shall be responsible for preparation of all 7th Michigan meeting minutes, circulation of the newsletter, maintenance of the current active, associate, honorary and inactive membership list and shall perform all other duties that usually pertain to the said office or as are defined by and under the direction of the Board.

Section 12: The Treasurer. The Treasurer shall be accountable for the receipt and disbursement of funds or property on behalf of the 7th Michigan. The Treasurer shall regularly enter in the books of the 7th Michigan a complete account of all funds or property received by the 7th Michigan, render a written account of all the 7th Michigan's accounts to the active members at a regular, special or annual meeting; exhibit the account books of the 7th Michigan and all securities, vouchers, papers and documents of the 7th Michigan in his/her possession to any Board Officer upon reasonable request; file all tax and corporation financial reports required of the 7th Michigan; cause an audit to be performed on an annual basis and perform all duties that are incident to the office of Treasurer or as are defined by and under the direction of the Board.

Section 13: Members-at-Large. The Members-at-Large shall be assigned duties as are deemed necessary by the Board.

Section 14: Regular Meetings. A regular meeting of the Board may be held either within or without the State of Michigan. A regular meeting may be held without written notice. Regular

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

meetings of the Board shall be held whenever the Board deems necessary, *and may be held in person, by conference telephone call, or by other electronic means available.* The business to be transacted at, and the purpose of, a regular meeting need not be specified in the notice or waiver of notice of the meeting. The date for the first meeting of the newly elected Board shall be set at the annual meeting, to be held within 15 days, for the purpose of the organization of the Board and the transaction of such other business as may properly come before the meeting (Amended 1/21/2007).

Section 15: Special Meetings. Special meetings of the Board may be called by the Board President or shall be called by the Board Secretary on the written request of two Board Members. Such meetings may be held either within or without the State of Michigan. A special meeting shall be held only when notice of the time and place thereof is mailed *via United States postal or electronic mail* to each Board Member, at the address which appears on the records of the 7th Michigan, at least two days before the day on which the meeting is to be held, or sent to such place by telephone, *electronic mail*, or delivered personally, not later than the day before the day on which the meeting is to be held. The business to be transacted at, and the purpose of, a special meeting need not be specified in the notice or waiver of notice of the meeting (Amended 1/21/2007).

Section 16: Attendance Constituting Waiver of Notice. At regular and special meetings, attendance of a Board Member at the meeting constitutes a waiver of notice of the meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 17: Meeting by Conference Telephone and Electronic Mode. A member of the Board or of a committee designated by the Board may participate in a meeting by means of a conference telephone, *electronic*, or similar communications equipment *conveyance* by means of which all persons participating in the meeting can hear each other *or can read each other's comments.* Participation in a meeting conducted in this fashion constitutes presence in person at the meeting (Amended 1/21/2007).

Section 18: Quorum. A quorum at a meeting for the transaction of business is constituted by a majority of the Board Members in office and present at the meeting. At all meetings of the Board, each Board Member present shall have only one vote.

Section 19: Adjournment. In the absence of a quorum, a majority of the Board Members present at the time and place of any meeting may adjourn such meeting from time to time until a quorum is present.

Section 20: Consent of Board Members Without Board Meeting. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board consent in writing. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect for all purposes as a vote of the Board.

Section 21: Chairperson. At all meetings of the Board, the President, if present, shall preside. If there is not a chairperson, or if the President is absent, then the Vice President shall preside. If the Vice President is absent, then a chairperson, chosen by the Board Members, shall preside.

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

Section 22: Board Liability for 7th Michigan Actions. The 7th Michigan assumes all liability to any person other than the 7th Michigan or its members for all acts or omissions of a Board Officer occurring on or after January 1, 1988. Any and all claims for monetary damages for a breach of a Board Officer's duty to any person other than the 7th Michigan or its members shall not be brought or maintained against a Board Officer. Such claim shall be brought or maintained instead against the 7th Michigan, which shall be liable for breach of the Board Officer's duty.

ARTICLE VI: COMMITTEES

Section 1: Committees. The following standing committees are created: *Women's Relief Civilian*, Fife and Drum, Living History, Military, and Quartermaster (*Amended 1/21/07*). The President shall appoint a chairperson for each of the standing committees with the concurrence of the Board. The Board may also create committees whose purpose and power shall be specified by the Board.

Section 2: Powers. A committee may exercise all powers and authority as specifically designated by the Board and not in conflict with P.A. 162.

ARTICLE VII: GENERAL PROVISIONS

Section 1: 7th Michigan Books, Records, and Minutes. The 7th Michigan shall keep books and records of accounts and minutes of the proceedings of its members, Board, and committees, if any. The books, records, and minutes may not be kept outside of the State of Michigan. The 7th Michigan shall keep at its registered office, within the State of Michigan, records containing the names and addresses of all members, the dates when they respectively became members. Any of such books, records, and minutes may be in written form or in any other form capable of being converted into written form, without charge, any such record not in such form, upon written request of a person entitled to inspect them, may be inspected.

Section 2: Corporate Seal. The 7th Michigan shall have power, in furtherance of its corporate purpose, to have a corporate seal, and alter the seal, and use it by causing it or a facsimile to be affixed, impressed, or reproduced in any other manner. The 7th Michigan seal shall be in the form of a circle and shall bear the name of the 7th Michigan, the year of its incorporation, and indicate its formation under the laws of the State of Michigan.

ARTICLE VIII: FINANCIAL PROCEDURES AND RESTRICTIONS ON TRANSACTIONS

Section 1: Fiscal Statements. The fiscal year of the 7th Michigan shall begin on January 1 and end on December 31 of each year.

Section 2: Financial Statements. Financial statements of the 7th Michigan, prepared in accordance with generally accepted accounting principles shall be prepared shortly after the end of each fiscal year. Financial statements and fiscal records shall be subject to an annual audit; the results of which are to be reported to the Board. A copy of the corporate fiscal year-end financial report shall be sent to all members of record.

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.

BY-LAWS (AS AMENDED JANUARY 21, 2007)

Section 3: Deposits and Withdrawals of Funds. All funds of the 7th Michigan not otherwise employed shall be deposited in a reliable depository as the Board may direct. The President and Treasurer may withdraw or disburse funds on checks or drafts. Neither the President nor the Treasurer shall withdraw or disperse funds in excess of ~~\$50.00~~ \$125.00 in any one single instance without receiving written approval of another Board Officer (*Amended 1/21/2007*).

Section 4: Contracts. The President, with the approval of the Board and a majority vote of the members entitled to vote at a regular, special, or annual meeting, may enter into any contract or execute or deliver any instrument in the name of the 7th Michigan.

ARTICLE IX: AMENDING OR REPEALING BY-LAWS

The power to amend or repeal the By-Laws or adopt new By-Laws shall be reserved exclusively to the members. The By-Laws may be amended or repealed by a majority of the members entitled to vote at a regular or special meeting.

ARTICLE X: AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

Section 1: General Power of Amendment. The 7th Michigan may amend its articles of incorporation if the amendment contains only such provisions as might lawfully be contained in the original articles of incorporation filed at the time when the amendment is approved.

Section 2: Power of Members to Amend Articles. Except as otherwise provided in P.A. 162, amendments of the Articles of Incorporation shall be approved by the members. Notice of a meeting, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each member of record entitled to vote thereon within the time and in the manner provided in Section 2, Article IV of these By-Laws. Any number of amendments may be acted upon at one meeting.

Section 3: Required Vote. At a meeting, a vote of members, entitled to vote thereon, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the members entitled to vote thereon.

ARTICLE XI: DISSOLUTION

The 7th Michigan can be dissolved only in the manner prescribed in the NonProfit Corporation Act (MCL 450.2803 and following). Upon dissolution, assets of the 7th Michigan shall be distributed consistent with the requirements of the United States Internal Revenue Code relative to charitable and educational organizations as defined in Section 501 (c) (3) of the United States Internal Revenue Code of 1954 (as it may be amended).

**7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.
BY-LAWS (AS AMENDED JANUARY 21, 2007)**

7TH MICHIGAN VOLUNTEER INFANTRY, COMPANY B., INC.
1988 BY-LAWS COMMITTEE

Keith G. Harrison (Chairman)

Kristine Clements
Ed Houghtaling
Bernard McCarthy
Beverly Nichols
Dave Wank

Tom Fuller
Robert McBrien, Jr.
Carol Mitchell
Ron Peterson
Bill Warren

Michael D. Mitchell (Ex Officio)

The foregoing By-Laws were adopted in Lansing, Michigan on March 12, 1988 by the membership of the 7th Michigan Volunteer Infantry, Company B., Inc.

ATTEST

/s/ *Don W. Everett*

Don W. Everett, President
7th Michigan Volunteer Infantry,
Company B., Inc.

/s/ *Julie Everett*

Julie Everett, Secretary
7th Michigan Volunteer Infantry,
Company B., Inc.

The foregoing By-Laws were amended in Lansing, Michigan on January 21, 2007 by the membership of the 7th Michigan Volunteer Infantry, Company B., Inc.

/s/ *Jim Kirschensteiner*

Jim Kirschensteiner, President
7th Michigan Volunteer Infantry,
Company B., Inc.

ATTEST

/s/ *Joan Emerick*

Joan Emerick, Secretary
7th Michigan Volunteer Infantry
Company B., Inc.