

BYLAWS OF Ben Carson Lifetime Scholars

ARTICLE I

Corporation

1.1 Name

The name of the Corporation is Ben Carson Lifetime Scholars.

1.2 Place of Business

The Corporation shall have its principal place of business in the City of Westland, Michigan, and may have such other places of business as the Boards of Trustees and Directors may from time to time determine.

1.3 Purposes

The purpose or purposes for which the Corporation is organized are:

Exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to boosting the grades and the Scholastic Aptitude Test (SAT) scores of Detroit-area high school students.

1.3.1 To acquire, to own, to dispose of, and to deal with real, intellectual 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.

1.3.2 To conduct activities either directly, through related organizations or in cooperation with organizations exempt from tax under Section 501(c)(3) of the Internal Revenue code of 1954, 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 1954, or comparable provisions of subsequent legislation.

1.3.3. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1954 or comparable provisions of subsequent legislation, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

1.4 Governance

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The Corporation shall be governed by two bodies, a Board of Trustees and a Board of Directors.

1.4.1 The Trustees will oversee, guide, evaluate and advise the Directors, and sit as a body to approve or reject annual proposals and reports presented by the Directors.

1.4.2 The Directors will act as the Officers of the Corporation and carry out its daily activities, and manage its business, property, and affairs.

1.3.4 Definition of a Quorum

A quorum shall consist of a meeting that contains a simple majority of the Corporation representatives pertinent to the meeting, whether they are Trustees, Directors, a combined assemblage of the two, or a committee consisting of any combination of Trustees, Directors, or other associates of the Corporation. A quorum requires that the meeting organizer exercised a good faith effort, as determined by the Program Director or Trustee President, to schedule the meeting in such a way as to maximize the number of pertinent representatives who can attend. All such representatives should have received advanced notice of the meeting, and replied to the notice that they either would attend, or would not attend but would abide by the decisions of those who do attend, or appealed to the meeting organizer or Program Director that the organizer had failed to exercise a good faith effort. Representatives who do not respond to invitations will not be counted in the establishment of a quorum. Quorums can be obtained by employing email voting, either in combination with or in lieu of an in-person meeting, as requested before the meeting by Trustees who cannot attend, but who wish to participate. In the case of a tie vote, the Chairman's vote will count twice.

ARTICLE II SHAREHOLDER

This Corporation is organized on a non-stock basis and as thus has no shareholders.

ARTICLE III TRUSTEES

3.1. President of the Board of Trustees

The President shall be the chief policy officer of the Corporation and preside at all meetings of the Board of Trustees. The Trustee President shall be elected by a quorum of the Board of Trustees.

3.2. Number, Selections, and Terms of Trustees

The Board of Trustees shall consist of not less than five (5) nor more than nine (9) persons as determined from time to time by a quorum of an assemblage of current Trustees. The Directors described below may comprise up to four (4) of the Trustee members. New members of the Board of Trustees shall be elected by a simple majority of such a quorum at the annual Board meeting, or at any time that the Board chooses to meet. A Trustee's term will begin on the day of his or her election, and shall end at the

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second of the next two annual Board of Trustees meetings that occur, at which time he or she may seek election to another term.

3.2.1 Secretary of the Trustees

The Secretary shall cause to be made and kept accurate records of the proceedings of the Board of Trustees, shall attend to the giving and serving of all notices of the Board of Trustees required by law or these Bylaws, attest and countersign contracts and other documents as may be required.

3.3. Resignation

A Trustee may resign at any time by giving written notice to the President of the Board of Trustees or Program Director, offices that are defined below. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of such notice by such officer, though acceptance of the resignation shall not be necessary to make it effective.

3.4. Removal

Any Trustee may be removed as a Trustee by a simple majority in a vote by a quorum of the Board of Trustees. Note, until such a vote occurs, the Trustee in question remains a Trustee, and thus must be accounted for in the establishment of a quorum, and therefore must be afforded the opportunity to vote on his or her own removal.

3.5. Vacancies

A vacancy occurring in the Board of Trustees by reason of death, resignation, removal or otherwise of a Trustee, shall be filled by appointment by the Board of Trustees as detailed above.

3.6. Compensation

No member of the Board of Trustees shall be entitled to any compensation for his or her services as a Trustee; except that the foregoing shall not prevent the Board of Trustees from reimbursing any Trustee for expenses actually and necessarily incurred by the Trustee in the performance of his or her duties as a Trustee, or from entering into a contract directly or indirectly with a Trustee for the providing of goods and/or services to the Corporation, provided such contract is in the best interests of the Corporation, on fair and reasonable terms and not violative of the proscriptions in the Restated Articles of Incorporation against the Corporation's use or application of its funds for private benefit.

3.7. Appointment of Auditors

The Board of Trustees shall, as financial resources permit, appoint annually independent certified public accountants to examine and render a report on the financial status of the Corporation as of the close of each fiscal year.

3.7 Emergency Powers of the Board of Trustees

A unanimous vote of a quorum of the Board of Trustees can declare an emergency, and by further unanimous vote remove from office any Director. The replacement of a removed Director would require the usual election process specified below for Directors.

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ARTICLE IV
MEETINGS

4.1 General

The provisions of this Article IV shall govern meetings of the Boards of Trustees and Directors, unless otherwise provided by law, by the Restated Articles of Incorporation or by these Bylaws.

4.2 Annual Meetings

The annual joint meeting of the Board of Directors and Trustees shall be held on such date as that body shall designate. At the annual meeting, the combined board will elect new Trustees and Directors, re-elect existing Trustees and Directors (who can vote in their own election, and who figure into the establishment of a quorum in their own election), and consider such other business as may be brought before the meeting.

4.3. Regular Meetings

The respective Boards shall provide for regular meetings which shall be held at such times and places as their members may determine at a prior meeting, provided that the Trustees shall meet at least once annually independent of the joint annual meeting with the Directors, and Directors shall meet at least three times in addition to its annual joint meeting with the Trustees.

4.4. Special Meetings

Special respective Board meetings may be called by their respective Secretaries upon the request of the Trustee President or Program Director. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

4.5 Notice of Meetings

4.5.1 Board Meetings

All meetings of the respective Boards shall be held on written notice of the time, place and purposes thereof personally delivered, mailed or emailed, to the members not less than seven (7) days prior to the meeting. Special meetings require no less than two (2) days notice prior to the meeting, and notice may be delivered by telephone, though in such a case, must be confirmed in writing before or after the meeting.

4.5.3 Waiver of Notice

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without, protesting any lack of notice.

4.6. Place of Meetings

4.6.1 Designation by Members

Meetings shall be held at or near the Corporation's principal place of business, as the respective members may from time to time determine, or as may be set forth in any

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notice of such meeting.

4.6.2 Alternate Forms

Any meeting of the respective Boards of Trustees or Directors may be held by means of conference telephone or similar communications equipment whereby all participating members can hear each other, or by methods employing the Internet whereby all participating members can contribute, and such participation shall constitute presence at the meeting.

4.7 Action Without A Meeting

Any action required or permitted to be taken at a regular or special meeting of the respective Boards of Trustees or Directors or any committee thereof may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by the minimum number of relevant parties that would be necessary to authorize or take the action at a meeting at which all relevant parties entitled to vote thereon were present and voted. Such written consent shall be filed with the minutes of the proceedings of the Board and shall have the same effect as a vote of the respective Boards of Trustees or Directors for all purposes.

4.8. Adjourned Meetings

The majority of the respective Boards of Trustees or Directors present at a meeting of said, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally noticed.

ARTICLE V
BOARD OF DIRECTORS and OTHER OFFICERS

5.1 Board of Directors

The Officers of the Corporation shall include a Program Director, an Academic Director, an Administrative Director, and a Public Relations Director. The Board of Directors shall also include a Parent Representative and a Student Representative, who shall participate only in matters deemed appropriate by a majority vote of other attending Directors. The Academic, Administrative, and Public Relations Directors will report to the Program Director, who will report to the Board of Trustees. Any Director or Parent Representative may also be a member of the Board of Trustees, if elected. The Program Director is the only office that shall automatically hold a seat on the Board of Trustees.

5.2 Election and Term of Directors

Directors and the Parent Representative shall be elected for one-year terms by a simple majority of a quorum of the Board of Directors and Trustees at its annual meeting, or at any other time that body meets, with the term expiring coincident with the election of new officers for the following year, unless an officer is re-elected. The Directors and

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Trustees may at any time appoint such other officers or agents as it deems necessary or proper in the interests of the Corporation. The Student Representative shall be elected for one-semester terms by a simple majority of the general student body at the end of each semester with the term beginning at the closing ceremony of the coinciding semester and expiring at the closing ceremony of the following semester.

5.3 Removal

Any Officer may be removed as an officer with or without cause by a two-thirds vote of a quorum of the combined Board of Directors and Trustees.

5.4 Vacancies

In the event of the death, resignation, removal or other inability to serve of any officer, a quorum the combined Board of Directors and Trustees without undue delay shall elect a new Director to fill the vacant position.

5.5 Other Officers

The Trustee President shall be considered an Officer of the Corporation, as shall the Secretary and Treasurer.

5.6 Program Director

The Program Director shall be the chief executive officer of the Corporation. Under the direction of the Trustee President of the Board of Trustees, the Program Director shall have responsibility for general and active management of the business and affairs of the Corporation and the general powers usually vested in the office of president of a corporation. The Program Director shall be privileged to attend all meetings of committees of the Trustees and Directors which he or she is not otherwise a member, shall advise and counsel with the Trustee President and other officers, see that all orders and resolutions of the Board are effected and shall perform such other duties as may be required by law or as assigned to the Program Director by the Board of Trustees. The Program Director will define and refine the mission and direction of program, subject to approval by the Board of Trustees; articulate and advocate the mission and direction of program in public forums; approve and direct activities of other Directors; identify and nominate candidates for other Director's positions; motivate and inspire other Directors, other staff members, students, and parents, and maintain a productive, comfortable, and loving working relationship among all these people. The Program Director shall recruit, select, and manage a Treasurer to supervise the care and custody of the funds and securities of the Corporation and direct the deposits of funds in depositories designated by the Board of Trustees, cause to be made an annual report of the finances of the Corporation and such other financial reports as may from time to time be required by the Program Director, the Administrative Director, or the Board of Trustees. The Program Director ideally will have formal expertise and experience in core academic disciplines in both the sciences and liberal arts, or at least the sciences or liberal arts, and possess various academic-related achievements, including demonstrated mastery of standardized tests.

5.7 Academic Director

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The Academic Director will serve as the vice-chief executive officer of the Corporation and work with the Program Director to develop and implement academic curriculum and activities, including the division of these activities into separate functions so as to maximize the effectiveness of the program; work with the Administrative Director to develop and implement tracking mechanisms for academic activities and obtain funding resources; work with the Public Relations Director to solicit and obtain funding and to develop and implement non-academic activities that support the academic mission of the Program; and recruit, select, manage, and schedule Coaches and Head Coaches to carry out the various academic activities. Like the Program Director, the Academic Director ideally will have formal expertise and experience in both the sciences and liberal arts, or at least the sciences or liberal arts, and various academic-related achievements, including demonstrated mastery of standardized tests. The Academic Director should be capable serving as the Program Director, and thus should be similarly qualified, and assist the Program Director in any of his or her activities, including the occasional or regular assumption of some duties of the Program Director.

5.8 Administrative Director

The Administrative Director will be responsible for the creation, maintenance, updating, and delivery of documentation for the implementation and tracking of all academic activities, and the gathering of data required by this documentation; work with the Academic Director to develop and maintain this documentation; work with other Directors to develop and maintain all business, financial, and procedural documentation and official records that governs and defines the Program; recruit, select, direct, and schedule Assistant Administrators in order to satisfy the requirements of this office; support Academic Director in implementing academic activities, and support the Public Relations Director in implementing non-academic activities. The Administrative Director shall recruit, select, and manage a Secretary so as to make, keep, and distribute accurate records of the proceedings of any Directors meetings, to attend to the giving and serving of all notices of the Corporation required by law or these Bylaws, attest and countersign contracts and other documents as may be required and shall have custody of the corporate seal The Administrative Director ideally will possess formal expertise and/or experience in management.

5.8.1 Secretary

The Secretary shall cause to be made and kept accurate records of the proceedings of the Board of Directors, shall attend to the giving and serving of all notices of the Corporation required by law or these Bylaws, attest and countersign contracts and other documents as may be required and shall have custody of the corporate seal.

5.8.2 Treasurer

The Treasurer shall supervise the care and custody of the funds and securities of the Corporation, direct the deposits of funds in depositories designated by the Board, cause to be made an annual report of the finances of the Corporation and such other financial reports as may from time to time be required by the Board of Trustees or the Program Director. The Treasurer shall ensure that the Program every year receives a formal standard accounting audit, files its taxes appropriately, and makes these records easily

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available to Board members, other staff, and the public.

5.8.3 Secretary and Treasurer at meetings involving Directors

The Secretary and Treasurer will be invited to attend and participate in all meetings involving the Directors, though they may abstain from voting on matters of which they do not feel sufficiently informed.

5.9 Public Relations Director

The Public Relations Director will be responsible for identification and formal pursuit of grant and other funding resources, and all administrative aspects of obtaining those resources; working with other Directors to obtain funding resources; and working with parents to form and maintain a Parents Committee; the identification, selection, management, and scheduling of Assistants to satisfy the requirements of this office. The Public Relations Director shall recruit, select, and manage an Events Coordinator that will be responsible for planning and implementing of the various extra-curricular academic and non-academic events that serve to involve and inform the staff, parents and students of the program. The Public Relations Director ideally will have formal expertise and/or experience in management.

5.9.1 Events Coordinator

The Events Director will be responsible for the creation and implementation of non-academic activities such as: semester kick-offs, closing ceremonies, recreational outings, seminars, student and staff recruiting activities; the identification, selection, management, and scheduling of Assistants to satisfy the requirements of this office; and for supporting the other directors in the conduct of their responsibilities.

5.10 Associate Directors

The Academic, Administrative & Public Relations Directors may appoint Associate Directors to assist them with their respective offices, and Assistant Directors to direct specific aspects of their offices, per approval by the Program Director. The Program Director may appoint an Associate Program Director per unanimous approval of the other three Directors.

5.11 Parent and Student Representatives

The Parent and Student Representatives will attend meetings of the Board of Directors and will have full voting rights, privileges and responsibilities. The Representatives may also be asked to support the Directors, Events Coordinator or Associate Directors with special projects, events or other responsibilities.

5.12 Non-Solicitation

No representative of the program shall use any program activity or resource for the purposes of recruiting for or informing of any sort of for-profit enterprise, or outside non-profit activity, such as local school fund raisers. The spirit of this rule specifically pertains to program representatives, parents, or other associates who involve themselves in enterprises that are euphemistically referred to as “multi-level marketing”

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“businesses.” This rule also pertains to selling raffle tickets, calendars, candy, or seeking donations of any sort for any other organization, activity, or concern, such as schools, churches. Furthermore, this rule also pertains to our own program. Our representatives will completely refrain from soliciting people to make personal monetary donations. The sole exception to this rule will be mass appeals made as general announcements before general assemblies, emails broadcast to general distribution lists, and general messages posted on the program website. No program representative will single out any particular parent or anybody else and ask for personal donations or purchases. This rule does permit program representatives to request corporate donations and sponsorships. We want all parents, volunteers, and visitors to feel welcome and comfortable.

5.13 Communications mandate

When officers ask each other what they are doing, have done, or intend to do, on behalf of the program, the inquired officer must happily respond with an accurate and complete accounting. Also, all officers must maintain regular and active email communications with their fellow officers; this includes reading and responding regularly and reliably to emails pertaining to Program business.

ARTICLE VI COMMITTEES

6.1. Committee Organization

The Boards of Trustees and Directors may by resolution establish committees from time to time to aid in carrying out the business of the Corporation and to perform such functions as are set forth in the resolution and not restricted by law, the Restated Articles of Incorporation or these Bylaws.

6.2 Committee Quorums and Voting Requirements

A majority of the members of a committee shall constitute a quorum for the transaction of business of a committee. The vote of a majority of committee members present and voting at any meeting of a committee at which there is a quorum shall be the act of the committee.

ARTICLE VII INDEMNIFICATION

7.1.

Indemnification

Each person who is or was a director, trustee, other officer, agent or committee member of the Corporation or who serves or served at the request of the Corporation as a director, trustee, officer, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent to which the Corporation has to power so to indemnify such persons pursuant to the law of the State of Michigan as it may be in effect from time to time. The Corporation shall purchase and maintain insurance, if such insurance is reasonably available in

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standard policy offerings, on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability under the laws of the State of Michigan.

7.2. Changes in Michigan Law

In the event of any change of the Michigan statutory provisions applicable to the Corporation relating to the subject matter of Article VI of these Bylaws, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide prior to any such change.

ARTICLE VIII MISCELLANEOUS

8.1. Funds

The funds of the Corporation shall be deposited in such bank or trust companies, as may be designated by the Board of Trustees with withdrawal permitted on the signatures of such person or persons as the Board of Trustees shall designate from time to time.

8.2. Borrowing

The Corporation shall have the power to borrow money and issue its promissory note for the repayment thereof, with or without interest, to mortgage and create other liens on its property as security for its debts or other lawful engagements, and to guarantee debts of others.

8.3 Books and Records

The officers, agents and employees of the Corporation shall maintain such books, records and accounts of the Corporation's business and affairs as shall be appropriate to the business and affairs of the Corporation, or as shall be required by the Boards of Trustees and Directors or the laws of the State of Michigan such books, records and accounts shall be kept at or under the control of the principal place of business.

8.4 Execution of Instruments

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such proper officer or officers or other person or persons as may be prescribed by law, by these Bylaws, or as the Board of Directors may from time to time designate.

8.5 Fiscal Year

The first fiscal year of the Corporation shall begin on the date of its incorporation and end on the subsequent 31st day of December. Each subsequent fiscal year shall be a twelve (12) month period ending on the 31st day of December.

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8.6. Corporate Seal

The Directors are authorized to adopt a form of seal for the Corporation. The affixing or imprinting by the Corporation of a seal on any document shall be conclusive evidence of the approval of the form of such seal by the Directors.

8.7 Corporate Property

Any real or personal properties purchased, acquired, owned by or donated to the Corporation shall remain the property of the Corporation. Any intellectual properties that are created expressly for the use of the Corporation, its staff, parents, students or other authorized agents shall additionally become the property of the Corporation. This includes, but shall not be limited to curriculum; documents; speeches; computer software, programs and databases; videotapes; audio recordings; photographs; brochures and flyers. As such, any computerized documentation made by any Corporation representative must exist in a current, updated form at a centralized location that offers maximum possible accessibility to all Directors and Trustees, with appropriate measures taken to ensure the accuracy and integrity of the data.

ARTICLE IX
AMENDMENTS

9.1 Amendments

The Corporation vests the power to alter, amend, or repeal these Bylaws or the Restated Articles of Incorporation in the Board of Directors, subject to approval by the Board of Trustees. These bylaws must be formally reviewed by the Board of Directors annually. Any proposed alteration or amendment may be presented for vote during the annual meeting and may be adopted or denied by a two-thirds majority of a quorum of the combined Board of Directors and Trustees.