

## **Amendment or Restatement of Michigan Articles of Incorporation**

People for a Working Democracy

Amendment of Articles II, VI and VIII

Amendment of  
**Article II:**

The purposes for which the Corporation is organized is to promote the health of our democratic election system, and to advocate for a more responsive democracy, and to engage in political advocacy within the meaning of section 527 of the Internal Revenue Code (the “Code”). The Corporation may engage in any activity for which a corporation may be organized under the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, MCLA §§ 450.2101 et seq. (the “Act”). No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its directors, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of its purposes.

Amendment of  
**Article VI:**

Amendment of Subsection (e) Except as otherwise provided by law, any director or any officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director’s or officer’s fiduciary duty; provided, however, that this provision does not eliminate or limit the liability of a director or officer for any of the following:

- (a) A breach of the director’s or officer’s duty of loyalty to the Corporation;
- (b) 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 [MCLA §450.1551(1)];
- (d) A transaction from which the director or officer derived an improper personal benefit;
- (e) An act or omission occurring before the filing of these Articles of Incorporation; and/or
- (f) An act or omission that is grossly negligent.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, occurring on or after the effective date of these Articles of Incorporation, if all of the following are met:

- (a) The volunteer was acting or reasonably believed he/she was acting within the scope of his/her authority;
- (b) The volunteer was acting in good faith;

- (c) The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of liability of directors, officers, and/or volunteers of nonprofit corporations, then the liability of directors, officers, and/or volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article VI, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so 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, officer, or volunteer of the Corporation with respect to any acts or omissions of such person occurring prior to the effective date of any such amendment or repeal.

Amendment of  
**Article VIII:**

In the event of the dissolution or liquidation of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the directors shall donate, transfer, deliver and convey all of its moneys, properties and other assets to any nonprofit successor organization approved by the directors, provided that the purposes of such successor organization are consistent with those of this Corporation; to be used by said nonprofit successor organization exclusively for the accomplishment of the purposes for which this corporation is formed. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.