

[PROPOSED]

**ATTACHMENT TO CERTIFICATE OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
GREAT LAKES CHAMBER ORCHESTRA, INCORPORATED**

“ARTICLE VII  
LIMITATION OF LIABILITY OF VOLUNTEER TRUSTEES  
AND VOLUNTEER OFFICERS

- A. No member of the Board of Trustees of the Corporation, and no officer who is a volunteer as that term is defined in the Michigan Nonprofit Corporation Act (as amended, the “Act”), shall be liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a trustee or volunteer officer; provided, however, that this provision shall not eliminate or limit the liability of a trustee or volunteer officer for any of the following:
- (1) The amount of a financial benefit received by a trustee or volunteer officer to which he or she is not entitled;
  - (2) Intentional infliction of harm on the Corporation or its members;
  - (3) A violation of Section 551 of the Act;
  - (4) An intentional criminal act; or
  - (5) A liability imposed under Section 497(a) of the Act.
- B. The corporation assumes the liability for all acts or omissions of a volunteer trustee, volunteer officer or other volunteer as defined in the Act occurring on or after the effective date of this Article if all of the following are met:
- (1) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
  - (2) The volunteer was acting in good faith;
  - (3) The volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct;
  - (4) The volunteer’s conduct was not an intentional tort; and
  - (5) The volunteer’s conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.
- C. If the liability of a volunteer trustee or volunteer officer might be limited or eliminated under more than one paragraph of this Article, then the provision or provisions offering the maximum protection to the volunteer trustee or volunteer officer will apply.

- D. If the Act is amended after the filing of the Articles of Incorporation to authorize the further elimination or limitation of the liability of trustees, officers or other volunteers of nonprofit corporations, then the liability of trustees, officers or such other volunteers of the Corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article, 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 shall apply to or have any effect on the liability or alleged liability of a trustee, officer or other volunteer of the Corporation for or with respect to any acts or omissions occurring prior to the effective date of such amendment or repeal.
- E. Notwithstanding any provision of this Article, the Corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Federal tax law).

#### ARTICLE VIII INDEMNIFICATION

Each person who is or was an officer of the Corporation or a member of the Board of Trustees or any committee of the Corporation, and each person who serves or has served at the request of the Corporation as a trustee, officer, partner, trustee, employee, 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 permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of such status, whether or not the Corporation would have power to indemnify such person against such liability under the laws of the State of Michigan. This right of indemnification shall continue as to a person who ceases to be a trustee or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.”