

Ford Foundation

FORD FOUNDATION

AMENDED AND RESTATED BYLAWS

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AMENDED AND RESTATED BYLAWS

ARTICLE I OFFICES

Section 1. Offices. The Ford Foundation (the "Foundation") shall maintain a registered office and resident agent in the State of Michigan as required by law. The Foundation may also have an office or offices at such other place or places either within or without the State of Michigan as the Board of Trustees may from time to time determine.

ARTICLE II THE BOARD OF TRUSTEES

Section 2. Number. The Foundation is organized on a directorship (trusteeship) basis. The number of trustees may be fixed from time to time by the trustees at any meeting thereof, but in no event shall be less than seven (7) or more than twenty (20).

Section 3. Election and Term of Office. Trustees may be elected at any meeting of trustees by vote of a majority of the trustees. The term of office of each trustee other than the president shall begin on the date designated at the time of election and shall terminate at the conclusion of the last annual or regular meeting of the Board of Trustees in the sixth year of such term (whether or not his or her predecessor completed his or her term). However, the term of any trustee may be extended by the Board of Trustees upon a determination that an extension is merited by the interests of the Foundation. Trustees may be reelected but for no more than one successive term. Thereafter trustees may hold office for additional terms only if they shall have been out of office for at least one year before each additional term. The president shall be a trustee until he or she ceases to be president. To the extent inconsistent with this section, the provisions of section 11 pertaining to the chair shall prevail.

Section 4. Independence. A majority of the members of the Board of Trustees shall be "independent" as defined by the board from time to time.

Section 5. Meetings.

a. Place of Meeting. Meetings of the Board of Trustees shall be held where designated in the notice of meeting.

b. Schedule of Meetings. The annual meeting of trustees shall be held on the second Thursday in February or otherwise as the trustees may designate. There may be other regular meetings of the Board of Trustees as may be scheduled by the Board of Trustees. Special meetings of the Board of Trustees may be called at any time by the secretary or, in the absence of the secretary, by the assistant secretary, upon written request by the chair, the president or not less than one-third of the trustees.

c. Notice of Meetings. Notice of all meetings shall be given at least ten days prior to the date thereof as set forth in section 27 and shall specify the place, day and hour of the meeting. Notice shall be given by the secretary or, in the absence of the secretary, by the assistant secretary or an officer designated by the chair or the president.

d. Consent to Meetings. The actions taken at any meeting shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these bylaws if a quorum is present and if, either before or after the meeting, each of the trustees not present thereat shall give a waiver of notice as provided in section 27. All waivers of notice shall be made a part of the minutes of the meeting.

e. Organization of Meetings. At each meeting of the Board of Trustees, the chair shall preside. In the absence of the chair, the chair may appoint a chair pro tem or, if the chair fails to do so, the trustees shall appoint one of their own number to preside. The secretary or, in the absence of the secretary, a person appointed by the chair of the meeting shall act as secretary.

f. Quorum at Meetings. A majority of the members of the Board of Trustees then in office or a majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting and, except as otherwise provided by law or these bylaws, the act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, a meeting may be adjourned by a majority of the trustees or committee members present until such time as a quorum may be obtained. Each trustee at a meeting is entitled to one vote and no proxies may be exercised at trustees' meetings.

g. Action Authorized Without a Meeting. If all the trustees or members of a committee shall consent in writing or by electronic transmission to any action to be taken by the Foundation or the committee, the action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Trustees or the committee. Unanimous consents shall be filed with the secretary.

h. Meeting by Conference Telephone. A member of the Board of Trustees or of a committee may participate in a meeting by means of conference telephone or other means of remote communications by which all persons participating in the meeting can hear each other and participation in a meeting shall constitute presence in person at the meeting.

Section 6. Resignation, Removal and Vacancies. Any trustee may resign at any time by giving written notice to the chair, the president, the secretary or the Board of Trustees and the resignation shall take effect when the notice is received or at a later time if set forth in the notice. Any trustee may be removed with cause by a vote of a majority of all trustees at a special meeting of trustees called for that purpose. Any vacancy resulting from resignation, removal or any other cause may be filled by a majority of the remaining trustees, even if less than a quorum, at any meeting thereof.

Section 7. Compensation. The trustees shall receive for their service such compensation as the Board of Trustees may determine and reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a trustee from serving the Foundation in any other capacity and receiving compensation for such services.

ARTICLE III COMMITTEES

Section 8. Creation, Membership, etc. There shall be a standing Executive Committee, which shall possess and exercise the authority as set forth in section 9. The Board of Trustees may from time to time appoint such other standing or special committees as it may deem desirable and shall provide for their powers and duties. Each member of a standing committee shall be appointed by the Board of Trustees from among its members to serve at the pleasure of the board. When a trustee ceases to be a trustee, he or she shall cease to be a member of the committee. Except as otherwise determined by the Board of Trustees, the chair of the board shall designate the chair of each committee. Each committee shall to the extent not otherwise determined by the Board of Trustees or provided in these bylaws determine its own rules and shall submit to the Board of Trustees at each meeting thereof a report of the actions, if any, which the committee may have taken since the previous meeting of the Board of Trustees, which actions shall be subject to revision or alteration by the Board of Trustees, provided, however, that no rights of third parties shall be affected adversely by any such revision or alteration.

Section 9. Executive Committee. The Executive Committee shall consist of the chair, who shall be the chair of the Executive Committee, the president and at least three additional trustees. The Executive Committee shall, except as otherwise provided by the Board of Trustees in a resolution or resolutions or these bylaws, possess and exercise the authority of the Board of Trustees in the management of the business of the Foundation between meetings of the board, except that the Executive Committee shall not have authority to: amend the Articles of Incorporation; adopt an agreement of merger or conversion; approve the sale, lease, or exchange of all or substantially all of the Foundation's property and assets; approve a dissolution of the Foundation or a revocation of a dissolution; fill vacancies on the board; fix the compensation of the trustees for serving on the board or on any committee; amend or repeal these bylaws or adopt new bylaws; or amend or repeal any resolution of the board that by its terms may not be amended or repealed. Trustees who are not members of the Executive Committee may attend meetings of the Executive Committee but shall have no vote.

ARTICLE IV OFFICERS

Section 10. Number. The officers of the Foundation shall be a chair, a president, one or more vice presidents as may be elected by the Board of Trustees from time to time, a secretary, a chief legal officer, a treasurer and chief operating officer, and

any other officers as may be appointed in accordance with the provisions of section 12.

Section 11. Election, Term of Office and Qualifications. Each officer, except the chair and any officers as may be appointed in accordance with the provisions of section 12, shall be chosen annually by the Board of Trustees, and each shall hold office until the selection and qualification of his successor, if any. The chair shall be chosen by the Board of Trustees for a term beginning on the date designated at the time of selection and terminating at the conclusion of the last annual or regular meeting of the Board of Trustees in the fourth year of such term and until the election and qualification of a successor. The chair may not be chosen for a second term of office. Notwithstanding any provision of section 3 to the contrary, the chair's term as trustee shall to the extent necessary be extended to the date of expiration of his or her term as chair. The term of any officer may be extended by the Board of Trustees upon a determination that an extension is merited by the interests of the Foundation. No officer, except the chair and the president, shall be a trustee. Any officer may occupy two or more offices at the same time, except that no one shall at the same time occupy the offices of president and vice president. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 12. Appointment of Officers, etc. The Board of Trustees may appoint other officers or agents, each of whom shall hold office for such period, have such powers and perform such duties as may be provided by these bylaws or as the Board of Trustees may determine.

Section 13. Removal. Any officer may be removed by the Board of Trustees at any meeting thereof.

Section 14. Resignation. Any officer may resign by giving written notice to the Board of Trustees, to the president or to the secretary. The resignation shall take effect upon receipt of the notice or at a subsequent time specified therein and acceptance shall not be necessary to make it effective.

Section 15. Vacancies. A vacancy in any office because of resignation, removal or any other cause may be filled for the unexpired portion of the term of that office by the Board of Trustees.

Section 16. Chair. The chair of the board shall preside at all meetings of the Board of Trustees and shall perform such other duties as the Board of Trustees may from time to time determine.

Section 17. President. The president shall be the chief executive officer of the Foundation and shall exercise general supervision of all operations and personnel of the Foundation, subject to the direction or approval of the Board of Trustees.

Section 18. Vice Presidents. Vice presidents in charge of the Foundation's program divisions shall, under the direction of the president, develop and administer programs. Vice presidents in charge of the program divisions, and any other vice

presidents as the Board of Trustees may elect, shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Foundation and shall be subject to the general authority and supervision of the board.

Section 19. Secretary. The secretary shall record or cause to be recorded in books provided for the purpose, all the proceedings of the meetings of the Foundation, including those of the Board of Trustees, and all committees of which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; shall be custodian of the records (other than financial) and of the seal of the Foundation and see that the seal is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these bylaws; shall see that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and in general, the secretary shall perform all duties incident to the office of secretary and shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Foundation and shall be subject to the general authority and supervision of the board.

Section 20. Chief Legal Officer. The chief legal officer shall coordinate all legal matters of the Foundation, subject to the direction or approval of the Board of Trustees or the president. The chief legal officer shall perform the duties usually performed by the chief legal officer of a corporation and shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Foundation and shall be subject to the general authority and supervision of the board.

Section 21. The Chief Operating Officer and Treasurer. The chief operating officer and treasurer shall be the chief administrative officer of the Foundation with respect to financial and operational affairs, shall be responsible for the receipt, custody and disbursement of Foundation funds and other assets, and shall be custodian of the financial records of the Foundation. The chief operating officer and treasurer shall be subject to the direction of, and shall have such other authority as the president may from time to time determine. All such authority shall be exercised consistent with the officer's fiduciary responsibilities to the Foundation and shall be subject to the general authority and supervision of the board.

ARTICLE V MISCELLANEOUS

Section 22. Corporate Seal. The corporate seal of the Foundation shall be in the form of a circle and shall have inscribed thereon: "The Ford Foundation, Corporate 1936 Seal, Michigan."

Section 23. Contracts, etc., How Executed. The Board of Trustees, except as may be otherwise provided in these bylaws, may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or execute and

deliver any contract or other instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. The Investment Committee may authorize any officer or officers, employee or employees, agent or agents to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Foundation if the contract or other instrument relates to the investment of funds of the Foundation, to the purchase, sale or transfer of securities or other property on behalf of the Foundation, to the borrowing of money, the obtaining of credit, the issuance of evidences of indebtedness or the guaranteeing of evidences of indebtedness or other types of securities issued by others, or generally to the management of the funds and investments of the Foundation, and such authority may be general or confined to specific instances. Unless authorized so to do by these bylaws, the Board of Trustees or the Investment Committee, no officer or agent or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit or to render it liable peculiarly for any purpose or in any amount.

Section 24. Borrowing, Checks, Drafts, etc. The Foundation, whenever its general interests require, may borrow money, obtain credit and issue evidences of indebtedness for the repayment thereof, may guarantee evidences of indebtedness or other types of securities issued by others, and may assign and grant interests in any property or assets of the Foundation as security for its debts and obligations. All promissory notes, guarantees, checks, drafts or other evidences of indebtedness issued in the name of the Foundation shall be signed or endorsed by such officer or officers, employee or employees or agent or agents of the Foundation as shall from time to time be determined by resolution of the Board of Trustees or, in the case of the working fund accounts of the Foundation, by the president or the chief financial officer and treasurer and, if and to the extent that such power shall have been delegated to them, or one of them, by the Board of Trustees or the Investment Committee. Each of such officers or employees or agents shall give such bond as the Board of Trustees or such committee may require.

Section 25. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as may be designated from time to time by the Board of Trustees or a committee of the Board of Trustees to which it may delegate such power, or any officer or officers, employee or employees, or agent or agents of the Foundation to whom such power may be delegated by the Board of Trustees or by such committee, and for the purpose of such deposit, all checks, drafts and other orders for the payment of money that are payable to the order of the Foundation, may be endorsed, assigned and delivered by any officer of the Foundation or in such other manner as may from time to time be determined by resolution of the Board of Trustees or of such committee.

Section 26. Indemnification. The Foundation shall indemnify its trustees and officers to the fullest extent permitted by law and shall have power to indemnify its employees and agents to the fullest extent permitted by law.

ARTICLE VI NOTICES

Section 27. Notices, Waiver of Notice. Whenever notice of a meeting is required to be given to any trustee by law or these bylaws it may be given by the secretary, the assistant secretary or any officer designated by the chair or the president by sending a written communication by mail, electronic transmission or other means of written communication addressed to the trustee entitled thereto at his address as it is shown on the Foundation's records. Notice shall be deemed given at the time when the same shall be deposited in the United States mail or delivered to an agent for transmittal thereof or, if transmitted electronically, when electronically transmitted to the trustee. Such mailing or other transmittal shall be due, legal and personal notice to such trustee. A trustee may waive notice, either before or after the meeting for which notice is required to be given and the waiver in writing, electronic transmission or other means of written communication shall itself be deemed equivalent to notice. All waivers shall be filed with the records of the Foundation.

ARTICLE VII AMENDMENTS

Section 28. Amendments. At any duly held meeting of the Board of Trustees, any of these bylaws may be amended or repealed and new bylaws may be adopted by a majority vote of all trustees.