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EXTENDED TO JULY 15, 2020

Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990EZ for instructions and the latest information.

OMB No. 1545-1150

2018

Open to Public Inspection

A For the 2018 calendar year, or tax year beginning SEP 1, 2018 and ending AUG 31, 2019

B Check if applicable	C Name of organization	D Employer identification number
[ ] Address change	MICHIGAN WEST COAST CHAMBER OF COMMERCE	
[X] Name change	FOUNDATION	38-2476780
[ ] Initial return	Number and street (or P.O. box, if mail is not delivered to street address) / Room/suite	E Telephone number
[ ] Final return/terminated	272 E. 8TH ST.	616-392-2389
[ ] Amended return	City or town, state or province, country, and ZIP or foreign postal code	F Group Exemption
[ ] Application pending	HOLLAND, MI 49423	Number ▶

G Accounting Method: [ ] Cash [X] Accrual Other (specify) ▶

H Check ▶ [X] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ N/A

J Tax-exempt status (check only one) — [X] 501(c)(3) [ ] 501(c) ( ) ◀(insert no.) [ ] 4947(a)(1) or [ ] 527

K Form of organization: [ ] Corporation [ ] Trust [X] Association [ ] Other

L Add lines 5b, 6c, and 7b to line 9 to determine gross receipts. If gross receipts are $200,000 or more, or if total assets (Part II, column (B)) are $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 4,663.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I [X]

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income SEE SCHEDULE O			4	1,945.
	5a	Gross amount from sale of assets other than inventory	5a	2,718.		
	b	Less: cost or other basis and sales expenses	5b			
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			5c	2,718.
	6	Gaming and fundraising events:				
	a	Gross income from gaming (attach Schedule G if greater than $15,000)	6a			
	b	Gross income from fundraising events (not including $ ____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds $15,000)	6b			
	c	Less: direct expenses from gaming and fundraising events	6c			
	d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)			6d	
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less: cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe in Schedule O)			8	
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 ▶			9	4,663.
Expenses	10	Grants and similar amounts paid (list in Schedule O) SEE SCHEDULE O			10	45,000.
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	
	13	Professional fees and other payments to independent contractors			13	5,678.
	14	Occupancy, rent, utilities, and maintenance SEE SCHEDULE O			14	3,244.
	15	Printing, publications, postage, and shipping			15	
	16	Other expenses (describe in Schedule O) SEE SCHEDULE O			16	1,654.
	17	**Total expenses.** Add lines 10 through 16 ▶			17	55,576.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	-50,913.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	187,219.
	20	Other changes in net assets or fund balances (explain in Schedule O) SEE SCHEDULE O			20	2,162.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶			21	138,468.

LHA For Paperwork Reduction Act Notice, see the separate instructions. Form **990-EZ** (2018)

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Part II **Balance Sheets** (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II [X]

		(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	11,402.	22	6,073.
23	Land and buildings		23	
24	Other assets (describe in Schedule O) SEE SCHEDULE O	175,817.	24	162,395.
25	**Total assets**	187,219.	25	168,468.
26	**Total liabilities** (describe in Schedule O) SEE SCHEDULE O	0.	26	30,000.
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	187,219.	27	138,468.

Part III **Statement of Program Service Accomplishments** (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III [X]

What is the organization's primary exempt purpose? SEE SCHEDULE O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations; optional for others.)

			Expenses
28	SILENT OBSERVER HELPS TO SOLVE SERIOUS LOCAL CRIMES BY PROVIDING A METHOD FOR PRIVATE CITIZENS TO ANONYMOUSLY SHARE EYEWITNESS REPORTS OF ACTUAL OR SUSPECTED CRIMES. (Grants $) If this amount includes foreign grants, check here ▶ [ ]	28a	200.
29	PROMOTE & MAINTAIN A FAVORABLE BUSINESS/COMMUNITY ENVIRONMENT IN THE HOLLAND AND ZEELAND AREAS. (Grants $ 45,000.) If this amount includes foreign grants, check here ▶ [ ]	29a	50,678.
30	(Grants $) If this amount includes foreign grants, check here ▶ [ ]	30a	
31	Other program services (describe in Schedule O) (Grants $) If this amount includes foreign grants, check here ▶ [ ]	31a	
32	**Total program service expenses** (add lines 28a through 31a) ▶	32	50,878.

Part IV **List of Officers, Directors, Trustees, and Key Employees** (list each one even if not compensated - see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV [X]

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
MIKE DYKSTRA CHAIR	0.50	0.	0.	0.
JENNIFER REMONDINO VICE CHAIR/TREASURER	0.50	0.	0.	0.
KURT WASSINK PAST CHAIR	0.50	0.	0.	0.
MIKE NOVAKOSKI DIRECTOR	0.50	0.	0.	0.
KELLY SPRINGER DIRECTOR	0.50	0.	0.	0.
FRANCE ALLEN DIRECTOR - PART YEAR	0.50	0.	0.	0.
MANDI BROWER DIRECTOR - PART YEAR	0.50	0.	0.	0.
MATT DENHERDER DIRECTOR - PART YEAR	0.50	0.	0.	0.
BRYAN JONES DIRECTOR - PART YEAR	0.50	0.	0.	0.
NICK KASSANOS DIRECTOR - PART YEAR	0.50	0.	0.	0.
JON LANNING DIRECTOR - PART YEAR	0.50	0.	0.	0.
RON LEWIS DIRECTOR - PART YEAR	0.50	0.	0.	0.

Part V **Other Information** (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V.) Check if the organization used Sch. O to respond to any question in this Part V [X]

			Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O	33		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	34	X	
35a	Did the organization have unrelated business gross income of $1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?	35a		X
b	If "Yes" to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	35b	N/A	
c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III	35c		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a 0.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities 39b N/A			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		X
c	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed ▶ NONE

42a The organization's books are in care of ▶ JANE CLARK Telephone no. ▶ 616-392-2389
Located at ▶ 272 E. 8TH ST, HOLLAND, MI ZIP + 4 ▶ 49423

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		X
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
c	At any time during the calendar year, did the organization maintain an office outside the United States? If "Yes," enter the name of the foreign country: ▶	42c		X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here ▶ [ ]
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A

			Yes	No
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a		X
b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b		X
c	Did the organization receive any payments for indoor tanning services during the year?	44c		X
d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	44d		
45a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	45a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ. See instructions	45b		

			Yes	No
46	Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X

Part VI **Section 501(c)(3) Organizations Only**

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI ☐

			Yes	No
47	Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II	47		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees, and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over $100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None." NONE

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over $100,000 ▶

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations must attach a completed Schedule A ▶ [X] Yes ☐ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Jane Clark, President — Signature of officer — Date 6-2-20

▶ JANE CLARK, PRESIDENT — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TINA M. PETERS, CPA	TINA M. PETERS, CPA	05/26/20		P00904574

Firm's name ▶ PLANTE & MORAN, PLLC — Firm's EIN ▶ 38-1357951

Firm's address ▶ 750 TRADE CENTRE WAY, STE. 300 PORTAGE, MI 49002 — Phone no. (269) 567-4500

May the IRS discuss this return with the preparer shown above? See instructions ▶ [X] Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

Name of the organization MICHIGAN WEST COAST CHAMBER OF COMMERCE FOUNDATION

Employer identification number 38-2476780

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

07

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ))
3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 [ ] An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions) Enter the name, city, and state of the college or university
10 [ ] An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)
11 [ ] An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
12 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g

a [ ] **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b [ ] **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**

c [ ] **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d [ ] **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e [ ] Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f Enter the number of supported organizations

g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document? Yes	No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
Total						

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	250.	750.	22,750.			23,750.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	250.	750.	22,750.			23,750.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						11,353.
6 **Public support.** Subtract line 5 from line 4						12,397.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4	250.	750.	22,750.			23,750.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	965.	1,217.	2,437.	2,029.	1,945.	8,593.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 **Total support.** Add lines 7 through 10						32,343.

12 Gross receipts from related activities, etc. (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)) | 14 | 38.33 %

15 Public support percentage from 2017 Schedule A, Part II, line 14 | 15 | 39.06 %

16a **33 1/3% support test - 2018.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [X]

b **33 1/3% support test - 2017.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2018.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2017.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support.** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))	15	%
16	Public support percentage from 2017 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2018** (line 10c, column (f), divided by line 13, column (f))	17	%
18	Investment income percentage from **2017** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2018.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

			Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in* **Part VI** *how the supported organizations are designated If designated by class or purpose, describe the designation If historic and continuing relationship, explain*	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? *If "Yes," explain in* **Part VI** *how the organization determined that the supported organization was described in section 509(a)(1) or (2)*	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer (b) and (c) below*	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? *If "Yes," describe in* **Part VI** *when and how the organization made the determination*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* **Part VI** *what controls the organization put in place to ensure such use*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below*	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in* **Part VI** *how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in* **Part VI** *what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer (b) and (c) below (if applicable) Also, provide detail in* **Part VI,** *including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document)*	5a		
b	**Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in* **Part VI.**	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? *If "Yes," provide detail in* **Part VI.**	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in* **Part VI.**	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in* **Part VI.**	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? *If "Yes," answer 10b below*	10a		
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)*	10b		

Part IV Supporting Organizations *(continued)*

			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a		
b	A family member of a person described in (a) above?	11b		
c	A 35% controlled entity of a person described in (a) or (b) above? *If "Yes" to a, b, or c, provide detail in* **Part VI.**	11c		

Section B. Type I Supporting Organizations

			Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? *If "No," describe in* **Part VI** *how the supported organization(s) effectively operated, supervised, or controlled the organization's activities If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year*	1		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? *If "Yes," explain in* **Part VI** *how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.*	2		

Section C. Type II Supporting Organizations

			Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? *If "No," describe in* **Part VI** *how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).*	1		

Section D. All Type III Supporting Organizations

			Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? *If "No," explain in* **Part VI** *how the organization maintained a close and continuous working relationship with the supported organization(s)*	2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in* **Part VI** *the role the organization's supported organizations played in this regard.*	3		

Section E. Type III Functionally Integrated Supporting Organizations

1 *Check the box next to the method that the organization used to satisfy the Integral Part Test during the year* **(see instructions).**

a ☐ The organization satisfied the Activities Test. *Complete* **line 2** *below*

b ☐ The organization is the parent of each of its supported organizations *Complete* **line 3** *below*

c ☐ The organization supported a governmental entity *Describe in* **Part VI** *how you supported a government entity (see instructions).*

			Yes	No
2	Activities Test **Answer (a) and (b) below.**			
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in* **Part VI identify those supported organizations and explain** *how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities*	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in* **Part VI** *the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement*	2b		
3	Parent of Supported Organizations **Answer (a) and (b) below.**			
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in* **Part VI.**	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? *If "Yes," describe in* **Part VI** *the role played by the organization in this regard.*	3b		

Part V | Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 **Adjusted Net Income** (subtract lines 5, 6, and 7 from line 4)	8		

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d **Total** (add lines 1a, 1b, and 1c)	1d		
e **Discount** claimed for blockage or other factors (explain in detail in **Part VI**)			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by 035	6		
7 Recoveries of prior-year distributions	7		
8 **Minimum Asset Amount** (add line 7 to line 6)	8		

Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 **Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)

Part V | Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations *(continued)*

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in **Part VI**) See instructions	
7 **Total annual distributions.** Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in **Part VI**). See instructions	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) **Excess Distributions**	(ii) **Underdistributions Pre-2018**	(iii) **Distributable Amount for 2018**
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in **Part VI**) See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7 $			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in **Part VI.** See instructions			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1 For result greater than zero, explain in **Part VI**. See instructions			
7 **Excess distributions carryover to 2019.** Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b, Part V, line 1, Part V, Section B, line 1e, Part V, Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information. (See instructions)

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

Name of the organization: MICHIGAN WEST COAST CHAMBER OF COMMERCE FOUNDATION

Employer identification number: 38-2476780

FORM 990-EZ, PART I, LINE 4, OTHER INVESTMENT INCOME:

DESCRIPTION OF PROPERTY:	AMOUNT:
INTEREST	1,945.

FORM 990-EZ, PART I, LINE 10, GRANTS AND SIMILAR AMOUNTS PAID:

ACTIVITY CLASSIFICATION: CHARITY SUPPORT

GRANTEE NAME: THE COMMUNITY FOUNDATION OF THE HOLLAND/ZEELAND AREA

GRANTEE ADDRESS: 85 EAST 8TH STREET, SUITE 110 HOLLAND, MI 49423

AMOUNT GIVEN: 45,000.

FORM 990-EZ, PART I, LINE 14, OCCUPANCY, RENT, UTILITIES, AND MAINTENANCE:

DESCRIPTION OF EXPENSES:	AMOUNT:
DEPRECIATION	3,244.

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
INVESTMENT FEES	1,454.
SILENT OBSERVER EXPENSES	200.
TOTAL TO FORM 990-EZ, LINE 16	1,654.

FORM 990-EZ, PART I, LINE 20, CHANGES IN NET ASSETS:

CHANGES IN NET ASSETS OR FUND BALANCES:	AMOUNT:
UNREALIZED GAINS ON INVESTMENTS	2,162.

Name of the organization: MICHIGAN WEST COAST CHAMBER OF COMMERCE FOUNDATION

Employer identification number: 38-2476780

FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
INVESTMENT HELD BY THE COMMUNITY FOUNDATION		
HOLLAND/ZEELAND AREA	157,425.	147,797.
PREPAID EXPENSES	550.	0.
OTHER DEPRECIABLE ASSETS	17,842.	14,598.
TOTAL TO FORM 990-EZ, LINE 24	175,817.	162,395.

FORM 990-EZ, PART II, LINE 26, OTHER LIABILITIES:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
GRANTS PAYABLE	0.	30,000.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - CHANNELS INDIVIDUAL, MEMBER, AND CORPORATE GIFTS FOR BENEFIT OF COMMUNITY.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY, OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY, OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

Name of the organization MICHIGAN WEST COAST CHAMBER OF COMMERCE FOUNDATION

Employer identification number 38-2476780

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (see the instructions for Part IV.)

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (If not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
SHARON NETTO-LIPSKY DIRECTOR - PART YEAR	0.50	0.	0.	0.
JANE CLARK PRESIDENT	0.50	0.	0.	0.
JODI OWCZARSKI SECRETARY	0.50	0.	0.	0.

WRITTEN CONSENT OF DIRECTORS

OF

HOLLAND AREA CHAMBER OF COMMERCE FOUNDATION

As of March 18, 2019

The undersigned, being all of the members of the Board of Directors ("**Board**") of the Holland Area Chamber of Commerce Foundation, a Michigan nonprofit corporation (the "**Company**"), hereby waive any and all notice that may be required with respect to an action of the Board of the Company, and unanimously consent to the adoption of the following:

NAME CHANGE AND RESTATEMENT OF THE ARTICLES

WHEREAS, the Board believes it is in the best interest of the Company to change the name of the Company to the Michigan West Coast Chamber of Commerce Foundation; and

WHEREAS, the Board desires to make additional changes to the Company's Articles of Incorporation;

NOW, THEREFORE, the Restated Articles of Incorporation attached hereto as **Exhibit A** are hereby approved, adopted, ratified, and confirmed as the Articles of the Company. The Board authorizes the officers of the Company to execute and file the Restated Articles of Incorporation with the Michigan Department of Licensing and Regulatory Affairs.

ADOPTION OF BYLAWS

WHEREAS, the Board believes it is in the best interest of the Company to amend and restate the Bylaws of the Company as attached hereto as **Exhibit B**;

NOW, THEREFORE, the Restated Bylaws ("**Restated Bylaws**") are hereby approved, adopted, ratified and confirmed as the Bylaws of the Company.

This Consent may be executed in one or more counterparts (including by means of faxed or portable document format (PDF) signature pages), each of which will be deemed an original but all of which together will constitute one and the same Consent.

The undersigned have executed this Written Consent of Directors of Holland Area Chamber of Commerce Foundation, as of the date set forth above.

France Allen	Kurt Wassink
Mandi Brower	David Bolt
Ed DeNave	Matt DenHerder
Mike Dykstra	Jim Hutt
Bryan Jones	Nolan Kamer
Nick Kassanos	Jon Lanning
Ron Lewis	Keri McCarthy
Sharon Netto-Lipsky	Mike Novakoski
Jennifer Remondino	Kelly Springer

158671 158671 #18253585-1

EXHIBIT A

Restated Articles of Incorporation

[see attached]

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document

Name		
Jennifer L Remondino – Warner Norcross + Judd LLP		
Address		
99 East Eighth Street, Suite 200		
City	State	Zip Code
Holland	Michigan	49423

EFFECTIVE DATE

Document will be returned to the name and address you enter above
If left blank document will be mailed to the registered office

RESTATED ARTICLES OF INCORPORATION

OF

HOLLAND AREA CHAMBER OF COMMERCE FOUNDATION

a Michigan nonprofit corporation

The following Restated Articles of Incorporation are executed by the undersigned corporation pursuant to the provisions of Act 162, Public Acts of 1982, as amended ("Michigan Nonprofit Corporation Act").

1. The present name of the corporation is: Holland Area Chamber of Commerce Foundation.

2. The identification number assigned by the Bureau is: 800877620.

3. All former names of the corporation are: None.

4. The date of filing the original Articles of Incorporation was: May 18, 1983.

The following Restated Articles of Incorporation supersede the original Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation.

ARTICLE I

Name

The name of this corporation is: Michigan West Coast Chamber of Commerce Foundation.

ARTICLE II

Purposes

The corporation is organized to receive and administer funds exclusively for charitable purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code, primarily the making of grants (i) to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and (ii) to the United States federal government or to state or local units of government for public purposes.

ARTICLE III

Form of Organization, Assets, and Financing

1 This corporation is organized on a nonstock directorship basis.

2. The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles.

3. The corporation possesses the following assets:

Real Property: None

Personal Property: None

ARTICLE IV

Registered Office and Resident Agent

1. The name of the resident agent is Jane Clark.

2. The street address (which is also the mailing address) of the corporation's registered office is 272 East 8th Street, Holland, MI 49423.

ARTICLE V

Powers and Limitations

The corporation may exercise any power that is consistent with the purposes described above and that a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise. The corporation may deal with and distribute the corporation's property in such manner as will best promote its objectives and purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity or have any purpose that is not permitted for (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended. No part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 4945 of the Internal Revenue Code. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI

Limitation of Liability

A director or volunteer officer shall not be personally liable to the corporation for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following:

(a) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;

(b) intentional infliction of harm on the corporation;

(c) a violation of Section 551 of the Michigan Nonprofit Corporation Act (which relates to the making of unauthorized distributions or loans);

(d) an intentional criminal act; or

(e) a liability imposed under Section 497(a) of the Michigan Nonprofit Corporation Act (which upon termination of a derivative proceeding permits a court to order the plaintiff to pay defendant's expenses incurred in defending the proceeding).

Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a director or volunteer officer, then a director or volunteer officer (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the corporation. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any director or volunteer officer of the corporation for or concerning any act or omission of such director or officer occurring before such amendment, alteration, modification or repeal.

ARTICLE VII

Assumption of Liability for Acts of Volunteers

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such. In addition, the corporation shall assume the liability for all acts or omissions of a volunteer director or volunteer officer, if all of the following conditions are met:

(a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;

(b) the volunteer was acting in good faith;

(c) the volunteer's conduct did not amount to gross negligence or willful and 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 by Section 3135 of the Michigan Insurance Code of 1956.

No amendment to or alteration, modification or repeal of this article shall reduce the scope of the corporation's assumption of liability under this article for or concerning any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

ARTICLE VIII

Dedication of Assets

The corporation shall hold and administer all its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual or director. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations or units of government as the directors (or in default of designation by the directors, the Circuit Court for Ottawa County, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed, provided that (i) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of subsequent federal tax law and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The corporation shall be dissolved after all its property has been so distributed and by filing of a Certificate of Dissolution with the Corporations Division of the State of Michigan.

ARTICLE IX

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

These Restated Articles of Incorporation were duly adopted on the 18th day of March, 2019, in accordance with the provisions of Section 641 of the Nonprofit Corporation Act by the directors.

Signed this 18th day of March, 2019.

By Jane Clark
President, Michigan West Coast Chamber of Commerce

158671 158671 #18251030-1

BYLAWS

OF

MICHIGAN WEST COAST CHAMBER OF COMMERCE FOUNDATION

ARTICLE I

Purpose and Powers

The purpose for which the Michigan West Coast Chamber of Commerce Foundation, a Michigan nonprofit corporation ("**Foundation**"), is formed and the powers that it may exercise are set forth in its Articles of Incorporation, as amended.

ARTICLE II

Board of Directors

Section 1. Appointment and Term of Office. The Foundation's board of directors ("**Board**") shall be the members of the Executive Committee of the Michigan West Coast Chamber of Commerce, a Michigan nonprofit corporation ("**Chamber**"). Directors will hold office for so long as they serve as members of the Chamber's Executive Committee. A director shall automatically be deemed to have resigned from the Board upon his or her resignation or removal from the Chamber's Executive Committee. An individual appointed or elected as a member of the Chamber's Executive Committee shall automatically hold a seat as a director on the Board.

Section 3. Resignation and Removal. A director may resign by written notice to the Foundation President. A majority of directors then in office may remove a director from the Board with or without cause.

Section 4. Vacancies. Directors then in office may fill a vacancy or newly created position on the Board by majority vote until a successor is appointed to the Chamber's Executive Committee by the Chamber's board of directors.

Section 5. New Directors. The Foundation Secretary shall provide each new director with current copies of the Articles of Incorporation, bylaws, conflict of interest policy, and other pertinent information regarding the organization and operation of the Foundation.

Section 6. Powers. The Board manages the Foundation's business and may exercise all the Foundation's powers

ARTICLE III

Committees

Section 1. Committees of Directors. The Board may appoint one or more committees to consist of one or more directors. A committee of directors may exercise any of the powers and authority of the Board, but only to the extent provided in the Board resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act restricting the Board's power to amend the Foundation's Articles of Incorporation, to amend these Bylaws, to appoint directors, to adopt an agreement of merger, or recommend a sale or other dissolution of the Foundation. The Board may designate one or more individuals who are not directors to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote.

Section 2. Advisory Committees. The Board may appoint one or more committees to consist in whole or in part of individuals who are not directors. Any such committee serves solely to assist in the conduct of the Foundation's affairs and cannot exercise any of the Board's powers or authority. The resolution that establishes the committee shall state the purpose and functions of the committee, the terms and qualifications of the committee members, and the ways in which the members of the committee are selected and removed.

ARTICLE IV

Board meetings

Section 1. Regular Meetings. A regular annual Board meeting shall be held for the purpose of receiving the report of the Foundation for the previous fiscal year as required by Section 901 of the Michigan Nonprofit Corporation Act and transacting any other business, including but not limited to, electing election of directors and appointment of officers. The date and time of any Board meeting shall be determined by the Chairperson, unless such actions are instead taken by written consent as provided for herein. Notice of such regular meetings shall be given to any director.

Section 2. Special Meeting. The Chairperson or the President may call a special meeting of the Board at any time upon notice to all directors.

Section 3. Meeting Notice. Notice of a regular or special meeting stating the time and place, and purposes of the meeting shall be given to each director by one of the following methods:

(a) by mailing a written notice to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least five days before the date set for such meeting;

(b) by personally delivering a written notice to the director at least two days in advance of such meeting;

(c) by orally notifying the director at least two days in advance, either personally or by telephone; or

(d) by electronic transmission to the director at least two days in advance in a manner authorized by the director entitled to the notice.

If the transmitted notice is returned as undeliverable, a different permitted method of notification shall be used

Section 4. Waiver of Notice of Meetings. A director's attendance at or participation in a meeting waives notice to the director of the meeting, unless the director at the beginning of the meeting, or when the director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. A director may waive any right to notice before or after a meeting.

Section 5. Quorum. A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the Board, except as provided by law, the Articles of Incorporation, or these bylaws.

Section 6. Vote Required The Board elects directors by a plurality of votes cast. The Board shall authorize all other Board actions by a majority of votes cast.

Section 7. Voting Rights. Each director with voting rights present in person at a Board meeting is entitled to one vote.

Section 8. Conduct of Meetings. Board meetings shall generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 9. Action Without a Meeting. Unless otherwise provided by the Articles of Incorporation, any action permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consent shall be filed with the minutes of the proceedings of the Board or committee The consent has the same effect as a vote of the Board or committee for all purposes.

Section 10. Participation in Meeting by Remote Communication. A director or a member of a committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all individuals who are participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

Section 11. Manifestation of Dissent. A director who is present at a Board meeting, or at a meeting of a committee of which the director is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before or promptly after its adjournment. A director who is absent from a meeting of the Board or of a committee of which the director is a member at which any such action is taken is presumed to have concurred in the action unless the director files a written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

ARTICLE V

Officers

Section 1. Appointment The Board shall appoint a President, Secretary, Treasurer and appoint from their number a Chairperson. The Board may also appoint one or more Vice Presidents and other officers and agents that it deems necessary. The Board need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Term, Removal, and Vacancies. An officer holds office until a successor is elected or appointed and qualified, or until the officer's death, resignation, or removal. The Board may remove an officer with or without cause. An officer may resign by written notice to the Foundation President or Secretary. The resignation is effective upon its receipt by the Foundation or at a later date specified in the notice. The Board shall appoint an individual to fill a vacancy in the office of President, Secretary, Treasurer, or Chairperson and may appoint an individual to fill a vacancy in any other office.

Section 3. Chairperson and Vice Chairperson of the Board. The Chairperson of the Board presides when present at all meetings of directors. If the Chairperson is not present at the meeting, the Vice Chairperson presides at such meetings. The Chairperson and Vice Chairperson may have such other duties and have such powers as the Board specifies.

Section 4. President. The President is the chief executive officer. The President shall sign bonds, mortgages, and other contracts and agreements on the Foundation's behalf, except when the Board specifies the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the Board are carried into effect and may perform all other duties necessary or appropriate to the office of President. The President shall attend all Board meetings.

Section 5. Vice Presidents The Board may designate one or more Vice Presidents to perform the duties and exercise the authority of the President during the President's absence or disability. Each Vice President may perform other duties that the President assigns or the Board prescribes

Section 6. Secretary. The Secretary shall cause to be recorded and maintained minutes of all meetings of the Board and Board committees. The Secretary shall cause to be given all notices required by law, these bylaws, or resolution of the Board and may perform other duties that the President assigns or the Board prescribes.

Section 7. Treasurer. Except as otherwise prescribed by the Board, the Treasurer oversees the custody of the corporate funds and securities; and causes to be kept in books belonging to the Foundation a full and accurate account of all receipts, disbursements, and other financial transactions of the Foundation. The Treasurer may perform other duties that the President assigns or the Board prescribes.

Section 8. Other Officers. The Board may from time to time appoint other officers to perform duties and exercise authority that the President assigns or the Board prescribes.

ARTICLE VI

Indemnification

Section 1. Scope of Indemnity. The Foundation shall indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Foundation, by reason of the fact that such person was serving as a director or officer, employee, nondirector volunteer, or agent of the Foundation, to the fullest extent permitted by both the Michigan Nonprofit Corporation Act and Chapter 42 of the Internal Revenue Code. The Foundation may indemnify persons who are not directors or officers only to the extent authorized by resolution of the Board of directors or by contractual agreement authorized by the Board of directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.

Section 2. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer, or agent of this Foundation or is or was serving at the Foundation's request in any other enterprise against any liability incurred in such capacity.

ARTICLE VII

General Provisions

Section 1. Checks. All Foundation checks or demands for money and notes shall be signed by such persons as the Board designates.

Section 2. Fiscal Year. The Foundation's fiscal year is from September 1 to August 31.

Section 3. Auditing. An audit by a certified public accountant shall be made following the completion of each fiscal year.

ARTICLE VIII

Dedication of Assets

Section 1. Use of Funds. The Foundation's funds and property shall be used exclusively for the Foundation's purposes set forth in the Articles of Incorporation. No part of the income or assets of the Foundation may inure to the benefit of any individual or director.

Section 2. Dissolution and Liquidation. If the Foundation's purposes fail or if the Foundation ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Foundation's assets and accumulated income shall be distributed to such other organizations or units of government as the directors (or in default of designation by the directors, the Circuit Court for the County of Ottawa, Michigan) designates as best accomplishing the purposes for which the Foundation was formed, *provided, that* (i) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The Foundation shall dissolve after all its property has been so distributed and by filing of a Certificate of Dissolution with the Foundations Division of the State of Michigan.

ARTICLE IX

Amendments

The Board may amend these Bylaws only by vote of not less than a majority of directors then in office.

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