

THE FORD FOUNDATION

BYLAWS

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ARTICLE I OFFICES

Section 1. Offices. The registered office of The Ford Foundation (hereinafter called the Foundation) shall be in the City of Detroit, County of Wayne, State of Michigan. 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. This Corporation is organized on a directorship (trusteeship) basis. The number of Trustees of this Corporation 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 shall be as follows:

a. Trustees Elected in December 1967. The term of office of each Trustee elected in December 1967 shall be one year and until the election and qualification of his successor, if any. Trustees so elected may be reelected for any number of successive one-year terms.

b. The President as Trustee. The President shall be a Trustee of the Foundation. His term of office as Trustee shall be coincident with his term as President and shall expire when he ceases to be President.

c. Trustees First Elected After December 1967. The term of office of each Trustee first elected after December 1967 shall begin on the date as designated at the time of his 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 predecessor completed his term) and until the election and qualification of his successor, if any. Trustees so elected may be reelected but for no more than one successive term. Thereafter Trustees so elected 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 term of office of each Trustee elected for such additional term shall terminate at the conclusion of the last annual or regular meeting in the sixth year of such term. To the extent inconsistent with this Section 3.c., the provisions of Section 14 hereof pertaining to the Chairman of the Board shall prevail.

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

Section 4. Meetings.

a. Place of Meeting. Meetings of the Board of Trustees shall be held at such place within or without the State of Michigan designated in the notice of meeting.

b. Schedule of Meetings. The annual meeting of Trustees shall be held on the last Thursday of January or on such other date as the Trustees by unanimous vote at a meeting thereof or by unanimous written consent may designate. There may be such 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 his absence by an Assistant Secretary of the Foundation, upon written request by the Chairman of the Board, 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. Notice in each case shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes thereof, provided that these Bylaws may be neither amended nor repealed nor may new Bylaws be adopted at any meeting unless the notice of such meeting shall contain a description of the proposed changes. The provisions of Section 31 shall govern in respect of such notice, which shall be given by the Secretary, or in his absence or upon his failure to act, by an officer designated by the Chairman of the Board or the President.

d. Consent to Meetings. The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be 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 31. All such waivers of notice shall be made a part of the minutes of said meeting.

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

f. Quorum at Meetings. A majority of the members of the Board of Trustees then in office 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 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 shall severally and/or collectively consent in writing to any action to be taken by the Foundation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Trustees. Any such unanimous consent shall be filed with the Secretary of the Foundation.

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

i. Withdrawal from Meetings. During the consideration of a proposed grant or appropriation by the Board of Trustees or a committee thereof, any Trustee who is an officer, director, trustee, member or employee of the prospective beneficiary shall withdraw from the meeting when the vote is taken, but his withdrawal shall not be deemed to affect the existence of a quorum.

Section 5. Resignation, Removal, and Vacancies. Any Trustee may resign at any time by giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Trustees. Such resignation shall take effect at the time specified therein. If any Trustee should tender his resignation to take effect at a future time, the Trustees shall have power to elect a successor to take office at such time as the resignation shall become effective. Any Trustee may be removed by a vote of three-fourths 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 6. 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 7. Creation, Membership, etc. There shall be the following standing committees: Executive Committee, Investment Committee, Audit Committee, Management and Governance Committee, and Membership Committee, which committees shall possess and exercise such authority in the management of the business of the Foundation between meetings of the Board as the Board shall determine and set forth in a resolution or resolutions. 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. If he ceases to be a Trustee he shall cease to be a

member of the committee. Except as otherwise provided by these Bylaws, the Chairman of the Board shall designate the chairman 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 such 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 8. Executive Committee. The Executive Committee shall consist of the Chairman of the Board, who shall be the chairman of said Committee, the President and at least three additional Trustees. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or these Bylaws, the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. The Secretary of the Foundation shall be the secretary of the Executive Committee. The Executive Committee shall, to the extent provided by the Board of Trustees in a resolution or resolutions, 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: 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; amend or repeal any resolution of the Board that by its terms may not be amended or repealed; or perform any function of the Audit Committee or Membership Committee. Trustees who are not members of the Executive Committee may attend meetings of the Committee but shall have no vote.

Section 9. Investment Committee. The Investment Committee shall be responsible for formulation of the investment policies of the Foundation, subject to the approval of the Board of Trustees, and for such other fiscal matters as the Board of Trustees may from time to time determine.

Section 10. Audit Committee. All members of the Audit Committee shall be independent Trustees and shall meet such other requirements as established by the Board of Trustees. If the Chairman of the Board is an independent Trustee, he shall designate the chairman of the Audit Committee. Otherwise the Audit Committee shall elect its chairman from among its members. The Audit Committee shall assist the Board of Trustees in fulfilling its oversight responsibility with respect to the audit policies and system of internal controls of the Foundation; appoint and manage the outside auditor engagement; set the officers' compensation; and be responsible for such other matters as the Board of Trustees may from time to time determine.

Section 11. Management and Governance Committee. The Management and Governance Committee shall review the management and governance policies of the Foundation, and report to the Board of Trustees from time to time with respect thereto; make recommendations to the Board of Trustees on compensation and benefits for

members of the staff and on compensation for Trustees; and be responsible for such other matters as the Board of Trustees may from time to time determine.

Section 12. Membership Committee. All members of the Membership Committee shall be independent Trustees. If the Chairman of the Board is an independent Trustee, he shall be a member of the Membership Committee and shall be the chairman of the Membership Committee. Otherwise the Membership Committee shall elect its chairman from among its members. The Membership Committee shall be responsible for assisting the Board of Trustees in the identification of candidates for Board membership; and for such other matters as the Board of Trustees may from time to time determine.

ARTICLE IV OFFICERS

Section 13. Number. The officers of the Foundation shall be a Chairman of the Board, a President, one or more Vice Presidents as may be elected by the Board of Trustees from time to time, a Secretary, a General Counsel, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 15.

Section 14. Election, Term of Office, and Qualifications. Each officer, except the Chairman of the Board and such officers as may be appointed in accordance with the provisions of Section 15 of these Bylaws, 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 Chairman of the Board shall be chosen by the Board of Trustees for a term beginning on the date designated at the time of his 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 his successor. The Chairman of the Board may not be chosen for a second term of office. Notwithstanding any provision of Section 3.c. hereof to the contrary, the Chairman of the Board's term as Trustee shall to the extent necessary be extended to the date of expiration of his term as Chairman of the Board. No officer, except the Chairman of the Board, shall hold office after the end of the month in which he shall have attained the age of seventy years. However, the term of any officer may be extended by the Board of Trustees upon a determination that such extension is merited by the interests of the Foundation. No officer, except the Chairman of the Board 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 15. Appointment of Officers, etc. The Board of Trustees or the Executive Committee 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 or the Executive Committee may determine.

Section 16. Removal. Any officer may be removed by the Board of Trustees at any meeting thereof. Any officer appointed in accordance with the provisions of Section 15 may also be removed by the Executive Committee at any meeting thereof.

Section 17. Resignation. Any officer may resign by giving written notice to the Board of Trustees, to the President, or to the Secretary. Such resignation shall take effect at the time specified therein and acceptance shall not be necessary to make it effective.

Section 18. 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. A vacancy in any office governed by the provisions of Section 15 because of resignation, removal, or any other cause, may also be filled for the unexpired portion of the term of that office by the Executive Committee.

Section 19. Chairman. The Chairman 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 20. President. The President shall be the chief executive officer of the Foundation and as such shall exercise general supervision of all operations and personnel of the Foundation, subject to the direction or approval of the Board of Trustees or the Executive Committee.

Section 21. Program and Other Vice Presidents. Vice Presidents in charge of the Foundation's program division shall, under the direction of the President, develop and administer programs, subject to the approval of the Board of Trustees or the Executive Committee. Vice Presidents in charge of the program division, and such other Vice Presidents as the Board of Trustees may elect, shall have such other powers and duties as the Board of Trustees, the Executive Committee, or the President may from time to time determine.

Section 22. 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 such other duties as may from time to time be assigned to him by the Board of Trustees, the Executive Committee, or the President.

Section 23. General Counsel. The General Counsel shall be the chief legal officer of the Foundation and shall coordinate all legal matters of the Foundation, subject to the direction or approval of the Board of Trustees, the Executive Committee or the President. The General Counsel shall perform the duties usually performed by the chief legal officer of a corporation and such other duties as may from time to time be assigned to him by the Board of Trustees, the Executive Committee or the President.

Section 24. Treasurer. The Treasurer shall be the chief administrative officer of the Foundation with respect to financial 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 Treasurer shall be subject to the direction of, and shall have such other duties as may from time to time be assigned to him by the Board of Trustees, the Executive Committee, the Audit Committee, or the President. The Treasurer shall give such bond for the faithful discharge of his duties as the Board of Trustees may require.

ARTICLE V MISCELLANEOUS

Section 25. 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 26. Contracts, etc., How Executed. The Board of Trustees or the Executive Committee, 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 such 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, the Executive Committee 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 pecuniarily for any purpose or in any amount.

Section 27. 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 such 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, the Executive Committee, or the Investment Committee, or, in the case of the working fund accounts of the Foundation, by the President, or the 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, the Executive Committee 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 28. 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 which 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 29. 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.

Section 30. Gender, etc. All masculine pronouns and any variations thereof shall be deemed to refer to the masculine, feminine or singular or plural as the identity of the person(s) may require.

ARTICLE VI NOTICES

Section 31. 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 or any officer designated by the Chairman of the Board or the President by sending a written communication by mail 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. Such mailing or other transmittal shall be due, legal and personal notice to such Trustee. A Trustee may waive such notice, either before or after the meeting for which notice is required to be given, and such waiver in writing 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 32. 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.