



Bylaws

Bylaws – Revised September, 2016

Contents

ARTICLE 1 - OFFICES	4
SECTION 1. REGISTERED OFFICE.	4
SECTION 2. OTHER OFFICES.....	4
ARTICLE II - PURPOSE	4
SECTION 1. GENERAL.....	4
ARTICLE III - MEMBERS	4
SECTION 1. GENERAL.....	4
SECTION 2. PLACE OF MEETING.	5
SECTION 3. ANNUAL MEETING OF MEMBERS.....	5
SECTION 4. NOTICE OF MEETING OF MEMBERS.....	5
SECTION 5. LIST OF MEMBERS ENTITLED TO VOTE.	5
SECTION 6. QUORUM OF MEMBERS.	6
SECTION 7. VOTE OF MEMBERS.	6
ARTICLE IV – DIRECTORS	6
SECTION 1. GENERAL.....	6
SECTION 2. NUMBER AND TERM OF DIRECTORS.....	6
SECTION 3. ELECTION.	6
SECTION 4. VACANCIES	7
SECTION 5. REMOVAL	7
SECTION 6. RESIGNATION.	7
SECTION 7. POWERS.	7
SECTION 8. LOCATION OF MEETINGS.	7
SECTION 9. ORGANIZATION MEETING OF BOARD.....	7
SECTION 10. REGULAR MEETING OF BOARD.....	7
SECTION 11. SPECIAL MEETING OF BOARD.....	7
SECTION 12. ACTION BY WRITTEN CONSENT	<u>78</u>
SECTION 13. QUORUM AND REQUIRED VOTE OF BOARD.....	<u>88</u>
SECTION 14. COMPENSATION OF DIRECTORS.	8

SECTION 15. PARTICIPATION IN MEETING BY TELEPHONE.....	8
SECTION 16. CORPORATION POLICY. Policy of the Corporation may be declared only in the following manner:.....	8
ARTICLE V – OFFICERS.....	8
SECTION 1. SELECTION.	8
SECTION 2. COMPENSATION.	9
SECTION 3. TERM, REMOVAL AND VACANCIES.....	9
SECTION 4. PRESIDENT.	9
SECTION 5. VICE PRESIDENT-SECRETARY.....	9
SECTION 6. TREASURER.....	9
SECTION 7. IMMEDIATE PAST PRESIDENT	9 10
ARTICLE VI – COMMITTEES	10 10
SECTION 1. ADVISORY COMMITTEES.....	10 10
SECTION 2.....	10
SECTION 3. THE COMMITTEE ON PROFESSIONAL CONDUCT. The President may appoint, with the approval of the Board of Directors five members to service on the Committee on Professional Conduct. Members of the committee shall not have formal terms of office but shall serve on a case-by-case basis. The committees shall assist the Board as a fact-finding committee and shall be responsible for conducting the investigation of a complaint of a violation of the Code of Professional Ethics.	10 11
ARTICLE VII – NOTICES.....	10 11
SECTION 1. NOTICE.....	10 11
SECTION 2. WAIVER OF NOTICE.	11 11
ARTICLE VIII - INDEMNIFICATION	11
SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BY THIRD PARTIES	11
SECTION 2. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION	11 12
SECTION 3. ACTIONS BROUGHT BY THE INDEMNITEE.	12
SECTION 4. ADVANCEMENT OF EXPENSES	12 13
SECTION 5. PARTIAL INDEMNIFICATION	12 13
SECTION 6. INDEMNIFICATION OF EMPLOYEES, NON-DIRECTOR VOLUNTEERS AND AGENTS.	12 13
SECTION 7. OTHER RIGHTS OF INDEMNIFICATION.....	13 13
SECTION 8. LIABILITY INSURANCE.....	13 13
SECTION 9. CONTRACT WITH THE CORPORATION.....	13 13
SECTION 10. APPLICATION TO A RESULTING OR SURVIVING CORPORATION OR CONSTITUENT CORPORATION.....	13 14
SECTION 11. SEVERABILITY	14 14
ARTICLE IX - GENERAL PROVISIONS	14 14

SECTION 1. RESERVES.	<u>1414</u>
SECTION 2. CHECKS.....	<u>1414</u>
SECTION 3. CONTRACTS, CONVEYANCES, ETC.	<u>1414</u>
SECTION 4. CORPORATE BOOKS AND RECORDS.	<u>1414</u>
SECTION 5. FISCAL YEAR.	<u>1415</u>
SECTION 6. SEAL.....	<u>1415</u>
SECTION 7. PUBLICATIONS.	<u>1415</u>
SECTION 1.....	<u>1515</u>

ARTICLE ~~I~~4 - OFFICES

SECTION 1. REGISTERED OFFICE. The initial registered office shall be in the City of Ann Arbor, County of Washtenaw, State of Michigan.

SECTION 2. OTHER OFFICES. The corporation may also have offices at such other places both in and outside the State of Michigan as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSE

SECTION 1. GENERAL. The purposes of the corporation are as set forth in Article II of the articles of incorporation of the corporation.

ARTICLE III - MEMBERS

SECTION 1. GENERAL. The members of the corporation shall be as follows:

(A) Public Sector Members. Individuals employed by governmental units within Michigan shall ~~constitute the~~ eligible for public sector membership. A public official or employee, elected or appointed, engaged by a federal, state or local government within Michigan, in any position relating to public finance, accounting, auditing, budgeting, reporting, treasury, or in another fiscal capacity shall be classified as a public sector member.

(B) Associate Members. Persons not eligible for other memberships, but who are interested in the principles or practices of governmental accounting, auditing, budgeting, reporting, treasury, and other areas of public finance and who subscribe to the objectives of the corporation, shall be eligible to become associate members.

(C) Honorary Life Members. The board of directors may confer an honorary life membership on those who have made an outstanding contribution in the area of governmental finance and accounting and whose efforts have benefited the corporation. No membership dues will be assessed of honorary life members. Fees for programs of the corporation and membership fees will not be assessed of retired honorary life members, which shall consist of honorary life members who otherwise meet the definition of retiree in subsection (e) immediately below. In order to make the granting of this award representative of the honor it signifies, all available past presidents of the corporation and its predecessor shall meet annually at the Spring Conference, at the call of the immediate past president, to review candidates, who may be submitted by any member of the organization. The past presidents shall review all candidates for eligibility and create a nominee ballot for those deemed eligible. The past presidents may recommend a nominee to the board of directors for approval and award. To receive the past presidents recommendation, a nominee must have garnered a majority vote of all past presidents who are current members of MGFOA or a two-thirds (2/3) majority of those past presidents voting. Each past president will be entitled to vote for one nominee. In making the review of a candidate's eligibility, the past presidents shall use the following guidelines:

- (1) Current or past membership in the corporation for a minimum of 10 years;
- (2) Active in the organization through attendance at the annual fall conference, midwinter seminar and other programs and special sessions that the corporation has sponsored;
- (3) Participation in various programs and activities related to municipal finance which were sponsored by the corporation or affiliated organizations;
- (4) Service as a member of the board of directors or committee(s) during his or her membership in the organization and provision of outstanding service or contributions to the corporation.

(5) Demonstrated compliance with the spirit and terms of the Code of Professional Ethics, which shall include consideration of any historic, alleged, or actual complaints of violations of the Code of Professional Ethics.

(D) Fees. Annual Fees for membership shall be established and revised from time to time by the board of directors. Any member who is delinquent for more than ninety (90) days in payment of such dues shall automatically be suspended from membership. Annual membership fees shall be payable on October 1 of each year.

(E) Retiree/Student Members. Individuals who are members in good standing at the time of their retirement may continue membership in the corporation at the retiree rate. A retiree is defined as a former member who is no longer employed or seeking employment in governmental work or providing or seeking to provide services to government clients. The retiree rate will be established by the board of directors of the corporation annually. Students whose primary occupation is full-time attendance at an accredited college or university shall constitute be eligible for the student membership. (Full-time student as defined by the institution.) The student rate will be established by the board of directors of the corporation annually. The student member rate will entitle the individual to receive all benefits received by the public sector members except for voting privileges.

(F) Code of Professional Ethics. All members shall read and agree to follow the Code of Professional Ethics, published on our website. Failure to adhere to these principles could cause sanctions up to immediate expulsion of membership by action of the Board of Directors. Retaliation against anyone who reports a possible violation of The Code of Professional Ethics will be treated a direct violation of The Code of Professional Ethics.

SECTION 2. PLACE OF MEETING. All meetings of the members of the corporation shall be held at the registered office or such other place, either within or without the State of Michigan, as may be determined from time to time by the board of directors.

SECTION 3. ANNUAL MEETING OF MEMBERS. The annual meeting of members for the election of directors and for such other business as may properly come before the meeting, commencing with the year 1998 shall be held at such date, at such time, and such location as shall be determined from time to time by the board of directors, to be held during the annual Michigan Government Finance Officers Association Training Institute. If the annual meeting is not held on the date designated therefore, the board of directors shall cause the meeting to be held as soon thereafter as convenient.

SECTION 4. NOTICE OF MEETING OF MEMBERS. Except as otherwise provided in the Michigan Nonprofit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail or email at their last known address to each member of record entitled to vote at the meeting. When a meeting is adjourned to another time and place, it is not necessary to give notice to the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting on the new record date.

SECTION 5. LIST OF MEMBERS ENTITLED TO VOTE. The officer or agent having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote, comprised of all members of all classes, at a members' meeting or any adjournment thereof.

The list shall:

- A. Be arranged alphabetically with the address of each member.
- B. Be produced at the time and place of the meeting.

- C. Be subject to inspection by any member during the whole time of the meeting.
- D. Be prima facie evidence as to who are the members entitled to examine the list or to vote at the meeting.

SECTION 6. QUORUM OF MEMBERS. Quorum shall be defined as ten percent (10%) of the membership. In order for any act requiring a vote to pass, a majority of quorum present shall be the minimum that is necessary, unless otherwise specified under these Bylaws. Unless a greater or lesser quorum is provided in the articles of incorporation, in a bylaw adopted by the members, or in the Act, members present at a duly called meeting constitute a quorum at the meeting. The members present at such meeting may continue to do business until adjournment. Whether or not a quorum is present, the meeting may be adjourned by a majority vote of the members present.

SECTION 7. VOTE OF MEMBERS. Each voting member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote thereon, unless a greater plurality is required by the articles of incorporation or the Act. Directors shall be elected by a plurality of the votes cast at an election.

ARTICLE IV – DIRECTORS

SECTION 1. GENERAL. The business and affairs of the corporation shall be managed by the board of directors except as otherwise provided in the Act. All directors and officers of the corporation shall be public officials or public employees; provided, however, that at least one associate member, but not more than three associate members, shall be elected to serve as Classified Directors.

SECTION 2. NUMBER AND TERM OF DIRECTORS. The number of directors which shall constitute the whole board shall be eleven (11) directors. Four (4) of such directors shall be ~~ex-officio members~~ the Executive Committee, which shall be the president, the vice president-secretary, the immediate past president, the treasurer, (as defined below) (collectively, the "Executive Committee~~Ex-Officio Directors~~"). As required by the Act, the initial ~~Ex-Officio Directors~~ Executive Committee shall be selected by the incorporator for such terms as the incorporator shall specify and as are in accordance with the further provisions of these bylaws. The successors to such initial ~~Ex-Officio directors~~ Executive Committee shall be appointed or selected as provided in the further provisions of these bylaws. The remaining seven (7) members of the board of directors (the "Classified Directors") shall serve for two-year terms. No fewer than three (3) of the Classified Directors shall be elected each year. Classified Directors shall serve for a two-year term

At the annual meeting of members the members shall elect Classified Directors to hold office until the second succeeding annual meeting. A director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. Once elected, a Classified Director shall be eligible to serve again only after the expiration of one year from his or her last term of service in any capacity on the board of directors. Following his or her service as a Classified Director, such Classified Director shall be eligible to immediately become an ~~Ex-Officio Director~~ Executive Committee member subject to the term limits applicable to such Directors. At the discretion of the Nominating Committee Chairman and the President of the Board, a Classified Director may be eligible to become an ~~Ex-Officio Director~~ Executive Committee member after completing one year of his or her term.

SECTION 3. ELECTION. A nominations committee, consisting of those persons designated pursuant to Section 2 of Article VI of these bylaws, annually shall develop a slate of directors which shall equal the number of Classified Directors to be elected that year, the vice president-secretary and the treasurer to be recommended by the members. The nominations committee, after developing a slate of nominees, shall present the same to the members of the corporation for their consideration. Additional nominations may be made by the members of the

corporation at that time. Upon receiving the slate of nominees from the nominations committee and nominations of the membership, the members of the corporation may accept or reject the same in whole or in part. Those elected shall be elected as members of the board of directors for the appropriate terms. If any nominations are rejected, the nominations committee and/or the membership shall make subsequent submissions until acceptance results.

SECTION 4. VACANCIES. Unless otherwise limited by the articles of incorporation, a vacancy occurring in the board may be filled by the affirmative vote of the majority of the remaining directors, though less than a quorum of the board. A directorship to be filled because of an increase in the number of directors, or to fill a vacancy, may be filled by the board for a term of office continuing only until the next election of directors by the members. If because of death, resignation, or other cause, a corporation has no directors in office, an officer, a member, an executor, administrator, trustee, or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of members in accordance with the articles of incorporation or these bylaws.

SECTION 5. REMOVAL. A director may be removed, with or without cause, by the board of directors, but only by a two-thirds vote of the remaining board members present at a meeting at which a quorum is present.

SECTION 6. RESIGNATION. A director may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or a later time as set forth in the notice of resignation.

SECTION 7. POWERS. The business and affairs of the corporation shall be managed by its board of directors except as otherwise provided in the Act or in the articles of incorporation.

SECTION 8. LOCATION OF MEETINGS. Regular or special meetings of the board of directors may be held either in or outside the State of Michigan.

SECTION 9. ORGANIZATION MEETING OF BOARD. The first meeting of each newly elected board of directors shall be held at the place of holding the annual meeting of members, and immediately following the same, for the purpose of transacting any business properly brought before it, provided that the organization meeting in any year may be held at a different time and place than that herein provided by a consent of a majority of the directors of such new board. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, unless said meeting is not held at the place of holding and immediately following the annual meeting of members.

SECTION 10. REGULAR MEETING OF BOARD. Any regular meeting of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

SECTION 11. SPECIAL MEETING OF BOARD. Any special meeting of the board of directors may be called by the president, or by a majority of the persons then comprising the board of directors, at any time by means of notice of the time and place thereof to each director, given not less than twenty-four (24) hours before the time such special meeting is to be held.

SECTION 12. ACTION BY WRITTEN CONSENT. Action required or permitted to be taken pursuant to authorization voted at a meeting of the board of directors or a committee thereof, may be taken without a meeting if, before or after the action, a majority of members of the board or of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the board of directors or committee. The consent has the same effect as a vote of the board of directors or committee for all purposes.

SECTION 13. QUORUM AND REQUIRED VOTE OF BOARD. At all meetings of the board of directors, one-third of the members of the board then in office constitutes a quorum for the transaction of business, unless the articles of incorporation or these bylaws provide for a larger number provided, however, that where there are seven or less directors, a majority constitutes a quorum of the board. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board of directors unless the vote of a larger number is required by the Act, the articles of incorporation or these bylaws. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting with written notice to all members of the board, until a quorum shall be present.

SECTION 14. COMPENSATION OF DIRECTORS. The board of directors, by affirmative vote of a majority of directors in office and irrespective of any personal interest of any of them, may establish reasonable compensation of directors for services to the corporation as directors or officers, but approval of the members is required.

SECTION 15. PARTICIPATION IN MEETING BY TELEPHONE. By oral or written permission of a majority of the board of directors, a member of the board of directors or of a committee designated by the board 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. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

SECTION 16. CORPORATION POLICY. Policy of the Corporation may be declared only in the following manner:

A. By action adopted by a vote of sixty percent (60%) of the membership voting at a meeting of the corporation, or

B. By action adopted by two-thirds (2/3) vote of the Board of Directors voting at any regularly called meeting of the Board of Directors.

ARTICLE V – OFFICERS

SECTION 1. SELECTION. The officers of the corporation shall be the president, the vice president-secretary (who shall serve as the president-elect), the treasurer, and the immediate past president. The vice president-secretary and the treasurer shall be annually elected by the members as further provided in Article IV herein. The president and the immediate past president serve as officers of the corporation as provided in the further provisions of this Article V. The board of directors may also elect or appoint such other officers, employees and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board. The vice president-secretary and the treasurer must be public officials or public employees at the time they are take office-elected as provided in Article IV herein~~Only public officials or public employees may hold the offices of the corporation.~~ Two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the articles or bylaws to be executed, acknowledged or verified by two (2) or more officers. Except as otherwise provided herein, individuals serving as officers of the corporation shall be eligible to serve for an unlimited number of consecutive terms and to hold other offices; provided, however, that upon the expiration of a person's term as immediate past president, that person shall be eligible to serve as an officer or director again only after the expiration of one year from the expiration of his or her term as immediate past president.

SECTION 2. COMPENSATION. The salaries of all officers who are not directors, employees and agents of the corporation shall be fixed by the board of directors; provided, however, that the board may delegate to the officers the fixing of compensation of assistant officers, employees and agents.

SECTION 3. TERM, REMOVAL AND VACANCIES. Each officer of the corporation shall hold office for the term for which he or she is elected or appointed (one year unless these bylaws or the board of directors provide otherwise) and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer may be removed, with or without cause, by the board of directors, but only by a two-thirds vote of the board members (and where applicable, remaining board members) present at a meeting at which a quorum is present. An officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

SECTION 4. PRESIDENT. The president shall be responsible to the board of directors for the general supervision and management of the business and affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect. He or she shall preside at all meetings of the board of directors and of any executive committee. He or she shall perform such other duties and functions as shall be assigned to him or her from time to time by the board of directors. He or she shall be, ex officio, a member of all standing committees. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors. The vice president-secretary of the corporation shall automatically become the president of the corporation upon expiration of his or her one-year term of office.

SECTION 5. VICE PRESIDENT-SECRETARY. The vice president-secretary shall perform the duties and exercise the powers of the president during the absence or disability of the president, and shall serve as the Michigan representative to the Government Finance Officers Association of the United States and Canada. He or she shall be the president of the corporation following the expiration of his or her one-year term of office. The vice president-secretary shall attend all meetings of the board of directors and of any executive committee, and shall preserve in the books of the corporation true minutes of the proceedings of all such meetings. He or she shall safely keep in his or her custody the seal of the corporation, if any, and shall have authority to affix the same to all instruments where its use is required or permitted. He or she shall give all notice required by the Act, these bylaws or resolution. He or she shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, or the president.

SECTION 6. TREASURER. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors whenever requested an account of all his or her transactions as treasurer and of the financial condition of the corporation. ~~If required by the board of directors, he or she shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the board of directors, conditioned for faithful performance of the duties of his or her office, and for restoration to the corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the corporation.~~ The Corporation shall furnish a Treasurer Surety Bond for the Treasurer. He or she shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, or the president.

SECTION 7. IMMEDIATE PAST PRESIDENT. The current president of the corporation shall automatically become the immediate past president of the corporation upon expiration of his or her one-year term of office.

The immediate past president shall attend all meetings of the board of directors and shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, or the president.

ARTICLE VI – COMMITTEES

SECTION 1. ADVISORY COMMITTEES. The President shall annually designate, with the approval of the Board of Directors, the following committees:

- Accounting Standards Committee
- Legislative Committee
- Membership and Mentoring Committee
- Professional Development Committee
- Strategic Planning Committee
- Technology Resources Committee

The President may appoint, with the approval of the Board of Directors, other Ad Hoc Committees to perform such functions and to make recommendations and to give advice to such persons and on such subjects as may be requested by the President.

Each Committee shall consist of a chairperson and a Board Liaison. In addition, Committees may select a vice-chairperson. The Chairperson shall be responsible to organize meetings and to promote the objectives of the organization appropriate to the Committee's purpose and function, and to keep and publish minutes of its meetings.

The Board Liaison shall be responsible for coordinating between their respective Committees and the Board of Directors, including providing reports on activities of their respective Committee to the Board of Directors. The Board Liaison to the Strategic Planning Committee shall be the Immediate Past President unless otherwise designated by the President.

Members of Committees shall serve at the pleasure of the president and the board of directors.

SECTION 2. NOMINATIONS COMMITTEE. The president shall appoint a nominating committee consisting of five members, at least 30 days prior to the annual meeting of the corporation. The Chairperson of the Nominations Committee shall be the Immediate Past President unless otherwise designated by the President. The nominating committee shall nominate one candidate for each of the directors and officers elected by the members. The nominations committee shall perform such other duties as may be requested by the board of directors or the president.

SECTION 3. THE COMMITTEE ON PROFESSIONAL CONDUCT. The President may appoint, with the approval of the Board of Directors five members to ~~serve~~serve on the Committee on Professional Conduct. Members of the committee shall not have formal terms of office but shall serve on a case-by-case basis. The committees shall assist the Board as a fact-finding committee and shall be responsible for conducting the investigation of a complaint of a violation of the Code of Professional Ethics.

ARTICLE VII – NOTICES

SECTION 1. NOTICE. Whenever any notice or communication is required to be given by mail to any director or member under any provision of the Act, or of the articles of incorporation or of these bylaws, it shall be given in writing, except as otherwise provided in the Act, to such director or member at the address designated by him or her for that purpose or, if none is designated, at his or her last known address. The notice or

communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be registered, certified or other first class mail except where otherwise provided in the Act. Written notice may also be given in person or by e-mail, fax, telegram, telecopy, telex, radiogram, cablegram, or mailgram, and such notice shall be deemed to be given when the recipient receives the notice personally, or when the notice, addressed as provided above, has been delivered to the corporation, or to the equipment transmitting such notice. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the board of directors need be specified in the notice of the meeting.

SECTION 2. WAIVER OF NOTICE. When, under the Act or the articles of incorporation or these bylaws, or by the terms of an agreement or instrument, the corporation or the board of directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirements. Attendance of a person at a meeting of members, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Attendance of a director at a meeting constitutes a waiver of notice of a meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, a regular or special meeting need be specified in the waiver of notice of the meeting.

ARTICLE VIII - INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS:

CLAIMS BY THIRD PARTIES. The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, non-director volunteer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

SECTION 2. INDEMNIFICATION OF DIRECTORS AND OFFICERS:

CLAIMS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee, non-director volunteer or

agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 3. ACTIONS BROUGHT BY THE INDEMNITEE. Notwithstanding the provisions of Sections 1 and 2 of this Article, the corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof): (i) was authorized by the board of directors of the corporation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

~~**SECTION 4. APPROVAL OF INDEMNIFICATION.** An indemnification under Sections 1 or 2 of this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. This determination shall be made promptly in any of the following ways:~~

~~(A) By a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding.~~

~~(B) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.~~

~~(C) By independent legal counsel in a written opinion.~~

SECTION 45. ADVANCEMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 of this Article shall be paid by the corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

SECTION 56. PARTIAL INDEMNIFICATION. If an Indemnitee is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

SECTION 67. INDEMNIFICATION OF EMPLOYEES, NON-DIRECTOR VOLUNTEERS AND AGENTS. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee, non-director volunteer or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, non-director volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be

indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the board of directors.

SECTION 78. OTHER RIGHTS OF INDEMNIFICATION. The indemnification or advancement of expenses provided under Sections 1 to 7 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, these bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 to 7 of this Article continues as to a person who ceases to be a trustee, director, officer, employee, non-director volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

SECTION 89. LIABILITY INSURANCE. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, non-director volunteer or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of the Act.

SECTION 940. CONTRACT WITH THE CORPORATION. The right to indemnification conferred in this Article shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the corporation shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

SECTION 104. APPLICATION TO A RESULTING OR SURVIVING CORPORATION OR CONSTITUENT CORPORATION. The definition for "corporation" found in Section 569 of the Act, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article. The indemnification and other obligations of the corporation set forth in this Article shall be binding upon any resulting or surviving corporation after any merger or consolidation of the corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Act, unless determined otherwise by the board of directors no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director, officer, partner, trustee, employee, non-director volunteer or agent of another corporation prior to such other corporation entering into a merger or consolidation with the corporation.

SECTION 12. DEFINITIONS. ~~"Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director, officer, employee, non-director volunteer or agent of the corporation which imposes duties on, or involves services by, the director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the corporation" as referred to in Sections 1 and 2 of this Article.~~

SECTION 113. SEVERABILITY. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE IX - GENERAL PROVISIONS

SECTION 1. RESERVES. The board of directors shall have power and authority to set apart such reserve or reserves, for any proper purpose, as the board in its discretion shall approve, and the board shall have the power and authority to abolish any reserve created by the board.

SECTION 2. CHECKS. All checks, drafts and orders for the payment of money shall be signed in the name of the corporation in such manner and by such officer or officers or such other person or persons as the board of directors shall from time to time designate for that purpose.

SECTION 3. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or vice president-secretary, and the immediate past president or treasurer may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

SECTION 4. CORPORATE BOOKS AND RECORDS. The corporation shall keep books and records of account and minutes of the proceedings of its members, board of directors and executive committee, if any. The books, records and minutes may be kept outside this state. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The corporation shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

SECTION 5. FISCAL YEAR. The fiscal year of the corporation shall be July 1 to June 30 or as may otherwise be fixed by resolution of the board of directors.

SECTION 6. SEAL. If the corporation has a corporate seal, it shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "Michigan." The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

SECTION 7. PUBLICATIONS. No published material shall be prepared and issued by this corporation unless: (1) it clearly shows on its face that it was prepared by the corporation, (2) that the name of the editor or author is stated thereon, and (3) such material is approved for publication by the board of directors.

ARTICLE X – ROBERT’S RULES OF ORDER

SECTION 1. The procedure of this organization shall be governed by the latest version of Robert’s Rules of Order.

ARTICLE XI – AMENDMENTS

SECTION 1. Only the members may amend or repeal the bylaws or adopt new bylaws. Such action may be taken by written consent or at any meeting of members; provided that if notice of any such meeting is required by these bylaws, it shall contain notice of the proposed amendment, repeal or new bylaws. Amendment of these bylaws by the members requires the vote of not less than a majority of the members at a meeting at which a quorum is present.