

**BYLAWS OF
GRAND TRAVERSE-LEELANAU-ANTRIM BAR
ASSOCIATION**

A Michigan Non-Profit

Corporation Amended:

February 21, 2018

ARTICLE I

Corporation

SECTION 1. Name. The name of the Corporation is the Grand Traverse-Leelanau-Antrim Bar Association.

SECTION 2. Place of Business. The Corporation shall have its principal place of business in Traverse City, Michigan, and may have such other places of business as the Board of Trustees may from time to time determine.

SECTION 3. Purposes. The Grand Traverse-Leelanau-Antrim Bar Association is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section in any future federal tax code. The purpose or purposes for which the Corporation is formed include the following:

- (a) To create a permanent organization composed of lawyers and other persons through which honor and dignity of the legal profession and the judicial system may be collectively promoted.
- (b) To promote public awareness of the role that members of the legal profession play in the judicial system of a democratic society and the ability of the legal profession and the judicial system to protect the rights and interests of, and dispense justice to, the general public.
- (c) To cooperate with the State Bar of Michigan in promoting the ethical practice of law in accordance with the Michigan Rules of Professional Conduct as now existing or hereafter amended.
- (d) To encourage and promote the continued legal education of members and the general public.

- (e) To promote the effective and efficient administration of justice by, among other things, cultivating social intercourse by and among members and, thus, lessen the fears and animosities which inevitably arise from our adversarial system of justice.
- (f) To take such actions to establish, assist, promote, or cooperate with such other charitable or civil organizations as are or will be engaged in activities associated with, or complementary to, the functioning of the judicial system, including, but not limited to, making monetary contributions thereto.
- (g) To acquire, hold, and dispose of real, personal, or intangible property of any kind or character whatsoever in furtherance of the foregoing purposes in such manner and at such times as shall be determined to be necessary, desirable, or convenient.
- (h) To encourage the delivery of legal services free of charge or at low cost to those members of the general public who cannot afford to pay the normal fee.

SECTION 4. Prohibited Actions. No part of the net earnings of the organization shall ensure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of appropriate jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated

exclusively for such purposes.

ARTICLE II

Membership

SECTION 1. Classes of Members. The Corporation shall have five (5) classes of members, Active Members, Inactive Members, Associate Members, Honorary Members, and Student Members. The relative rights, powers, preferences, privileges, and limitations of the classes shall be the same, except that Associate, Honorary and Student Members shall not be entitled to vote on any matter submitted to the vote of the membership or to hold office as a governor or as officer of the Corporation, and that Honorary Members shall not be required to pay admission fees or dues.

SECTION 2. Admission to Membership. Any person who meets the membership requirements, and pays the required dues, may be admitted to membership. If called on to do so, the Board of Governors shall, by majority vote, determine if a person requesting membership meets the qualifications of membership and to which class of membership. Notwithstanding anything herein to the contrary, each person who was a member in good standing of the unincorporated Grand Traverse-Leelanau-Antrim Bar Association as of the date of incorporation shall be a member of the Corporation in such capacity as such person would be otherwise be qualified to be a member hereof.

SECTION 3. Active Members. Upon compliance with the other admission requirements from time to time set forth in these Bylaws, the Board of Governors may admit as an Active Member any person (i) who is a member in good standing of the State Bar of Michigan, (ii) who either has his or her principal place of residence in Grand Traverse, Leelanau, or Antrim County, Michigan, or has his or her principal office in said counties, and (iii) who is actively engaged on a regular and continuing basis in providing legal services to members of the public.

SECTION 4. Inactive Members. Upon compliance with the other admission requirements from time to time set forth in these Bylaws, the Board of Governors may admit as an Inactive Member any person (i) who is a member in good standing of the State Bar of Michigan or the bar of any other state, commonwealth, territory, or possession of the United States, (ii) who has his or her principal place of residence in Grand Traverse, Leelanau, or Antrim County, Michigan, or has his or her principal office in said counties, and (iii) who is not actively engaged in the "practice of law" as that phrase is defined by relevant Michigan law.

SECTION 5. Associate Members. Upon compliance with the other admission requirements from time to time set forth in these Bylaws, the Board of Governors

may admit as an Associate Member any person who is not qualified for Active Membership, in accordance with Section 3 of this Article, (i) who is a member in good standing of the State Bar of Michigan or the bar of any other state, commonwealth, territory, or possession of the United States, (ii) who has been a member in good standing of the State Bar of Michigan and whose membership therein terminated because such person's retirement from practice or employment upon or after attaining the age of 65 or, regardless of age, because of a disability precluding further practice or employment, (iii) who is an executive or legislative officer or employee of any federal, state, or local governmental body, agency, commission, bureau, or instrumentality and the holder of a juris doctor or LLB degree from a recognized institution of higher education, or (iv) who is a member of the Legal Assistant Section of the State Bar of Michigan and, who is employed by an Active Member or a law firm with at least one Active Member.

SECTION 6. Honorary Members. The Board of Governors may admit as an Honorary Member any person (i) who has been an Active Member for at least ten (10) consecutive years and who has ceased actively practicing after thirty (30) years of practice, all in good standing, or (ii) who is a person of recognized integrity and character who, by reason of practice of law, government, or judicial service, business, civic, or charitable activities, or a combination thereof, has made an extraordinary contribution to the judicial system or the administration thereof and, in the unanimous opinion of the Board of Governors, deserves public recognition and thanks for such contribution.

SECTION 7. Student Members. The Board of Governors may admit as a Student Member any person who is enrolled in a law school who maintains the standards set forth by such law school or a graduate of any law school who has not yet been admitted to practice in any state or federal district, but who has applied for or has taken the Michigan bar examination.

SECTION 8. Admission Fees and Dues. The annual dues that shall be paid by each membership class shall be in amounts and at times to be determined by the Board of Governors. The annual dues for any membership class may be prorated or discounted as part of a promotional drive, as shall be determined by the Board of Governors from time to time

Any member whose annual dues shall become more than forty-five (45) days past due shall be automatically suspended from membership. Once paid, admission fees and annual dues shall not be refundable, in whole or in part, under any circumstances.

SECTION 9. Determination of Class. The class of membership held by each member of the Corporation shall be determined by the Board of Governors at the time each member is admitted. The Board of Governors may, at any time, on its own initiation or at the request of any member, consider changing the class of

membership of any member as a result of changed circumstances coming to its attention indicating that such a change may be appropriate. If, after considering the facts and circumstances known to it, the Board of Governors determines by a majority vote of its full membership that a member's class of membership should be changed, the Board shall send written notice to such member setting forth the reasons supporting its decision to change the class of such member and stating that such member shall have thirty (30) days from the date of such notice to respond in writing or to request a hearing before the Board. If no response or request is received by the Board before the expiration of such thirty (30) day period, the determination of the Board shall be deemed to be final and effective. If a response or request for hearing is received before expiration of such thirty (30) day period, the Board shall consider such response or conduct such hearing at its next regularly scheduled meeting, following which it shall make its final determination by majority vote of its members present at such meeting.

SECTION 10. Voluntary Termination of Membership. A member may voluntarily withdraw from membership in the Corporation at any time by submitting a written resignation to the Board of Governors. A resignation shall be effective for all purposes upon its receipt by the Board of Governors unless it specifically states that it shall be effective as of a subsequent date.

SECTION 11. Involuntary Termination of Membership. Any member who shall be disbarred or suspended from the practice of law in Michigan or any other state, commonwealth, territory, or possession of the United States, or before any federal court or any federal or state body, agency, commission, or bureau, or any member whose license to practice the occupation in which such member is principally engaged is similarly revoked, terminated, or suspended by the governmental agency or other body charged by law with the regulation and supervision of the members of such occupation, shall automatically cease to be a member of the Corporation.

ARTICLE III

Meeting of Members

SECTION 1. Place of Meetings. All meetings of the members shall be held at such locations within Grand Traverse, Leelanau, or Antrim County, Michigan, as may be determined from time to time by the Board of Governors.

SECTION 2. Annual Meeting of Members. The annual meeting of members, to elect governors and officers and to act upon such other business as may properly come before the meeting, shall be held on the first Thursday of May, if not a legal holiday, and if a legal holiday, then on the next Thursday following, at 5:30 p.m., local time, or at such other date and time as shall be determined from time to time by the Board of Governors. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon

thereafter as convenient.

SECTION 3. Regular Meetings. In addition to the annual meeting, regular meetings of the members, to act upon such business as may properly come before the meeting, shall be held on the first Thursday of February, August, and November of each year, if not a legal holiday, and if a legal holiday, then on the next Thursday following, at 5:30 p.m., local time, or at such other date and time as shall be determined from time to time by the Board of Governors. If a regular meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as convenient.

SECTION 4. Order of Business at Meeting. The order of business at the annual and regular meetings of the members shall be as follows:

- (a) Reports of officers and committees.
- (b) Nomination and election of governors and officers (annual meeting only).
- (c) Transaction of other business properly brought before the meeting.
- (d) Adjournment.

In the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

SECTION 5. Notice of Member Meetings. Except as otherwise provided by law, written notice of the time, place, and purposes of each meeting of members shall be given not less than ten (10), not more than thirty (30) days before the date of each meeting to each member entitled to vote by causing the same to be:

- (a) Personally delivered to each such member; or
- (b) Mailed to each such member by first class mail, postage prepaid; or
- (c) Prominently displayed in a newspaper or other periodical regularly published by or for the Corporation which is addressed and mailed, postage prepaid, to members; or
- (d) Delivered by email at such address last registered by the Corporation or the State Bar of Michigan.

When a meeting is adjourned to another place, it shall not be necessary to give notice of 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 Governors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of the new record date entitled to vote at the meeting.

SECTION 6. Waiver of Notice. Attendance of a member at a regular or special meeting shall constitute a waiver of notice of such meeting, except where the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting has not been lawfully called or convened.

SECTION 7. List of Members Entitled to Vote. The secretary of the Corporation shall make and certify a complete list of members entitled to vote at each members' meeting or any adjournment thereof, if requested to do so by any member at least twenty-four (24) hours prior to the meeting. 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 meeting
- (d) Be prima facie evidence of the members entitled to examine the list or to vote at the meeting.

SECTION 8. Special Meetings of Members. A special meeting of members may be called at any time by the president of the Corporation, by a majority of the members of the Board of Governors then in office, or by Active Members constituting, in the aggregate, not less than ten percent (10%) of all Active Members who would be entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date, time, place, and purposes of such special meeting, signed by the president, a majority of the members of the Board of Governors then in office, or by the number of Active Members provided above, the secretary shall prepare and give notices necessary to call and convene such meeting.

SECTION 9. Quorum of Members. At all meetings, the attendance in person of Active Members constituting ten percent (10%) of all Active Members of the Corporation shall constitute a quorum. The Active Members present in person at any such meeting may continue to do business until adjournment, withstanding the withdrawal of enough Active Members to leave less than quorum. Whether or not a quorum is present, a meeting may be adjourned by the affirmative vote of the Active Members present.

SECTION 10. Vote of Members. Associate Members, Student Members, and Honorary Members shall not be entitled to vote on any matter. Each Active

Member shall be entitled to one (1) vote on each matter submitted to a vote, except that with respect to the election of governors and officers, each Active Member shall be entitled to vote for such number of persons as shall be equal to the number of vacancies to be filled. When an action, other than the election of governors and officers, is to be taken, it shall be authorized by a majority of the votes. Unless a greater plurality is required by law, governors and officers shall be elected by a plurality of the votes cast at an election.

SECTION 11. Record Date for the Determination of Active Members. For the purpose of determining Active Members entitled to notice of and to vote at a meeting of members or an adjournment thereof, the Board may fix, in advance, a date as the record date for such determination of Active Members. The date shall not be more than thirty (30) nor less than ten (10) days before the date of the meeting. If a record date is not fixed, the record date for determination of Active Members entitled to notice of or to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice of the meeting is given. When a determination of Active Members entitled to notice of or to vote at a meeting of members has been made as provided by this Section, the determination applies to any adjournment of the meeting, unless the Board fixes a new record date under this Section for the adjourned meeting.

SECTION 12. Proxies. Voting by proxy shall not permitted at any meeting of members.

SECTION 13. Inspectors. The Board of Governors, in advance of a members' meeting, may appoint one (1) or more inspectors of election to act at such meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a members' meeting may, and on the written request of ten (10) Active Members shall, appoint one (1) or more inspectors. In case a person appointed fails to appear to act, the vacancy may be filled by appointment made by the Board in advance of the meeting or at the meeting by the person presiding there at. The inspectors shall determine the number of Active Members and the number at the meeting, the existence of a quorum, and shall receive votes or ballots, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes or ballots, determine the result, and do such acts as are proper to conduct the election and the tabulation of votes with fairness to all members. On request of the person presiding at the meeting or any Active Member, the inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report is prima facie evidence of the facts stated and of the vote as certified by the inspectors.

ARTICLE IV

Governors

SECTION 1. Number and Term. The business and affairs of the Corporation shall be managed by a board of directors, to be officially known as the Board of Governors, consisting of not less than eleven (11) Active Members, five (5) of whom shall be the president, immediate past president, president elect, treasurer, and secretary of the Corporation who shall be members of the Board by virtue of their election to such positions, and six (6) of whom shall be Active Members elected at large by the Active Members. Any local special purpose bar, as recognized by the State Bar of Michigan, may elect one (1) of its members, who is also an Active Member, to serve as its governor on the Board of Governors pursuant to the applicable provisions of its bylaws. At each annual meeting, the Active Members shall elect the president elect and the secretary and treasurer and two (2) at-large governors for a term of three (3) years to replace the at-large governors whose term of office expires at the end of the year of the applicable annual meeting. The secretary and treasurer shall serve a one (1) year term. The president elect shall be a voting member of the Board of Governors for three (3) years, the first year as president elect, the second year as president and the third year as immediate past president. The special purpose bar governors shall serve one (1) year terms. The new terms shall begin on the first day of July of the year of the applicable annual meeting. Except as otherwise specifically provided by these Bylaws, officers and governors shall serve until their successors are duly elected and qualified, or their death, resignation, or removal. If a governor at large or a special purpose bar governor is elected or appointed as an officer of the Corporation, then the governor at large or special purpose bar position held by such governor shall be deemed for all purposes to be vacant, and such vacancy may be filled by the Board of Governors as provided in Section 2 of this Article IV.

SECTION 2. Vacancies. In the case of any officer or at-large governor, a vacancy occurring on the Board may be filled upon nomination by the president and consented to by the affirmative vote of a majority of the remaining Board members, though less than a quorum of the Board, for the term of office continuing only until the next annual meeting of members. If because of death, resignation, or other cause, the Corporation has no officers or governors in office, any Active Member may call a special meeting of members in accordance with these Bylaws for the purpose of electing new officers and governors. In the case of any special purpose bar governor, a vacancy occurring on the board may be filled pursuant to the applicable Bylaws of the special purpose bar, for a term of office continuing only until the next annual meeting of members.

SECTION 3. Removal. Any officer or governor or the entire Board may be removed at any time, with or without cause, by vote of a majority of the Active Members of the Corporation.

SECTION 4. Resignation. Any officer or governor may resign by written notice to the Corporation. A resignation shall be effective upon acceptance by the Board of Governors.

SECTION 5. Powers. The business and affairs of the Corporation shall be managed in all respects by the Board of Governors except as otherwise provided by the law or the Articles of Incorporation.

SECTION 6. Regular Meetings. Regular meetings of the Board of Governors shall be held monthly as determined by the president in consultation with the Board. Regular meetings may be held without notice other than the resolution fixing the time and place thereof; provided that if the Board changes the date, time, or place of regular meetings, the notice shall be given by the president of the next regular meeting of the Board to each member thereof who was absent at the meeting at which such change was made.

SECTION 7. Special Meetings. Special meetings of the Board of Governors may be called by the president or by any three (3) members of the Board, by means of delivering to the secretary a signed written notice setting forth the date, time, and place thereof. Upon receipt of such notice, the secretary shall give appropriate notice of the special meeting to members of the Board.

SECTION 8. Notice of Meetings. Except as otherwise provided by these Bylaws, notice of the date, time, and place of each regular or special meeting of the Board of Governors shall be given by the president to each member of the Board by one of the following methods:

- (a) By email at such address last registered with the State Bar of Michigan or the Corporation, or by mailing a written notice of such meetings to the last known home or business address of the Board member, postage prepaid, at least three (3) days prior to the date set for such meeting.
- (b) By personally delivering a written notice of such meeting to the Board member at least twenty-four (24) hours in advance of such meeting.
- (c) By orally notifying the Board member of such meeting at least twenty-four (24) hours in advance, either personally or by telephoning such Board member's last known office or home and leaving a message with the person answering such call if the Board member is unavailable.

SECTION 9. Waiver of Notice. Attendance of a Board member at a regular or special meeting shall constitute a waiver of notice of such meeting, except where the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting has not been lawfully called or convened.

SECTION 10. Quorum and Required Vote of Board and Committees. At all meetings of the Board of Governors, or of a committee there of, a majority of the members of the Board then in office, or of the members of a committee, shall constitute a quorum for the transaction of business. The vote of the majority of members present at a meeting at which a quorum is present shall constitute the action of the Board or of the committee unless the vote of a larger number is required by law. If a quorum shall not be present at any meeting of the Board of Governors, the governors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 11. Action by Written Consent. Action required by or permitted to be taken pursuant to authorization at a meeting of the Board of Governors or a committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing, including by electronic communications. Any such written consent shall be filed with the minutes of the proceedings of the Board or committee. A written consent shall have the same effect as a vote of the Board or committee for all purposes.

SECTION 12. Compensation. Unless approved in advance by a majority of all Active Members of the Corporation, members of the Board of Governors shall not receive any salary or other compensation for the services they tender to the Corporation.

SECTION 13. Participation in Meetings by Telephone. By oral or written permission of a majority of members in attendance at a meeting, a member of the Board of Governors or of a committee thereof 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 shall constitute presence in person at the meeting.

SECTION 14. Attendance Requirement. To remain on the Board of Governors, governors are required to attend at least three-fourths (3/4) of the regular meetings during a board year, that governor may be removed from the Board unless the absences are excused by a vote of a majority of the governors then in office. The governor so removed may petition for reinstatement subject to the approval of a majority of the governors then in office. A written petition is required for reinstatement, which must set forth the reasons for the removed governor's failure to satisfy the meeting requirement. Attendance shall include remote attendance via teleconference, videoconference, or similar communications.

SECTION 15. Conflict of Interest. All decisions by governors must be in the best interest of the Corporation without the pursuit of any personal benefit or benefit of

another person or entity with which the governor or Board member is associated or related. A governor or Board member shall promptly disclose to the Board any conflict of interest involving the governor or Board member immediately upon the governor or Board member becoming aware of such conflict. The remaining Board members shall decide, by majority vote, whether or not the conflicted governor may vote on said issue. All governors must act in the best interest of the Corporation with such care as a reasonably prudent person in a same or similar board position. Any governor or Board member acting in conflict of this position may be removed by a majority vote of the remaining governors.

ARTICLE V

Nomination and Election of Officers and At-Large Governors

SECTION 1. Nomination Committee. No later than sixty (60) days before the scheduled date of each annual meeting of members, the president shall appoint a committee consisting of an odd number of Active Members, no more than nine (9), but not less than three (3), who shall be responsible for nominating Active Members of the Corporation for election as officers and governors at the next annual meeting of members. No more than two-thirds (2/3) of the members of the committee shall be current officers or governors of the Corporation.

SECTION 2. Nomination by Committee. Not less than thirty (30) days, but no more than sixty (60) days, prior to the date of the annual meeting, the nominating committee shall submit a list of candidates for election as officers and governors to the secretary of the Corporation. The committee shall nominate for election as governors at least one (1) Active Member for each governor position to be filled at such meeting and at least one (1) Active Member for each officer's position. The nominating committee may nominate any Active Member for election. The secretary shall cause a list of the candidates nominated by the committee to be included with or as part of the notice to members of the annual meeting. In addition, time permitting, the secretary shall include on such list of candidates any Active Member nominated by petition as permitted by Section 3 of this Article. Such list shall set forth the nominees for election by position in alphabetical order. Promptly following the submission of its candidate list to the secretary, the nominating committee shall notify those members considered by nomination by it of whether or not they have been nominated.

SECTION 3. Nomination by Petition. Notwithstanding anything in this Article to the contrary, any Active Member may stand for election for any position by delivering a petition signed by at least one (1) other Active Member to the secretary no later than seven (7) days prior to the date of the annual meeting or if nominated from the floor at such meeting by any two (2) other Active Members.

SECTION 4. Election Procedure. Prior to the annual meeting, the secretary shall

prepare an official ballot listing each candidate for election by position in alphabetical order, and shall make such number of copies thereof as shall be equal to the number of Active Members of the Corporation. Appropriate space shall be left on the ballot to include the names of any Active Members nominated from the floor. At the annual meeting, each candidate shall be permitted no less than five (5) minutes to make a presentation to the Active Members. Following such speeches by the candidates, the secretary, or the inspectors of the election if appointed, shall distribute an official ballot to each Active Member then present at the meeting, and after an appropriate interval for voting, shall collect the same in a ballot box or other appropriate container. Once collected, the secretary, or the inspectors of the election if appointed, shall proceed as speedily as possible to tabulate the ballots and announce the results. In the event that there is a vacancy on the Board of Governors, and there is an election for more than two at large members to the Board, the person or persons with the highest number of votes shall receive the longest term. For example, should there be an election held for two terms lasting three years and one term lasting two years, the two candidates with the highest number of votes shall be elected to serve three-year terms and the candidate with the third highest number of votes shall be elected to serve a two-year term.

SECTION 5. Alternative Voting Procedure. In lieu of voting by marking ballots, upon motion duly made and approved by a majority of Active Members present at the meeting, voting for officers and governors may be conducted by voice, a show of hands, or other similar method.

ARTICLE VI

Officers

SECTION 1. Number and Title. At the annual meeting of members, the Active Members shall elect a president, president elect, secretary, and treasurer. In addition, the Board of Governors may from time to time elect or appoint such additional officers, employees, and agents as it shall deem necessary for such terms and with such powers and such duties as it shall determine. No person may hold more than one (1) office at any one time.

SECTION 2. Compensation. Unless approved in advance by a majority of all Active Members of the Corporation, the president, president elect, secretary, and treasurer of the Corporation shall not be entitled to receive any salary or other compensation for performing services for the Corporation, and no other officer, agent, or employee of the Corporation shall be entitled to receive any salary or other compensation from the Corporation unless and until the amount thereof shall be approved by a majority of Active Members present and voting at a regular or special meeting of members.

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 and until his or her successor is elected or appointed and qualified, or until his or her death, resignation or removal. Officers' terms shall begin on July 1 of the year they are elected. An officer, agent or employee elected or appointed by the Board of Governors may be removed by the Board, with or without cause, at any time. An officer may resign by written notice to the Corporation. A resignation shall be effective upon acceptance by the Board of Governors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Governors.

SECTION 4. President. The president shall be the chief executive officer of the Corporation, shall be responsible 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. The president shall preside over all meetings of the Board of Governors and of the members, and he or she shall be an ex-officio member of all 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 Governors.

SECTION 5. President Elect and Immediate Past President. The immediate past president shall fulfill the duties of president whenever the president is unable or unavailable to fulfill said duties. If both the president and immediate past president are unable or unavailable to fulfill the president's duties, the president elect shall act.

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. The treasurer shall deposit all monies, 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 Governors. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Governors or the president, taking proper vouchers for such disbursements, and shall render to the president and the Board of Governors whenever requested an account of all transactions and the financial condition of the Corporation. If required by the Board of Governors, the treasurer shall keep in force a bond in form, amount and with surety or sureties satisfactory to the Board of Governors, 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. In addition, the treasurer shall perform such other duties as may be delegated to him or her from time to time by the Board of Governors or the president.

SECTION 7. Secretary. The secretary shall attend all meetings of the members of the Board of Governors and of any committee thereof, and shall preserve in the books of the Corporation true minutes of the proceedings of such meetings. The secretary shall safely keep in his or her custody the seal of the Corporation and

shall have authority to affix the same to all instruments where its use is required or permitted. The secretary shall give all notices required by law, these Bylaws, or resolution. The secretary shall perform such other duties as may be specified in these Bylaws or as may be delegated to him or her from time to time by the Board of Governors or the president.

SECTION 8. Executive Committee. The executive committee shall consist of the president, immediate past president, president elect, secretary, and treasurer. They may act in emergencies and shall keep their own meeting minutes that shall be shared with the Board of Governors at the next regular meeting.

SECTION 9. Administrator. The Corporation may appoint or hire an independent contractor to act as an administrator for the Corporation. The administrator is required to attend at least three-fourths (3/4) of all regular meetings of the Board of Governors, unless absences are for good cause. In the event that an administrator misses three (3) consecutive meetings, or three-fourths (3/4) of the regular meetings during a board year, that administrator may be terminated as an independent contractor unless the absences are excused by a vote of a majority of the governors then in office.

ARTICLE VII

Limiting Liability of Volunteer Directors

SECTION 1. Liability of Volunteer Directors. No member of the Board of Governors of the Corporation or any committee member who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this Corporation or its members for monetary damages for a breach of the director's fiduciary duty arising under the Act or other applicable law; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the governor's or committee member's duty of loyalty to the Corporation or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) (MCL 450.2551) of the Act;
- (d) A transaction from which the governor or committee member derived an improper personal benefit;
- (e) An Act or omission occurring before the effective date of this Article VII; or
- (f) An act or omission that is grossly negligent.

If the Act is amended after approval of this Article VII to authorize the further elimination or limitation of the liability of governors or committee members of nonprofit corporations, then the liability of a governor or committee member, in addition to the limitation and elimination of personal liability contained in this Article VII, shall be eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation or elimination of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code or the corresponding section in any future federal tax code. No amendment or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any governor or committee member of this Corporation for or with respect to any acts or omissions of such governor or committee member occurring prior to the effective date of any such amendment or repeal.

SECTION 2. Indemnification. Each person who is or was a director, officer, or member of any committee of the Corporation, and each person who is or was serving at the request of the Corporation as a director, trustee, officer, agent, or committee member of any other Corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation to the fullest extent to which the Corporation has the power to so indemnify such persons pursuant to the Corporation laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any person against any person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability under the laws of the State of Michigan. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

SECTION 3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a governor, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such whether or not the Corporation would have power to indemnify him or her against such liability under Sections 1 to 2 of this Article VII.

ARTICLE VIII

Committees

SECTION 1. Establishment of Committees. The president may appoint such

committees and committee members for such purposes as may be from time to time in the best interest of the Corporation. In August of each year, the president shall provide the Board of Governors with a list of the committees and all committee members. The Board of Governors may strike the name of any committee member by majority vote. Unless designated by the members or the Board, the chairperson of each such committee shall be such Active Member as shall be designated by the president. Unless otherwise expressly stated in the member or Board resolution authorizing the establishment of such committee, a committee established pursuant to this Section shall not have any right, power, or authority to act for or to bind the Corporation in any manner whatsoever. Each committee established pursuant to this Section, and each member thereof, shall serve at the pleasure of the Board of Governors and the president.

SECTION 2. Operation of Committees. Meetings of any committee established pursuant to Section 1 of this Article shall be called by the chairperson thereof, and may be called upon and with such notice to the other members of the committee as would be sufficient for the calling of a meeting of the Board of Governors as from time to time set forth in Article V, Section 8 of these Bylaws. Each committee may adopt such operating rules and procedures as it from time to time determines to be appropriate. Each committee shall keep its own meeting minutes and publish them to the Board of Governors at the next meeting of the Board of Governors.

SECTION 3. Charitable Giving & Finance Committees. Among the standing committees shall be a Charitable Giving Committee consisting of the president, immediate past president, president elect, treasurer, and Pro Bono Committee chair. The committee shall be familiar with the foundation and its history, manage the foundation donations, and make charitable donation recommendations to the Board of Governors for disbursement pursuant to the mission and limitations of the foundation. Also, among the standing committees shall be the Finance Committee. It shall develop a budget, maintain the budget, and make recommendations as needed if the budget needs to be changed.

ARTICLE IX

Parliamentary Procedure

Except to the extent otherwise provided by law, the Articles of Incorporation, or these Bylaws, all meetings of the members, the Board of Governors, or any committee shall be conducted and governed in all respects by the rules of parliamentary procedure from time to time set forth in the most recent edition of *Robert's Rules of Order Newly Revised*.

ARTICLE X

General Provisions

SECTION 1. 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 Governors shall from time to time designate for that purpose.

SECTION 2. Contracts, Conveyances, Etc. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president, secretary, or treasurer may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto. The Board of Governors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

SECTION 4. 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.

ARTICLE XI

Amendments

SECTION 1. By Active Members. The Active Members of the Corporation may amend or repeal these Bylaws or adopt new Bylaws at any regular or special meeting of the members of the Corporation by affirmative vote of a majority of the Active Members present at such meeting; provided, however, that in the case of a special meeting, no such action may be taken unless and except to the extent that the notice to members calling such meeting shall specify the Bylaws to be amended, repealed, or adopted and the change to be occasioned thereby.

SECTION 2. By Board of Governors. The Board of Governors may amend or repeal these Bylaws or adopt new bylaws at any regular or special meeting of the Board, but any change in the Bylaws will only be effective upon an affirmative vote of a majority of its full membership; provided, however, that:

- (a) In the case of a special meeting, no such action shall be taken unless, and except to the extent that, the notice to the governors calling the meeting states that Bylaws may be amended, repealed, or adopted.
- (b) The Board shall not have the power to amend or repeal this Article XI, such right being hereby exclusively reserved unto the Active Members.

- (c) Any amendment, repeal, or adoption of a bylaw by the Board shall be submitted to the Active Members at the next regular meeting of members, prior to the conduct of any other business at such meeting, and unless approved by a majority of the Active Members present thereat, shall be deemed to be rescinded and null and void for all purposes.

- (d) The Board may not amend or repeal any bylaw adopted by the Active Members subsequent to the effective date of these Bylaws or amend, repeal, or adopt any bylaw the amendment, repeal, or adoption of which by the Board has been once rejected by the Active Members.