

**MICHIGAN LIBRARY ASSOCIATION
BYLAWS**

**With amendments approved by the MLA Board of Directors
August, 9, 2013
October 11, 2013**

TABLE OF CONTENTS

ARTICLE I - SCOPE, PURPOSES AND OBJECTIVES	1
1.1 SCOPE	1
1.2 PURPOSES	1
1.3 AMERICAN LIBRARY ASSOCIATION	1
ARTICLE II - MEMBERS	1
2.1 CLASSES OF MEMBERS	1
2.2 APPLICATION FOR MEMBERSHIP	2
2.3 MEMBER REPRESENTATIVES; PROXIES	3
2.4 TRANSFER OR TERMINATION OF MEMBERSHIP	3
2.5 NO LIABILITY FOR OBLIGATIONS OF THE CORPORATION	4
2.6 VOTING POWER	4
ARTICLE III - MEETINGS OF THE MEMBERS OF THE CORPORATION	4
3.1 TIME AND PLACE OF MEETINGS	4
3.2 REGULAR MEMBERSHIP MEETINGS	4
3.3 SPECIAL MEETINGS	4
3.4 NOTICE	4
3.5 CONTENTS OF NOTICE	4
3.6 ADJOURNED MEETINGS	5
3.7 WAIVER OF NOTICE	5
3.8 QUORUM	5
3.9 VALID ACTION	5
3.10 ELECTRONIC COMMUNICATIONS	5
3.11 CHAIR, SECRETARY/TREASURER	5
3.12 WRITTEN CONSENT OF MEMBERS IN LIEU OF MEETING	5
ARTICLE IV - BOARD OF DIRECTORS	6
4.1 MANAGEMENT OF THE ASSOCIATION	6
4.2 AUTHORITY AND RESPONSIBILITY	6
4.3 VOTING AND NONVOTING DIRECTORS	6
4.4 EX-OFFICIO MEMBERS	6
4.5 ELECTED DIRECTORS	6
4.6 NOMINATION OF DIRECTOR CANDIDATES	7
4.7 VACANCIES IN SEATS ON THE BOARD	7
4.8 RESIGNATION	7
4.9 REMOVAL	7
4.10 COMPENSATION	7
ARTICLE V - MEETINGS OF DIRECTORS	8
5.1 TIME AND PLACE OF MEETINGS	8
5.2 NOTICE	8

5.3	SPECIAL MEETINGS	8
5.4	WAIVER OF NOTICE	8
5.5	QUORUM AND VOTING	8
5.6	ELECTRONIC COMMUNICATIONS.....	8
ARTICLE VI - EXECUTIVE COMMITTEE		8
6.1	EXECUTIVE COMMITTEE	8
6.2	REPORTING TO BOARD	9
6.3	COMPOSITION OF EXECUTIVE COMMITTEE	9
6.4	MEETINGS; NOTICE; WAIVER OF NOTICE.....	9
6.5	ELECTRONIC COMMUNICATIONS.....	9
ARTICLE VII - OTHER COMMITTEES		9
7.1	CREATION OF COMMITTEES.....	9
7.2	NOMINATING COMMITTEE.....	10
7.3	TIME AND PLACE OF MEETINGS.....	10
7.4	SPECIAL MEETINGS	10
7.5	NOTICE	10
7.6	VACANCIES	10
7.7	REPORTING TO BOARD	11
ARTICLE VIII - OFFICERS		11
8.1	OFFICERS.....	11
8.2	DUTIES OF OFFICERS.....	11
8.3	TERM	11
ARTICLE IX - BONDS AND INDEMNIFICATION.....		12
9.1	BOND	12
9.2	PERSONS INDEMNIFIED	12
9.3	ADVANCE PAYMENT OF EXPENSES	12
9.4	NONEXCLUSIVE; CONTINUATION.....	12
9.5	INSURANCE.....	12
ARTICLE X - CHECKS AND OTHER INSTRUMENTS		12
10.1	CHECKS	13
10.2	AUTHORIZATION	13
ARTICLE XI - BOOKS AND RECORDS, REPORTS TO MEMBERS.....		13
11.1	BOOKS AND RECORDS	13
11.2	REPORTS TO MEMBERS	13
ARTICLE XII - AMENDMENTS OF THE BYLAWS		13

**RESTATED BYLAWS
OF
MICHIGAN LIBRARY ASSOCIATION**

The Bylaws of Michigan Library Association are hereby amended and restated effective October 11, 2013 as follows:

ARTICLE I - SCOPE, PURPOSES AND OBJECTIVES

- 1.1 SCOPE. Michigan Library Association (“Association”) is a Michigan nonprofit, nonstock corporation with a perpetual charter. These Bylaws supplement the Articles of Incorporation and are subject to laws that apply now or later.
- 1.2 PURPOSES. The purpose or purposes for which the Association is organized are as specified in the Articles of Incorporation.
- 1.3 AMERICAN LIBRARY ASSOCIATION. The Association shall be a chapter of the American Library Association (“ALA”) as defined by the bylaws of ALA.

ARTICLE II - MEMBERS

- 2.1 CLASSES OF MEMBERS. The Association shall have three (3) classes of Members with subclasses as noted herein. The classes and qualifications of the Members in each class or subclass shall be as follows:
 - a. Organizational Member: Any library, library cooperative, consortium or library school shall be eligible for membership in the Association as an Organizational Member if the library has been accepted by the Board of Directors and has paid all dues and membership fees as required for Organizational Members. Organizational Members shall be represented by the Member’s Library Director or other chief administrative officer for all Association purposes and in the exercise of any voting rights. If the Member does not have a Library Director or chief administrative officer, the Member shall appoint an acting representative for the Organizational Member who shall represent the Member until such time as a Library Director or chief administrative officer is appointed by the Member.
 - b. Individual Member:
 - i. Affiliated Individual Member: Any individual employed by and directly affiliated with an Organizational Member shall be eligible for membership as an Affiliated Individual Member if he or she has been accepted by the Board of Directors and has paid all dues and membership fees as required for Affiliated Individual Members.
 - ii. Unaffiliated Individual Members. Any individual supportive of the goals and objectives of the Association shall be eligible for membership in the Association as an Unaffiliated Individual Member if he or she has been accepted by the Board of Directors and has paid all dues and

membership fees required for Individual Members. An individual eligible to become a member under section 2.1 (b)(v) may not become a member under this subsection.

- iii. Affiliated Trustee Member: Any Trustee or member of a board of directors of an Organizational Member shall be eligible for membership as an Affiliated Trustee Member if he or she has been accepted by the Board of Directors and has paid all dues and membership fees as required for Affiliated Trustee Members.
 - iv. Unaffiliated Trustee Member: Any Trustee or member of a board of directors of any library, library cooperative, or consortium shall be eligible for membership as an Unaffiliated Trustee Member if he or she has been accepted by the Board of Directors and has paid all dues and membership fees as required for Unaffiliated Trustee Members.
 - v. Unaffiliated Library Director: Any library director or chief administrative officer of a library, library cooperative, consortium or library school that is not an Organizational Member shall be eligible for membership in the Association if the Unaffiliated Library Director has been accepted by the Board of Directors and has paid all dues and membership fees as required for Unaffiliated Library Directors.
 - vi. Student Member: Any person who is a student in a program that includes studies in library science shall be eligible for membership in the Association if he or she has been accepted by the Board of Directors and has paid all dues and membership fees as required for Student Membership. An individual may be a Student Member for not more than three (3) years.
 - vii. Retiree Member: Any person of age 60 or more who is a former employee of and retired from a library, library cooperative, consortium, or library school shall be eligible for membership in the Association if he or she has been accepted by the Board of Directors and has paid all dues and membership as required for Retiree Membership.
 - viii. Lifetime Member. Any Individual Member who, on or before November 1, 2010, was designated as a Life Member by the Board of Directors. No dues or membership fees shall be required for Life Members.
- c. Strategic Partner Member. An entity or organization that is supportive of and has an interest in libraries, library cooperatives, consortiums, or library schools shall be eligible for membership in the Association as a Strategic Partner Member if the entity or organization has been accepted as a Strategic Partner Member by the Board of Directors and has paid all dues and membership fees as required for Strategic Partner Members.

2.2 APPLICATION FOR MEMBERSHIP. Each applicant for membership in the Association shall submit an application for membership to the Board of Directors or its designee for consideration. The application shall be on such form as the Board of Directors shall designate. Any nonprofit corporation, business corporation, partnership, unincorporated

association, educational institution, unit of government or subdivision thereof, or individual may apply for membership in the membership class appropriate as set forth in these Bylaws.

2.3 MEMBER REPRESENTATIVES; PROXIES.

- a. Member Representatives. Each Member shall have a representative as designated by the membership category for purposes of (i) receiving notices and other information, (ii) communicating with the Association on the Member's behalf, (iii) representing the member at meetings of the Members, and (iv) where applicable, voting the Member's interest in the Association.
- b. Proxy. Each Member may, at the Member's discretion, designate a Director of the Association as his or her Proxy to represent the individual at meetings of the Members.
- c. Manner of Appointment. Any designation of a Member representative or Proxy shall be made in writing, shall be signed by the Member, and shall be effective when delivered to the Association. Any such writing may be made in electronic format if permitted by the Board of Directors and permitted by MCL §450.837(3), and any signature thereon may be made in electronic format as permitted by MCL §450.837(4). Notice shall be provided to the Association by hand delivery or first-class mail to the Association's registered office or principal place of business, by hand delivery or first-class mail to an officer or agent of the Association having custody of the minutes of the proceedings of the Members, or in electronic format in a manner authorized by the Board of Directors.

2.4 TRANSFER OR TERMINATION OF MEMBERSHIP. Membership in the Association is not transferrable or assignable. Members shall cease to be Members under the following circumstances:

- a. Any Member may withdraw from membership at any time by providing notice to the Association.
- b. A Member may be suspended by a two-thirds (2/3) vote of the Board of Directors if the Member fails to meet the criteria for membership that are established from time to time by the Board of Directors. The Board of Directors shall provide written notice of any such suspension to the suspended Member. The suspension shall be effective on the date notice is sent by the Board of Directors.
- c. A Member shall be automatically suspended if the Member fails to pay all dues and membership fees within thirty (30) days after the due date established by the Board of Directors.

The membership of a suspended Member shall be automatically terminated if the events giving rise to the suspension (including without limitation, payment of the Member's total outstanding financial obligation) is not cured within thirty (30) days after the date the Board sent notice.

2.5 NO LIABILITY FOR OBLIGATIONS OF THE CORPORATION. Except for the payment of membership dues, Members shall not be liable or responsible for the expenses, liabilities, or financial obligation of the Association.

2.6 VOTING POWER.

- a. Organizational Members, Affiliated Individual Members, Unaffiliated Individual Members, Unaffiliated Library Directors, and Lifetime Members, shall be entitled to vote in all matters submitted to a vote of the Members.
- b. Affiliated and Unaffiliated Trustee Members, Student Members, Retiree Members, and Strategic Partner Members shall be non-voting members, and shall not be entitled to vote on any matter submitted to a vote of the Members.

In all matters in which a vote of the Members is taken, each voting Member shall have one (1) vote, regardless of the amount of membership dues paid or payable by such Member.

ARTICLE III - MEETINGS OF THE MEMBERS OF THE CORPORATION

3.1 TIME AND PLACE OF MEETINGS. Meetings of the voting Members shall be held at such place or places designated by the President or the Board of Directors.

3.2 REGULAR MEMBERSHIP MEETINGS. There shall be at least one (1) regular meeting of the voting Members of the Association annually. Regular meetings shall be held for the purpose of electing Directors, reporting on the business and affairs of the Association, and transacting such other business as may properly come before the Members.

3.3 SPECIAL MEETINGS. Special meetings of the voting Members of the Association may be called by the President, the Board of Directors, or upon the President's receipt of the written request of twenty percent (20%) of the voting Members of the Association. Notice of any special Meeting shall include the business to be discussed and no other business will be discussed at said special meeting.

3.4 NOTICE. Written notice of the time, place if any, and purpose of any meeting of the voting Members shall be given to each voting Member, either personally or by mail, not less than ten (10) days nor more than sixty (60) days before the meeting. If mailed, notice shall be deemed given by depositing the same in a post office box, postage prepaid, and addressed to the last-known address of such Member. If, after adoption of these Bylaws, the Michigan Nonprofit Corporation Act, being MCL §450.2101 et seq. (the "MNCA") or other applicable law is adopted or amended to permit notice of regular or special meetings of the voting Members to be provided to Members in electronic format, these Bylaws shall be interpreted so as to permit such notice be made in any format permitted under applicable law.

3.5 CONTENTS OF NOTICE. If a voting Member or proxy-holder is permitted to be present and vote at the meeting by remote communication, the means of remote communication allowed shall be included in the notice.

- 3.6 ADJOURNED MEETINGS. If a meeting of the Members is adjourned, notice of the reconvened meeting of Members need not be given to Members present at the meeting so adjourned if the time and place of the reconvened meeting are announced at the adjourned meeting. At the reconvened meeting, only such business may be transacted as might have been transacted at the original meeting.
- 3.7 WAIVER OF NOTICE. Notice of any meeting may be waived by any Member in writing, either before or after meeting, or in such other manner as may be permitted by the laws of the State of Michigan. Attendance of a Member at a meeting of the Members of the Association, 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.
- 3.8 QUORUM. Fifty (50) voting members shall constitute a quorum at all meetings of the Members of the Association. The voting Members present in person or by Proxy at such meetings may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by vote of the Members present.
- 3.9 VALID ACTION. The resolution or action of a majority of the voting Members present at a meeting at which a quorum is present shall be the valid action or resolution of the Members unless the vote of a larger number is required by law, the Articles of Incorporation, or these Bylaws.
- 3.10 ELECTRONIC COMMUNICATIONS. A Member may participate in a meeting of the Members by a conference telephone or similar communications equipment by which all Individuals participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the meetings are divulged to all participants. Participation in a meeting of the Members pursuant to this Section 3.10 constitutes presence in person at the meeting.
- 3.11 CHAIR, SECRETARY/TREASURER. The President shall act as Chair of every meeting of the Members of the Association and the Secretary/Treasurer shall act as Secretary/Treasurer of such meetings, unless the voting Members present at such meeting shall designate another chair or Secretary of the meeting.
- 3.12 WRITTEN CONSENT OF MEMBERS IN LIEU OF MEETING.
- a. Written Consent Permitted. If allowed by the Association's Articles of Incorporation, any action required or permitted to be taken at a regular or special meeting of the Members may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the voting Members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all voting Members entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the voting Member (or designated Member representative) who signs the consent. Any written consent may be in electronic format as permitted by MCL §450.837(3). Any signature thereon may be made in electronic format as permitted by MCL §450.837(4).

- b. Notice. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to all Members who would have been entitled to notice of the meeting if the action had been taken at a meeting and who have not consented to the action in writing. If the action consented to would have required filing of a certificate under any other section of the MNCA if the action had been voted upon by Members at a meeting of the Members, the certificate filed shall state, in lieu of any statement required by the section concerning a vote of Members, that both written consent and written notice have been given as provided.

ARTICLE IV - BOARD OF DIRECTORS

- 4.1 MANAGEMENT OF THE ASSOCIATION. The business and affairs of the Association shall be managed by a Board of Directors, except as otherwise provided by the Articles of Incorporation or the laws of the State of Michigan.
- 4.2 AUTHORITY AND RESPONSIBILITY. The Board of Directors shall have the full supervision, control and management of the affairs of the Association. The Board shall determine the policies of the Association, shall establish the dues levels and benefits of each membership class and subclass, shall supervise the disbursement of all funds, and shall be responsible for the application and interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business and the business of the Association as it deems advisable.
- 4.3 VOTING AND NONVOTING DIRECTORS. The Board of Directors shall consist of thirteen (13) voting and two (2) nonvoting, Ex-Officio Directors as described in Sections 4.4 and 4.5.
- 4.4 EX-OFFICIO MEMBERS. The Executive Director of the Association and State Librarian of Michigan shall each be nonvoting, Ex-Officio Directors by reason of his or her position. Each Ex-Officio Director shall be a member of the Board of Directors only while he or she holds the office or position that causes him or her to be an Ex-Officio Director. An Ex-Officio Director shall not serve as an elected, voting Director while he or she serves as a Ex-Officio Director.
- 4.5 ELECTED DIRECTORS. The thirteen (13) voting Directors shall be nominated and elected by the Members eligible to vote. Only Members eligible to vote shall be eligible to serve as a voting Director. These voting Directors shall serve at the pleasure of the voting Members. Voting Directors holding office as of September 1, 2010 shall continue in office for the remainder of their terms, subject to those provisions of these Bylaws related to removal, resignation or vacancies. Thereafter, the voting Directors shall be divided into five (5) categories and elected as follows:
 - a. Except for the Directors holding the positions of ALA Councilor and Treasurer as of October 1, 2010, the offices of those Directors whose terms expire on June 30, 2011 shall then be subject to election to hold office for a three (3) year term (the "Group I" Directors); the offices of those four (4) Directors whose terms expire on June 30, 2012 shall then be subject to election to hold office for a three (3) year term (the "Group II Directors"); and the offices of those four (4) Directors whose terms expire on June 30, 2013 shall then be subject to election to hold

office for a three (3) year term (the "Group III Directors"). Thereafter, at each regular meeting of the Members held for the purpose of electing Directors, Directors shall be elected for a term of three (3) years to succeed those whose terms expire at that meeting. Subject to such person's earlier death, resignation or removal as provided in these Bylaws, each director shall hold office until his or her successor is elected.

b. ALA COUNCILOR. At the first regular meeting of the Members occurring on or after November 1, 2010, one (1) voting member of the thirteen (13) voting Directors elected shall be separately nominated and elected to serve as the Association's designated ALA Chapter Councilor for a term ending June 30, 2012. Thereafter, the ALA Chapter Councilor shall be elected for and shall serve as a Director for the term specified by the ALA. The election of the Director, who shall also serve as the ALA Chapter Councilor, shall be held at the regular meeting of the Members immediately preceding the expiration of the term of the then current ALA Chapter Councilor. Subject to such person's earlier death, resignation or removal as provided in these Bylaws, each ALA Councilor shall hold office until his or her successor is elected.

c. SECRETARY/TREASURER. At the first regular meeting of the Members occurring on or after November 1, 2011, one (1) voting member of the thirteen (13) voting Directors shall be separately nominated and elected to serve as the Association's designate Secretary/Treasurer. The Secretary/Treasurer shall serve a term of three (3) years. Subject to such person's earlier death, resignation or removal as provided in these Bylaws, each Secretary/Treasurer shall hold office until his or her successor is elected.

4.6 NOMINATION OF DIRECTOR CANDIDATES. Candidates for membership on the Board of Directors of the Association shall be nominated by the Nominating Committee.

4.7 VACANCIES IN SEATS ON THE BOARD. Vacancies in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the Directors. If the Directors remaining in office constitute less than a quorum of the Board of Directors, the remaining Directors may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

4.8 RESIGNATION. A Director may resign at any time by providing written notice to the Board of Directors.

4.9 REMOVAL. A Director may be removed at any time, with or without cause, by the affirmative vote of a majority of all Members present at a duly called special meeting of the Members convened for the purpose of removing the Director. Removal as a director also shall constitute removal as an officer and as a member of all committees of the Board.

4.10 COMPENSATION. Directors shall receive no compensation for their services as Director or for their attendance at meetings of the Board or of any committee of the Association.

ARTICLE V - MEETINGS OF DIRECTORS

- 5.1 TIME AND PLACE OF MEETINGS. Meetings of the Board of Directors of the Association shall be held at least four (4) annually and shall be held at the place or places as designated by the President or as directed or approved by the Board of Directors.
- 5.2 NOTICE. Written notice of any meeting of the Directors shall be given to each Director, either personally, by mail, or in electronic format, not less than ten (10) days nor more than sixty (60) days before the meeting. If mailed, notice shall be deemed given by depositing the same in a post office box, postage prepaid, and addressed to the last-known address of such Director. If delivered in electronic format, notice shall be given in any manner determined by the Board of Directors.
- 5.3 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, or by twenty percent (20%) of the voting Directors. Written notice will be delivered to all Directors not less than ten (10) days prior to the meeting. Meeting notice will include business to be discussed and no other business will be discussed at meeting.
- 5.4 WAIVER OF NOTICE. Notice of any meeting may be waived by any Director in writing, either before or after the meeting, or in such other manner as may be permitted by the laws of the State of Michigan. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director 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.
- 5.5 QUORUM AND VOTING. A majority of the voting Directors constitutes a quorum for the transaction of business. The vote of the majority of the voting Directors present at a meeting at which a quorum is present constitutes the action of the Board, except as otherwise provided by law or these Bylaws.
- 5.6 ELECTRONIC COMMUNICATIONS. A Director may participate in a meeting of the Board by conference telephone or similar communications equipment by means of which all Individuals participating in the meeting can hear each other if all participants are advised of the communications equipment and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this Section 5.6 constitutes presence in person at the meeting.

ARTICLE VI - EXECUTIVE COMMITTEE

- 6.1 EXECUTIVE COMMITTEE. There shall be an Executive Committee of the Board of Directors that is authorized to exercise all powers and authorities of the Board of Directors in the management of the business and affairs of the Association, except that the Executive Committee shall not have power or authority to:
- a. amend the Articles of Incorporation of the Association;
 - b. to adopt an agreement of merger or consolidation;

- c. to amend the Bylaws of the Association;
- d. to fill vacancies on the Board of Directors;
- e. to cancel or terminate the membership of a Member of the Association; or
- f. to recommend to the Members the sale, lease, or exchange of substantially all of the Association's assets, or the dissolution of the Association.

The Executive Committee shall perform such other duties as may from time to time be delegated to it by the Board of Directors.

- 6.2 REPORTING TO BOARD. Written minutes of all the Executive Committee meetings shall be delivered to the Board of Directors at or before the next regular meeting of the Board of Directors.
- 6.3 COMPOSITION OF EXECUTIVE COMMITTEE. The Executive Committee shall consist of five ~~(5)~~ four (4) voting members and one (1) nonvoting member. The voting members of the Executive Committee shall be: The President, immediate past President, President-elect, ~~Treasurer, and Secretary~~ and Secretary/Treasurer. The Executive Director of the Association shall serve on the Executive Committee as an advisory, nonvoting member.
- 6.4 MEETINGS; NOTICE; WAIVER OF NOTICE. The Executive Committee shall meet as necessary at the call of the President, at such time and place as the President shall determine, unless a different meeting place or time shall be directed or approved by a majority of the members of the Executive Committee. At least seven (7) days' notice of the time and place of the meeting shall be given to each member of the Committee, in writing. Notice may be waived in writing by any member of the Executive Committee and shall be waived by attendance at the meeting without objection, at the start of the meeting, to the manner of giving notice. No notice need be given of adjourned meetings. A majority of the voting members of the Committee shall constitute a quorum at all meetings. The vote of a majority of the members present at any meeting of the Executive Committee shall be the action of the Committee.
- 6.5 ELECTRONIC COMMUNICATIONS. Members of the Executive Committee may participate in any meeting of the Executive Committee by means of conference telephone or similar communications equipment so that Individuals participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 6.6 constitutes presence in person at the meeting.

ARTICLE VII - OTHER COMMITTEES

- 7.1 CREATION OF COMMITTEES. The Board of Directors may create committees, task forces, work groups, forums, and other subgroups – e.g., communities of practice – (each a “committee”), define their powers and duties, elect or appoint or approve their members, prescribe procedures for meetings and action at meetings, and prescribe limitations with respect thereto, subject to the laws of the State of Michigan and these Bylaws. Each committee created by the Board of Directors shall be deemed to be a committee for the purposes of Michigan law and these Bylaws. Except as specified

otherwise in the Articles or these Bylaws, the chair of each committee shall be appointed by the President of the Association, or his or her designee, with concurrence of the Board of Directors. The number of members and composition of the committees shall be as the Board of Directors shall from time to time determine and may include volunteers, Members of the Association, and designated Member representatives, as well as Directors.

7.2 NOMINATING COMMITTEE.

- a. In addition to the Executive Committee and any committees established by the Board of Directors or the Executive Committee pursuant to Section 7.1, there shall be a Nominating Committee, which shall be subject to the supervision and control of the Board of Directors.
- b. The Nominating Committee shall solicit and evaluate nominations of candidates for service on the Board of Directors, independently identify qualified candidates for service on the Board of Directors, recommend qualified candidates to the Board of Directors and Members for election, and perform other duties required by the Board of Directors. The Nominating Committee shall evaluate such candidates in light of needs, initiatives, and strategies identified by the Board of Directors.
- c. The Nominating Committee shall have seven (7) members. Three (3) members shall be current directors of the Association, and four (4) shall be chosen at-large. The immediate past-President of the Association shall be a member of the Nominating Committee by reason of his or her position. The remaining six (6) members shall be appointed by the President, subject to the approval of the Board of Directors. The immediate past-President shall be the chair of the Nominating Committee.

7.3 TIME AND PLACE OF MEETINGS. Each committee shall meet at the call of its Chair, at such time and place as he or she shall appoint, unless a different meeting place or time shall be directed or approved by a majority of the members of the committee.

7.4 SPECIAL MEETINGS. Special meetings of the members of any committee may be called by the chair or by twenty percent (20%) of the membership of the committee. Notice of any special meeting shall include the business to be discussed, and no other business shall be discussed at the meeting.

7.5 NOTICE. At least seven (7) days written notice of the time and place of the meeting shall be given to each member of the committee. Such notice may be waived in writing by any member of the committee and shall be waived by attendance at the meeting without objection to the manner of giving notice. No notice need be given of adjourned meetings due to lack of a quorum. A majority of the committee members constitute a quorum for the transaction of business. Participation in a meeting may be by means of conference telephone or similar communications equipment.

7.6 VACANCIES. Vacancies on a committee arising by resignation or otherwise of a committee member or chair during the year may be filled by the Board of Directors or its designee. All members of each such committee shall serve for a term of one (1) year, or until their replacement or removal.

- 7.7 REPORTING TO BOARD. Written minutes of committee meetings shall be delivered to the Board of Directors within thirty (30) days of the committee meeting. The Board of Directors may reconsider any action by the committees and take action thereon.

ARTICLE VIII - OFFICERS

- 8.1 OFFICERS. The officers of this Association shall consist of a President, a President-elect, a past-President, and a Secretary/Treasurer. The President-elect shall be elected by a plurality of the Members. The Board of Directors may also appoint such other officers and agents as they shall deem necessary for the transaction of business of the Association. Two 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 capacity, if the instrument is required by law, or the Articles of Incorporation, or these Bylaws, to be executed and acknowledged or verified by two or more officers.
- 8.2 DUTIES OF OFFICERS. The officers of the Association shall be charged with such duties and authority as usually appertains to such offices in an Association, except that said duties may be varied or added to by the Board of Directors. Unless altered by resolution of the Board of Directors, the specific duties of each office shall be as follows:
- a. President. The President, or his or her designee, shall preside at meetings of the Board. The President may sign as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the Office of the President and such other duties as are prescribed by the Board of Directors from time to time.
 - b. President-Elect. The President-Elect shall exercise such powers and perform such duties as the Board of Directors or the President from time to time assigns.
 - c. Past President. The past-President shall exercise such powers and perform such duties as the Board of Directors or the President from time to time assigns. Further, the past-President shall serve as chair of the Nominating Committee.
 - d. Secretary/Treasurer. Subject to the control of the Board of Directors, the Secretary/Treasurer shall have the care and custody of the corporate funds and the books relating thereto and shall perform all other duties incident to the office of Treasurer. The Treasurer shall have such other powers and duties as the Board of Directors or the President from time to time assigns. The Secretary/Treasurer shall have such other powers and duties as the Board of Directors or the President from time to time assigns.
- 8.3 TERM. The officers elected by the Board of Directors shall hold their positions for such terms as shall be fixed by the Board of Directors and may be removed at any time by the Board of Directors, with or without cause. Vacancies occurring in any officer or other agent's position at any time may be filled by the Board. The President-elect shall serve

for a term of one (1) year, or until his or her successor is elected. Upon the election of a new President-elect by the Members, the current President-elect shall become President, the President shall become the past-President, and the past-President shall cease to be past-President.

ARTICLE IX - BONDS AND INDEMNIFICATION

- 9.1 BOND. The Board of Directors may require an officer, agent or employee to give bond for the faithful discharge of his or her duty and for the protection of the Association, in such sum and with such surety or sureties as the Board may deem advisable. The cost of such bonds may be paid from the funds of the Association.
- 9.2 PERSONS INDEMNIFIED. The Association shall indemnify to the fullest extent authorized or permitted by and in accordance with the MNCA, each director, officer, and non-director volunteer of the Association (collectively called "person" in this Article), who has been made or are threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative or investigative, because such person is or was a director, officer, or non-director volunteer of the Association.
- 9.3 ADVANCE PAYMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 9.2 may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person involved to repay such expenses if it is ultimately determined that the person is not entitled to be indemnified by the Association. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 9.4 NONEXCLUSIVE; CONTINUATION.
- a. The indemnification or advances of expenses provided under Paragraphs 9.2 and 9.3 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, 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.
 - b. The indemnification provided in Section 9.2 continues as to each person who ceases to be a director, officer, or non-director volunteer of the Association and shall inure to the benefit of the person's heirs, executors and administrators.
- 9.5 INSURANCE. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer or non-director volunteer of the Association 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 Association would have the power to indemnify the person against such liability under Section 9.2.

ARTICLE X - CHECKS AND OTHER INSTRUMENTS

- 10.1 CHECKS. All checks, drafts, or demands for money, and notes of the Association, shall be signed by such officer or officers or such other Individual or Individuals as the Board of Directors may from time to time designate.
- 10.2 AUTHORIZATION. The Board of Directors may in any instance designate the officers and agents who shall have authority to execute any contract, conveyance or other instrument on behalf of the Association, or may ratify or confirm such execution by any officers or agents. In the absence of designation by the Board of Directors, the Executive Director, the President, or in their absence the Secretary/Treasurer, may execute any instrument in the name and on behalf of the Association and may affix the corporate seal thereto. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE XI - BOOKS AND RECORDS, REPORTS TO MEMBERS

- 11.1 BOOKS AND RECORDS. The officers and agents of the Association shall establish and maintain such books, records and accounts of the business and affairs of the Association, and of the membership, as good business practice shall require or as the Board of Directors shall prescribe, and as shall be required by the laws of the State of Michigan and other authorities empowered to impose such requirements.
- 11.2 REPORTS TO MEMBERS. The Directors and officers of the Association shall prepare and furnish to all Members of the Association, an annual report of the operations and financial condition of the Association, and such other reports as shall be required by the laws of the State of Michigan and other authorities empowered to impose such requirements. There shall be an annual audit of the Association's financial statements by independent auditors.

ARTICLE XII - AMENDMENTS OF THE BYLAWS

The Bylaws of the Association may be amended or repealed, in whole or in part, as follows:

- a. by the affirmative vote of a majority of the Members entitled to vote present in person or by proxy at any duly-called meeting of the Members of the Association;
- b. by the Members entitled to vote without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the Members entitled to vote having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members entitled to vote on the action were present and voted; or
- c. by the affirmative vote of a majority of the Board of Directors then in office; provided that all amendments or repeals made by the Board of Directors shall be subject to review, modification or rescission at any time by the Members of the Association entitled to vote. Notice of the proposed amendment or repeal shall be given, in writing, to all Members of the Association or to all of the Directors not less than ten (10) days before the meeting of the Members or the Board of Directors at which the amendment or repeal is adopted.