

# MICHIGAN SEPTIC TANK ASSOCIATION

---

## ORGANIZATIONAL BYLAWS



© MSTA, AMENDED AND RESTATED 01/10/18

# TABLE OF CONTENTS

Article I	Purposes.....	1
Article II	Members.....	1
Article III	Meeting of Members .....	2
Article IV	Directors .....	4
Article V	Meeting of Directors .....	5
Article VI	Officers.....	6
Article VII	Financial Administration.....	8
Article VIII	Indemnification .....	9
Article IX	Dissolution.....	11
Article X	Amendment to Bylaws .....	12

## ARTICLE I - PURPOSES

The Corporation is organized as a Michigan non-profit corporation and shall be established as a septic tank business league association for the purpose of promoting the common interests of its members who are a representative group of septic tank manufacturers, installers and cleaners. This organization shall not engage in a business of a kind ordinarily carried on for profit. The proposed activities of the association are directed to the general improvement of their business conditions as a whole by way of exchange and dissemination of trade and production information to attempt to improve the quality of septic tank products and the installation and cleaning thereof; to establish standards of quality for its members; to furnish information and to cooperate with public health authorities; to appear before public bodies concerned with septic tanks and their installation and cleaning; to buy, hold and sell such real and personal property as will further the purposes of which the organization is formed. It is intended that this corporation operate under IRC Code Section 501(c)(6).

## ARTICLE II - MEMBERS

**Section 1. Administration.** Each incorporator of the Corporation shall be a member. Additional members shall be admitted by vote of a majority of the Board of Directors.

**Section 2. Membership.** Any reputable person, association, corporation, partnership or sole proprietorship, engaged in the manufacture, supply, installation or cleaning of septic tanks and portable toilets, shall be eligible for membership in the Michigan Septic Tank Association. The Board of Directors shall make final determination of who shall qualify for membership upon application of the same. Any person, firm, association, partnership or sole proprietorship eligible for membership may acquire more than one (1) membership by undertaking to pay the annual dues of each such membership, and may designate an individual, in writing, to represent each such membership subject to the approval of the Board of Directors.

**Section 3. Dues.** Each member shall pay membership dues set from time to time by the Board of Directors, payable immediately upon approval of admittance to membership at the next regular meeting of the Association following admittance to membership, and shall be the dues for the next immediately succeeding year or as otherwise established by the Board of Directors.

**Section 4. Representation by Proxy.** A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

**Section 5. Change of Member Representative.** Any person, firm, association, corporation, partnership or sole proprietorship holding one (1) or more memberships that has elected a representative in accordance with Article II, Section 2 hereof shall have the right, at any time, to change any or all of its representatives upon written notice to the Association.

**Section 6. Assignment.** Membership or any interest in this Corporation shall not be assignable, nor shall membership or any interest in this Corporation pass by operation of law or by bequeath to any personal representative, heir or devisee. A Membership shall automatically cease and terminate upon a member's death, dissolution, bankruptcy, resignation or upon any attempted assignment, attachment or levy, whether voluntary or by operation of law.

**Section 7. Resignation.** Any member of the Corporation may withdraw from membership by resignation in writing delivered to the Secretary. If such resigning member is also a Director, such resignation shall also include resignation from the Board of Directors.

**Section 8. Removal.** A member may be removed from membership by affirmative vote of fifty-one (51%) percent of the members of the Board of Directors.

## **ARTICLE III - MEETING OF MEMBERS**

**Section 1. Times and Places of Meetings.** Meetings of the members shall be held at such times and places as may be fixed from time to time by the Board of Directors within or without the State of Michigan.

**Section 2. Annual Meetings.** An annual meeting of the members for election of Directors and for such other business as may come before the meeting shall be held each year at such time on such business day in the month of January as may be designated by the Board of Directors.

**Section 3. Special Meetings.** Special meetings of the members may be called by the Board of Directors, by the President, or by not less than ten (10%) percent of the members and shall be held on such date as may be specified in the notice of the meeting.

**Section 4. Notice of Meetings.** Written notice of all meetings of members stating the time, place and purposes thereof shall be given to each member at least ten (10) but not more than sixty (60) days before the date fixed for the meeting, either personally or by mail (notice by mail shall be deemed given when mailed). At each annual meeting of the members, the Directors shall present a report verified by the President and the Treasurer or by a majority of the Directors showing the whole amount of real and personal property owned by the Corporation, where located and where and how invested; the amount and nature of the property acquired during the year

immediately preceding the date of the fiscal year, and the manner of acquisition; the amount applied, appropriated or expended during the fiscal year immediately preceding purchase date and objects or persons for which appropriations or expenditures have been made, which report shall be filed with the record of the Corporation and an abstract thereof entered in the Minutes and proceedings of the annual meeting.

Notice of any meeting need not be given to any member who signs a Waiver of Notice before or after the meeting. The attendance of a member at a meeting without protesting at the beginning of the meeting shall constitute a Waiver of Notice by him or her.

**Section 5. Quorum.** Five (5) or more members present in person or represented by proxy, shall constitute a quorum at all meetings of members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation. If there shall be no quorum, the members present by majority vote, may adjourn the meeting from time to time without notice until such a time as a quorum shall be present. Once a quorum shall have been determined to be present, the members present in person or by proxy at any meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 6. Vote Required.** When an action, other than the election of Directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast, unless a greater plurality is required by the Articles of Incorporation or express provision of statute. Except as otherwise provided by the Articles of Incorporation, Directors shall be elected by a plurality of the votes cast at an election.

**Section 7. Voting Rights.** Except as otherwise provided by the Articles of Incorporation or these Bylaws, each member shall, at every meeting of members, be entitled to one (1) vote in person or by proxy on each matter submitted to a vote. A vote may be cast either orally or in writing. Provided, however, if a member holds more than one (1) membership, such member shall be entitled to one (1) vote for each such membership held.

**Section 8. Conduct of Meetings.** Meetings of members generally shall follow accepted rules of parliamentary procedure, subject to the following:

1. The Chairman of the meeting shall have absolute authority over matters of procedure and there shall be no appeal from the ruling of the Chairman. If, in his absolute discretion, the Chairman deems it advisable to dispense with the rules of parliamentary procedure as to any one meeting of shareholders or part thereof, he shall so state and shall clearly state the rules under which the meeting or appropriate part thereof shall be conducted;

2. If disorder should arise which prevents the continuation of the legitimate business of the meeting, the Chairman may quit the chair and announce the adjournment of the meeting, and, upon his so doing, the meeting is immediately adjourned;

3. The Chairman may ask or require that anyone not a bona fide member or proxy leave the meeting;

4. A resolution or motion shall be considered for vote only if proposed by a member or a duly authorized proxy and seconded by a shareholder or duly authorized proxy other than the individual who proposed the resolution or motion;

5. Except as the Chairman may permit, no matter shall be presented to the meeting which has not been submitted for inclusion in the agenda within ten (10) days after the date or mailing of notice of the meeting.

**Section 9. Meeting by Telephone or Similar Equipment.** A member may participate in a membership meeting by conference telephone or any similar communications equipment through 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.

## **ARTICLE IV - DIRECTORS**

**Section 1. Powers.** The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

**Section 2. Number of Directors.** A Director shall be a member of this Corporation, a citizen of the United States, and a resident of the State of Michigan. The Board shall consist of eleven (11) Directors or as otherwise determined by the Board of Directors from time to time. One-half (½) of the number of Directors shall be elected pursuant to the election policy stated below, for a two (2) year term of office or until his successor is elected and qualified.

### **Election Policy:**

**August 1** – Mail notification of accepting nominations for expiring Board of Director positions with the annual membership invoice.

**September 1** – Deadline for members to submit nominations for Board of Directors.

**September 15** – Email voting ballots to members.

**October 1** – Deadline for submitting vote for Board of Directors.

**October 15** – Deadline to tally results and forward to the editor for inclusion in the winter newsletter. New Directors are effective as of the next Annual Board Meeting.

**November 1** – Notification to the new Directors of election results with request for nominations for Executive Board positions.

**November 14** – Deadline to submit nominations for Executive Board positions.

**December 1** – Notify newly elected Executive Board officers. New officers effective as of this date.

**Section 3. Vacancies.** Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors after the vacancy has occurred, though less than a quorum, and the Directors so chosen shall hold office for the unexpired term in respect of which such vacancy occurred.

**Section 4. Compensation of Directors.** No compensation shall be paid to Directors as such for their services, but expenses of attendance at regular and special meetings may be paid by the Corporation.

**Section 5. Resignation.** Any Director may resign at any time and such resignation shall take effect upon receipt thereof by the Corporation, or such subsequent time as set forth in the notice of resignation. Any or all of the Directors may be removed, with or without cause, by the vote of a majority of the members, except as otherwise provided by statute or the Articles of Incorporation.

## **ARTICLE V - MEETING OF DIRECTORS**

**Section 1. Places of Meetings.** The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Michigan.

**Section 2. First Meeting of newly Elected Board.** The first meeting of each newly elected Board of Directors shall be held at the annual meeting of members and 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. In the event such meeting is not held immediately following the annual meeting of members, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or as shall be specified in a written waiver signed by all of the Directors.

**Section 3. Regular Meetings.** Regular meetings 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 4. Special Meetings.** Special meetings of the Board may be called by the President or Secretary or by any two (2) Directors upon two (2) day's notice to each Director, either personally, by mail, e-mail or by telegram.

**Section 5. Purpose Must be Stated.** The business to be transacted at, and the purpose of any regular or special meeting of the Board of Directors must be specified in the notice of such meeting.

**Section 6. Quorum.** At meetings of the Board, a majority of the total number of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors (other than the President) present at any meeting at which there is a quorum shall be the acts of the Board of Directors (except that the President may vote to break a tie vote), except as may otherwise specifically be provided by statute or by the Articles of Incorporation. 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, until a quorum shall be present.

**Section 7. Action Without a Meeting.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, before or after the action, a written consent thereto is signed by all members of the Board and such written consent is filed with the Minutes or proceedings of the Board. Such consent shall have the same effect as a vote of the Board for all purposes.

**Section 8. Meeting by Telephone or Similar Equipment.** The Board of Directors may participate in a meeting of such Board or committee, by means of conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participate in the meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 9. Committee.** The Board of Directors shall authorize and define the powers and duties of all committees. The President shall appoint all committees, subject to confirmation to the Board of Directors.

## **ARTICLE VI - OFFICERS**

**Section 1. Appointment.** The Board of Directors, consistent with the provisions of Article IV, Section 2, shall appoint a President and may elect a Chairman of the Board. The Board



of Directors may also appoint one or more Vice Presidents and shall appoint a Secretary and a Treasurer. All such officers shall be either a part or current member of the Board of Directors or a past officer of the Corporation. The Board from time to time may appoint such other officers as they deem proper. The dismissal of an officer, the appointment of any additional officer, and the charge of an officer to a different or additional office, may be made by the Board of Directors at any later meeting. Any two or more offices may be filled by the same person. The President, Vice President (if any), Secretary and Treasurer shall be executive officers of the Corporation.

**Section 2. Term of Office.** Each officer shall hold office at the pleasure of the Board. The Board of Directors may remove any officer for cause or without cause. Any officer may resign his office at any time, such resignation to take effect upon receipt of written notice thereof by the Corporation unless otherwise specified in the resignation. If any office becomes vacant for any reason, the vacancy may be filled by the Board.

**Section 3. Chairman of the Board.** The Chairman of the Board (if there be one) shall, when present, preside at all meetings of the Directors and members. He shall have such other duties and powers as may be imposed or given by the Board.

**Section 4. President.** The President shall be the chief executive officer of the Corporation and, unless there shall be a Chairman of the Board or if there be one, in the event of his death, resignation, absence or inability, shall preside at all meetings of the members and, if he shall be a Director, at all meetings of the Board of Directors. He shall have final authority, subject to the control of the Board of Directors, over the general policy and business of the Corporation and shall have the general control and management of the business and affairs of the Corporation. The President shall have the power, subject to the control of the Board of Directors, to appoint or discharge and to prescribe the duties and to fix the compensation of such agents and employees of the Corporation as he may deem necessary. He shall make and sign bonds, mortgages and other contracts and agreements in the name of and on behalf of the Corporation, except when he or the Board of Directors, by resolution, instructs the same to be done by some other officer or agent. He shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all other duties necessary or appropriate to his office; subject, however, to his right and the right of the Directors to delegate any specific powers to any other officer or officers of the Corporation.

**Section 5. Vice President.** Each Vice President shall have such title and powers and perform such duties as may be assigned to him/her from time to time by the President or the Board of Directors. In case of the absence or inability to act of the President, the duties of his/her office shall, unless otherwise specified by these Bylaws, be performed by the Vice Presidents in the order of seniority or priority established by the Board or by the President, unless and until the Board shall otherwise direct and, when so acting, the duly authorized Vice President shall have all the powers of and be subject to the restrictions upon the President.

**Section 6. Secretary.** The Secretary shall cause to be maintained Minutes of all meetings of the Board and of the members and shall keep a record of all votes at such meetings.

The Secretary shall give or see to the giving of notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.

**Section 7. Treasurer.** The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board. The books kept by the Treasurer shall at all times be open to the inspection of any member of the Corporation. The Treasurer shall render such statements of his/her accounts to the Board of Directors and President as they may require and he/she shall make a full report at each annual meeting of the Board of Directors. He/she may be required to give bond for the faithful discharge of his/her duties in such form as the Board of Directors may require, the expense of such bond to be paid by the Corporation.

**Section 8. Assistant Secretaries and Treasurers.** There may be elected one or more Assistant secretaries and Assistant Treasurers who may, in the absence, disability or nonfeasance of the Secretary or Treasurer, perform the duties and exercise the powers of such persons respectively.

Two (2) signatures shall be required to disburse any funds of the Corporation. The two signatures shall be any two executive officers of the Corporation.

**Section 9. Other Officers.** All other officers, as may from time to time be appointed by the Board of Directors pursuant to this Article, shall perform such duties and exercise such authority as the Board of Directors or the President shall prescribe.

**Section 10. Absence of Officers.** In the case of the absence of any officer or for any other reason that the Board may deem sufficient, the President or the Board may delegate for the time being, the powers or duties of such officer to any other officer or to any Director.

## **ARTICLE VII - FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 2. Deposit of Funds.** The funds of the Corporation shall be deposited in such banks or trust companies as the Board of Directors may from time to time designate.

**Section 3. Investment.** Any property or funds received with respect to which there are no investment specifications or limitations in the agreement, instrument or order creating or

defining the holding, the Corporation shall invest the same or convert the same into such common or preferred stocks, share accounts of either state or federal chartered buildings and loan or savings and loan associations, bonds, mortgages, mortgage notes (but not including certificates or evidences of participation or undivided interest in real estate mortgages and mortgage notes), notes, debentures, securities or other properties, real or personal, as an ordinarily prudent man/woman of intelligence and integrity who is the trustee of the monies of others would purchase in the exercise of reasonable care, judgment and diligence under the conditions existing at the time of purchase, having due regard for the management, reputation and stability of the issuer and the character of the particular securities.

**Section 4. Reorganization.** Subject to and in compliance with the Michigan Non-Profit Corporation Act, the Corporation's Articles of Incorporation and these Bylaws, the Directors shall have full power to participate in any plan of reorganization, consolidation or merger of any corporation in which the Corporation herein may be interested; to deposit any property or securities under any such plan or reorganization with any protective reorganization or creditors or other committee; to delegate such committee discretionary powers with respect thereto; to pay out of principal or income a proportionate share of the expenses of such committee and of assessments levied under such plan; to accept or retain any securities or property received by the Directors pursuant to such plan; to exercise conversion, subscription, voting or other rights pertaining to any property held by the Corporation herein and to pay out of principal or income such sums in connection therewith as they may deem prudent or advisable.

**Section 5. Nominees.** The Corporation is authorized to keep securities in the name of the Corporation or in the name of a nominee for it, or in the name of the manager and custodian of the assets of the Corporation or in its nominee, in order that sales, transfers or other transactions may be facilitated.

**Section 6. Attorneys and Advisors.** The Board of Directors shall have full power to employ investment counsel, brokers, agents and attorneys. The Board of Directors may, at its discretion, appoint and designate some bank or trust company as administrator, manager and custodian of the assets of the Corporation.

**Section 7. Borrowing.** The Corporation may, whenever its general interest requires the same and upon specific written approval of no less than Two-Thirds (2/3) of the members of the Board of Directors, borrow money and issue its promissory note or bond for the repayment thereof with interest and may, in like case, mortgage its property as security for its debts or other lawful engagements.

## **ARTICLE VIII - INDEMNIFICATION**

**Section 1. Nonderivative Actions.** Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a

party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Derivative Actions.** Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the Corporation or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

**Section 3. Expenses of Successful Defense.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

**Section 4. Contract Right; Limitation on Indemnity.** The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a Director or officer

as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in Section 3 of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

**Section 5. Determination That Indemnification Is Proper.** Any 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. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, whichever is applicable. Such determination shall be made 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 such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

**Section 6. Proportionate Indemnity.** If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**Section 7. Expense Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

**Section 8. Nonexclusivity of Rights.** The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. 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.

**Section 9. Indemnification of Employees and Agents of the Corporation.** The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation

to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

**Section 10. Former Directors and Officers.** The indemnification provided in this Article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

**Section 11. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this Article or the laws of the state of Michigan.

**Section 12. Changes in Michigan Law.** If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

## **ARTICLE IX - DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized or operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County of Kent, State of Michigan, to such organization or organizations as the said Court shall determine, which are organized or operated exclusively for such purposes.

## **ARTICLE X - AMENDMENT TO BYLAWS**

These Bylaws may be amended, altered, changed, added to or repealed at any regular meeting of the members or of the Board of Directors or at any special meeting of the members or of the Board of Directors; except any Bylaw adopted by the members which expressly so states shall not be altered, amended or repealed by the Board of Directors.

*(signatures continue on next page)*

These Bylaws are hereby amended and restated effective the 21<sup>st</sup> day of March, 2012.

ATTEST AND APPROVED:

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_