

Bylaws of the Society for College and University Planning

(as amended by vote of the membership, January 2005)

Article I – Name and Location

Section 1 – Name

- 1.1 The name of this association shall be the Society for College and University Planning, a non-profit corporation incorporated in the State of Michigan.

Section 2 – Location

- 2.1 Offices of the Society shall be located in Ann Arbor, Michigan, and/or in such other localities as may be determined by the Board of Directors.

Article II – Purpose

Section 1 – Purpose and Objectives

- 1.1. The purposes of the Society are as set forth in Article II of the Articles of Incorporation of the Society.

Article III – Membership

Section 1 – Membership Categories

- 1.1 Membership in the Society shall consist of individuals and organizations interested in college and university planning.
- 1.2 The board of directors may identify different membership categories for the purpose of applying a different dues structure to each membership category.
- 1.3 Applications for membership shall be submitted on the form prescribed by the Board of Directors.

Section 2 – Dues/Special Assessments

- 2.1 Dues rates and special assessments, if any, applicable to the various categories of membership shall be established by the Board of Directors.
- 2.2 Any change in the dues rate shall not take effect until at least one year after notice of such change is delivered to the members.
- 2.3 Dues are due and payable for each member in advance and on the anniversary date of such member's date of admission into the Society.

Section 3 – Duration of Membership

- 3.1 Each member's membership in the Society shall be for one-year periods commencing with receipt by the Society of such member's annual dues.

Section 4 – Suspension or Removal of Membership

- 4.1 Any member may be censured, suspended or removed from membership for cause by a two-thirds (2/3) vote of the Board of Directors. Prior to being censured, suspended or removed for any reason other than non-payment of dues, fees or assessments, a member shall be advised of the complaint and shall be given a reasonable opportunity for defense. Such member, if removed, may appeal the decision of the Board of Directors to the members at the annual meeting of the members provided that notice of such intent is provided to the President of the Society at least ten (10) days in advance of the annual meeting of the members. The member may be reinstated by the affirmative vote of the members.

Section 5 – Reinstatement

- 5.1 A former member desiring a continuous membership record may be reinstated on showing payment of all dues, fees and assessments in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing payment of the current year's dues and appropriate fees and assessments, if any.

Section 6 – Rights and Responsibilities

- 6.1 All members shall have equal rights and responsibilities, regardless of such member's membership category.

Section 7 – Regions

- 7.1 The Board of Directors shall establish geographic regions to facilitate communications and professional development among the Society's members. The number and composition of these regions shall be determined by the Board of Directors with the membership's approval. The Board of Directors shall have the authority to assign countries outside North America to the Society's regions in a manner that supports the interests of members in those countries.

Section 8 – Annual Meeting of Members

- 8.1 The annual meeting of the members of the Society shall be held each year at such place and on such dates as may be determined by the Board of Directors on the 1st day of July, or such other time as may be determined by the Board.
- 8.2 At the annual meeting, the members shall elect, in person or by proxy, the President-Elect, the Secretary/Treasurer, the Regional Representatives and, if applicable, the At-Large Directors whose terms have expired or whose positions have been newly created by the Board and remain unfilled.
- 8.3 The order of business at the annual meeting of the members shall be as follows:
 - (a) Reading of notice and proof of mailing or other delivery,
 - (b) Reports of officers,
 - (c) Announce results of elections,
 - (d) Transaction of other business mentioned in the notice,
 - (e) Adjournment; provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

Section 9 – Special Meetings

- 9.1 Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or in his/her absence by the President-Elect, or by a majority of the Board of Directors, or by the Secretary/Treasurer upon written request of ten percent (10%) of the members of the Society in good standing entitled to vote at such meetings.
- 9.2 Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the chief executive officer, or by a majority of the members of the board of directors then in office, or by members as above provided, the Secretary/Treasurer of the Society shall prepare and deliver the notices requisite to such meeting.
- 9.3 Business transacted at all special meetings shall be confined to the subjects stated in the notice of the meeting.

Section 10 – Notice of Meetings

10.1 Notice of the date, time and place of any meetings of the members shall be given to each member of record entitled to vote at the meeting not less than ten (10) days and not more than sixty (60) days before the date of the meeting. For purposes of these Bylaws, electronic notice shall constitute written notice. An affidavit of the Secretary/Treasurer or an assistant secretary of the Society that notice has been given shall, in the absence of fraud, be prima facie evidence of such facts.

10.2 The Board of Directors may cancel or postpone any annual meeting or special meeting.

Section 11 – Quorum

11.1 Except as otherwise specifically provided by law or in the articles of incorporation, twenty-five (25) members in good standing present in person or by proxy at any meeting of the members shall constitute a quorum at such meeting.

Section 12 – Voting

12.1 Each member in good standing shall have one vote. Members may vote by proxy granted to another member or the President of the Society at any time prior to any meeting of the members.

12.2 The members in good standing shall elect the President-Elect, the Secretary/Treasurer, the Regional Representatives, and the At-Large Directors, if any, at the annual meeting of the members by written or electronic ballot. A ballot shall be delivered to all members entitled to vote on the record date thereof, not less than ten (10) days prior to the annual meeting of the members. Members may vote for any qualified person, whether or not he/she is nominated by the Nominating Committee, and appropriate blank spaces will be provided on the ballot to do so. All ballots shall be returned to the office of the Executive Director, or the Secretary/Treasurer if an Executive Director has not been appointed, prior to the annual meeting in a manner indicated by the Board of Directors, including electronic communication means.

12.3 Any matter submitted for vote to the members may be voted upon by written and/or electronic ballot. The vote of a majority of the members voting in person or by proxy at a meeting where a quorum is present shall determine the action. In the event of a tie in an election, the tie shall be broken by the vote of the members actually present at the meeting in which the election is taking place, provided that a quorum is present. The Board of Directors shall establish a procedure for breaking a tie in an election if the members voting for the position have been unable to select a winner in two rounds of balloting.

12.4 All other matters not voted upon by the members as provided herein shall be voted upon at the meeting of the members by each member in good standing in person only. The affirmative vote of a majority of those members present and voting at a meeting where a quorum is present shall be the act of the members, unless the vote of a greater number is required by the Act, the Society's articles of incorporation or these bylaws.

Section 13 – List of Members Entitled to Vote

13.1 The officer having charge of the membership records of the Society shall prepare and make available a complete list of the members entitled to vote at the meeting. The list shall:

(a) Be arranged alphabetically by category of membership and include the address for each member.

(b) Be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours at the place where the meeting is to be held.

(c) Be subject to inspection by any member present at the meeting during the whole time of the meeting.

The membership records of the Society shall be the only evidence as to who are the members entitled to examine the membership records, the list of members or the books of the Society, or to vote in person or by proxy at any meeting of members.

Section 14 – Record Date For Determination of Members

- 14.1 For the purpose of determining members entitled to notice of and to vote at a meeting of members or an adjournment thereof, or to express consent to or dissent from a proposal without a meeting, the board of directors may fix, in advance, a date as the record date for any such determination of members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (a) the record date for determining 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 is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, (b) the record date for determining members for any purpose other than that specified in subdivision (a) shall be at the close of business on the day on which the resolution of the board of directors relating thereto is adopted. When a determination of members of record entitled to notice of or to vote at a meeting of members has been made as provided in this Section, the determination shall apply to any adjournment of the meeting, unless the board of directors fixes a new record date under this Section for the adjourned meeting.

Article IV – Board of Directors

Section 1 – Composition and Authority

- 1.1 The management of all the affairs, property and business of the Society shall be vested in a Board of Directors. The Board of Directors shall consist of the President, President-Elect, Secretary/Treasurer, Immediate Past President, one Regional Representative for each of the regions of the Society, the Executive Director and, at the Board's sole and absolute discretion, up to four At-Large Directors and such number of chairs of standing committees as the Board of Directors shall determine. The Board of Directors shall act in the best interest of the Society and its members. In addition to the power and authority the Articles of Incorporation and these Bylaws expressly confer upon the Board, the Board may exercise all such powers and do all such lawful acts and things that are not reserved to the members by the Michigan Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Voting members of the Board of Directors shall each have one vote.
- 1.2 The Regional Representatives shall be voting members of the Board of Directors and shall be responsible for communications with members in their regions, membership recruitment and retention, programming, and other Society activities as may be determined by the Board of Directors.
- 1.3 The Board shall determine the number of At-Large Directors, if any, which may not exceed four (4), for election to the Board and shall so notify the members in the notice of annual meeting of the members. At-Large Directors shall be voting members of the Board of Directors, and shall perform such duties as may be prescribed by the President, Board of Directors, and/or Executive Committee.

Section 2 – Election and Term

- 2.1. The Executive Director shall serve as an *ex-officio* member of the Board, without vote, until his or her employment is terminated by the Board.
- 2.2 The President, President-Elect and the Secretary/Treasurer shall be elected as provided in Article III and shall hold office on the Board for the term for which he or she serves as an officer.
- 2.3 The candidates for Regional Representatives must be members of the Society and residents of the region represented. Regional Representatives shall be elected by the members to serve a single three-year term. Any Regional Representative who is no longer a resident of the region represented during his or her term shall resign such position.
- 2.4 At-Large Directors shall be elected by the members and shall serve for a single three-year term. Upon the expiration of such At-Large Director's term, the Board shall determine, in its sole and

absolute discretion, by vote excluding the vote of the At-Large Directors, whether the vacancy shall be filled by election of the members.

- 2.5 Any chairs of standing committees serving as directors of the Board shall serve for a single three-year term.

Section 3 – Meetings

- 3.1 Each member of the Board of Directors shall be expected to attend all regular Board meetings and special Board meetings and to serve actively in committee assignments. After an absence from two consecutive regular or special meetings, without reasons acceptable by the Board, the Board shall give the absent director notice thereof. Three consecutive absences or two notices shall constitute resignation from the Board.
- 3.2 Meetings of the Board of Directors may be held at such times and locations designated by the Board of Directors. The Board of Directors may hold meetings telephonically or electronically.
- 3.3 Meetings of the Board of Directors may be called at any time by the President, or, in his/her absence, by the President-Elect, or by any two members of the Executive Committee.
- 3.4 Each Director shall be given at least ten days prior notice of a meeting of the Board of Directors.
- 3.5 The Secretary/Treasurer of the Society shall give the members of the Board of Directors notices of meetings of such Board by telephone, in writing or by electronic means.

Section 4 – Quorum and Required Vote

- 4.1 A majority of the Board of Directors shall constitute a quorum at any duly called meeting of the Board. The vote of a majority of the Directors present at a meeting where a quorum is present shall constitute an act of the Board.

Section 5 – Compensation

- 5.1 No stated salary shall be paid any voting members of the Board of Directors for their services as Directors. The Board may from time to time authorize reimbursement for expenses incurred in connection with Board operation or committee activities but in no event shall this include registration fees for attendance to the annual conference.

Section 6 – Finance

- 6.1 The monies of the Society shall be deposited in the name of the Society and in such banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check signed by persons designated by resolution by the Board of Directors.
- 6.2 The fiscal year of the Society shall begin October 1 and end September 30. The fiscal year may be changed by majority vote of the Board of Directors.
- 6.3 Prior to the commencement of each fiscal year of the Society, the Board of Directors shall adopt a budget for such fiscal year.

Section 7 – Office Records

- 7.1 The books, accounts and records of the Society may be kept at such place or places as the Board of Directors may from time to time appoint, except as may be otherwise required by the laws of the State of Michigan.

Section 8 – Vacancies

- 8.1 Vacancies on the Board of Directors arising from any cause and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the members of the Board then in office. The Nominating Committee shall submit at least one candidate for each open position for consideration by the Board of Directors. Any director so appointed to fill a vacancy shall serve the unexpired term of his/her predecessor. If at any time, by reason of death or resignation or other cause, the Society should have no

directors in office, then any officer not on the Board or any member may call a special meeting of members in accordance with the Society's articles of incorporation or these bylaws.

Section 9 – Removal

9.1 Any director may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board of Directors other than the director being voted upon.

Section 10 – Resignation

10.1 A director may resign at any time upon written notice to the Society. The resignation is effective upon its receipt by the Society or a subsequent time as set forth in the notice of resignation.

Section 11 – Action By Written Consent

11.1 Any action required or permitted to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Article V – Officers

Section 1 – Officers

- 1.1 The Officers of the Society shall consist of the President, President-Elect, a Secretary/Treasurer, and Executive Director.
- 1.2 The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their appointment for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 2 – Qualification, Election and Term

- 2.1 Any member in good standing shall be eligible for nomination and election to any elective office of the Society.
- 2.2 The President-Elect and the Secretary/Treasurer shall be elected by the members. The President-Elect shall automatically succeed to the Presidency.
- 2.3 The President and the President-Elect shall each serve for a period of one year.
- 2.4 The Secretary/Treasurer shall serve for a single three-year term.
- 2.5 The Officers of the Society shall hold office until their successors are elected and assume office.
- 2.6 The Executive Director shall be selected by the Board as the salaried staff head of the Society and shall be employed by the Society pursuant to an employment agreement specified by the Board of Directors. Employment and discharge of the Executive Director shall require a majority vote of the entire Board of Directors, and shall be in accordance with the Executive Director's employment contract with the Society.

Section 3 – Powers

3.1 In the case of absence or inability to act of any Officer of the Society and of any person herein authorized to act in his/her place, the Board of Directors may from time to time delegate the powers or duties of such Officer to any other Officer, or any Director or other whom it may select.

Section 4 – Removal

4.1 Any officer elected by the membership may be removed only by the members, but such officer's authority may be suspended by the Board for cause. Any officer appointed by the Board of Directors may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 5 – President

- 5.1 The President shall serve as chair and preside at all meetings of the Board of Directors and Executive Committee. At the annual meeting and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the effectiveness of the Society. The President shall perform such other duties as are necessarily incidental to the office or as may be prescribed by the Board of Directors and/or the Executive Committee.

Section 6 – President-Elect

- 6.1 The President-Elect shall succeed to the presidency. The President-Elect shall appoint the conference chair for the annual conference to take place in the year of the President-Elect's presidency, shall perform such duties as are prescribed by the President, Board of Directors, and/or Executive Committee, and shall perform the duties of the President in the event that individual is unable to carry out his/her responsibilities.

Section 7 – Secretary/Treasurer

- 7.1 The Secretary/Treasurer shall oversee the Society's funds; the collection of members' dues and/or assessments; the establishment of proper accounting procedures for the handling of the Society's funds; the performance of an annual audit by a certified public accountant; and, further, shall report on the financial condition of the Society at all meetings of the Board of Directors and at other times as called upon by the President. The Secretary/Treasurer shall oversee the proper recording of proceedings of meetings of the Society and the Board of Directors, shall ensure that accurate records are kept of all members, and shall oversee special projects assigned by the Board. The Secretary/Treasurer shall also perform such other duties as may be prescribed by the President, Board of Directors, and/or Executive Committee.

Section 8 – Executive Director

- 8.1 The Executive Director shall manage all activities of the Society subject to the policies of the Board of Directors. The Executive Director shall employ and discharge members of the staff and shall define their duties, supervise their performance, establish their titles, and fix their compensation within the annual budget for the Society.

Article VI – Committees

Section 1 – Executive Committee

- 1.1 The Executive Committee shall be composed of the President, President-Elect, Secretary/Treasurer, Immediate Past President, and one of the duly elected Regional Representatives chosen by majority vote of Regional Representatives. The Executive Director shall serve as an ex officio, non-voting member of the Executive Committee.
- 1.2 The Executive Committee shall exercise such powers and duties as are conferred upon it by the Board of Directors.
- 1.3 A majority of the members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The vote of a majority of the members of the Executive Committee at which a quorum is present shall constitute the act of the Executive Committee.
- 1.4 Meetings of the Executive Committee may be called at any time by the President as the business of the Society may require or by on request of three members of the Executive Committee.

Section 2 – Nominating Committee

- 2.1 A Nominating Committee chaired by the Immediate Past President shall consist of one Past President of the chair's choosing, plus one at-large member from each region. At-large members will be chosen by the respective Regional Representative, in consultation with the chair. The previous Past President is ineligible to serve during the year after he/she has chaired the Nominating

Committee, and no Past President shall serve two years in a row. Regional Representatives may be invited to participate as non-voting members of the Committee at the chair's discretion. The Committee shall be appointed by the President at least one hundred eighty (180) days in advance of the annual meeting of the members. The Nominating Committee shall render its report of nominations to fill ensuing vacancies at least one hundred and twenty (120) days in advance of the annual meeting. The Nominating Committee will make every effort to nominate at least two candidates for each position to be contested. If two candidates cannot be identified, a single name may be advanced.

2.2 The report of the Nominating Committee shall be submitted to the Board of Directors and its contents delivered to the members prior to the annual meeting of the members.

Section 3 – Annual Conference Committee

3.1 The conference chair appointed by the President-Elect to oversee and coordinate matters relating to the annual conference activities shall appoint a committee to assist such appointee. Such committee need not include members of the Board of Directors and shall serve only until completion of such conference.

Section 4 – Other Committees

4.1 The President, with the approval of the Board of Directors, shall establish and appoint such other committees and/or task forces as are necessary and which are not in conflict with other provisions of these bylaws. Committee members need not be members of the Board of Directors. The duties and responsibilities of such committees shall be prescribed by the Board of Directors upon their establishment, but in no event shall such committee have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the members, any action or matter expressly required by the Michigan Nonprofit Corporation Act to be submitted to members for approval or (ii) adopting, amending or repealing any bylaw of the Society. Any such committee, and each member thereof, shall serve at the pleasure of the board of directors.

4.2 The chair of such committees and/or task forces shall be selected by the President and approved by the Board of Directors at the time it establishes any such committee and/or task force.

Article VII - Miscellaneous

Section 1 – Notices

1.1 Whenever any notice or communication is required to be given to any director or member under any provision of the Act, the Society's Articles of Incorporation or these bylaws, it shall be given in writing, except as otherwise provided in the Act, (i) by mail, to the address designated by a director or member for that purpose, or if none is designated, the last known address, (ii) in person or (iii) by telecopy, telegram, telex, radiogram, cablegram, mailgram, or electronic mail or other means of electronic communication. Such notice to be deemed given when the recipient receives the notice personally or when the notice is delivered, or otherwise posted by electronic means, by the Society as provided herein.

Section 2 – Operation and Use of Funds

2.1 The Society shall be organized and operated exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law) and no part of the net earnings of the Society shall inure to the benefit of any officer, member of the Board of Directors, member or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3 – Dissolution

- 3.1 Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for purposes similar to the purpose of the Society in such manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine.

Section 4 – Political Activities

- 4.1 The Society shall not contribute any of its earnings or property or provide any services for any political candidate, committee, party or organization.

Section 5 – Indemnification

- 5.1 The Society shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exist or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the Society to provide broader indemnification rights than before such amendment, indemnify a present or former director or officer (an “Indemnitee”) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that the Indemnitee is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with such action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the Indemnitee’s conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the Indemnitee’s conduct was unlawful.
- 5.2 The Society shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exist or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the Society to provide broader indemnification rights than before such amendment, indemnify an Indemnitee 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 Society to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys’ fees) actually and reasonably incurred by the Indemnitee in connection with the defense or settlement of such action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Society, and except that no indemnification shall be made in respect of any claim, issue or matter as to which the Indemnitee shall have been adjudged to be liable to the Society unless and only to the extent that the Court of Chancery or the court in which the action or suit brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or such other court shall deem proper.
- 5.3 Notwithstanding the provisions of Sections 5.1 and 5.2 of this Article, the Society shall not be required to indemnify an Indemnitee in connection with an action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee (except as otherwise provided herein with

respect to the enforcement of this Article), unless such action, suit, proceeding or claim (or part thereof) was authorized by the board of directors of the Society.

- 5.4 An indemnification under Sections 5.1 or 5.2 of this Article, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because such Indemnitee has met the applicable standard of conduct set forth in Sections 5.1 or 5.2 of this Article, as the case may be. This determination shall be made, with respect to a person who is a director or officer at the time of such determination, in any one of the following ways:
- (a) By a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum.
 - (b) By a committee of such directors designated by a majority vote of such directors, even though less than a quorum.
 - (c) If there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.
 - (d) By the members.
- 5.5 Expenses (including attorneys' fees) incurred by an Indemnitee in defending a civil, criminal, administrative, or investigative action, suit, or proceeding described in Sections 5.1 or 5.2 of this Article shall be paid by the Society in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Society. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 5.6 If an Indemnitee is entitled to indemnification under Sections 5.1 or 5.2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Society shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.
- 5.7 Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exists or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the Society to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the board of directors.
- 5.8 The indemnification and advancement of expenses provided under Sections 5.1 through 5.7 of this Article are not exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Society's articles of incorporation, these bylaws, any agreement, vote of members or disinterested directors or otherwise. 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.
- 5.9 The indemnification or advancement of expenses provided for in Sections 5.1 through 5.7 of this Article shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- 5.10 "Other enterprise" shall include any employee benefit plan; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Society" shall include any service as a director, officer, employee, or agent of the Society which imposes duties on, or involves services by, the director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants

and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Society” as referred to in Sections 5.1 and 5.2 of this Article.

- 5.11 The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society or is or was serving at the request of the Society as a director, officer, partner, trustee, employee or agent of another Society, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Society would have the power to indemnify such person against such liability under the pertinent provisions of the Act.
- 5.12 If a claim under this Article is not paid in full by the Society within thirty (30) days after a written claim has been received by the Society, the claimant may at any time thereafter bring suit against the Society to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Society) that the claimant has not met the standards of conduct which make it permissible under the Act for the Society to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Society. Neither the failure of the Society (including its board of directors, a committee thereof, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such claimant has met the applicable standard of conduct set forth in the Act nor an actual determination by the Society (including its board of directors, a committee thereof, independent legal counsel or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
- 5.13 The right to indemnification conferred in this Article shall be deemed to be a contract right between the Society and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.
- 5.14 The definition for “Corporation” found in Section 145(h) of the Act, as the same exists or may hereafter be amended, is, and shall be, specifically excluded from application to this Article. The indemnification and other obligations set forth in this Article of the Society shall be binding upon any resulting or surviving entity after any merger or consolidation with the Society. Notwithstanding anything to the contrary contained herein or in Section 145(h) of the Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director or officer of another entity prior to such other entity entering into a merger or consolidation with the Society.
- 5.15 Each and every section, paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any section, paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining sections, paragraphs, sentences, terms, and provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

Section 6 – Assumption of Liability

- 6.1 No volunteer director of the Society shall be personally liable to the Society for monetary damages for breach of the volunteer director's fiduciary duty; provided, however, that nothing herein shall be construed to eliminate or limit the personal liability of a volunteer director of the Society for: (a) a breach of the volunteer director's duty of loyalty to the Society; (b) acts or omissions either not in good faith or that involve intentional misconduct or knowing violation of

law; (c) a violation of section 551(1) of the Michigan Nonprofit Corporation Act; (d) a transaction from which the volunteer director derived an improper (under law) personal benefit; (e) an act or omission occurring prior to the effective date of these bylaws; and /or; (f) an act or omission that is grossly negligent. Any repeal or modification of this Article X, Section 6, shall not adversely affect any right or protection of any volunteer director of the Society pursuant to this Article X, Section 6, existing at the time of, or for, or with respect to, any acts or omissions occurring before the effective date of such repeal or modification. The Society hereby assumes any and all personal liability of any volunteer director of the Society from monetary damages for all acts or omissions of the volunteer director occurring on or after the effective date of these Bylaws.

Article VIII – Amendments

Section 1– Proposal

- 1.1 Alterations, amendments, or repeals of these Bylaws may be instituted by resolution of the Board of Directors or upon petition of ten percent (10%) of the members.

Section 2 - Approval

- 2.1 These bylaws may be altered, amended or repealed, or new bylaws may be adopted, by the affirmative vote of a majority of the members at the annual meeting of the members, or at any special meeting of the members if notice of such alteration, amendment, or repeal, or adoption of new bylaws, is contained in the notice of such special meeting, provided that a quorum of the members is present at such meeting in person or by proxy.

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