



MICHIGAN AGGREGATES ASSOCIATION BYLAWS

(as amended XXX, 2020)

ARTICLE I NAME AND LOCATION

The name of the corporation (“**Association**”) shall be as set forth in the Articles of the Incorporation as they may be amended from time to time. The principal office of the Association will be located in Lansing, Michigan unless otherwise determined by the Board of Directors (as defined below).

ARTICLE II PURPOSE AND AIMS

The purpose of this Association and the powers which it may exercise are set forth in the Articles of Incorporation. In furtherance of those the purposes, the Association will provide an organization through which its members may coordinate their efforts in the handling of issues of common interest, including, without limitation, the following:

1. To insure the continuation of surface extraction and processing of non-metallic mineral resources, slag and recycled construction aggregates, as viable industries important to the local, state and national economies.
2. To promote by fair, equitable and lawful means the development and adaptation of rational and consistent government policies and regulations, which will insure economic and acceptable recovery of the state’s non-metallic mineral resources, slag and recycled construction aggregates, resulting in an adequate and reliable supply of these vital and essential products.
3. To represent and act for its members before divisions of government and before those public and private organizations or groups whose work affects its members within the policies of the Association developed by the Board of Directors.
4. To promote the aggregates industry before both private and public entities and to aid in the education of the executive and legislative branches of state and local governments as well as teachers, professors and students.
5. To perform such other acts and services for its members where collective action is deemed advisable.

ARTICLE III
MEMBERSHIP

Section 1. Classes of Members. The Association will have three classes of members (each a “Member”). The classes of Members will be as follows: Producing Member, Supplying Member, and Associate Member.

A. *Producing Member.* A “Producing Member” shall be any sole proprietorship, partnership, limited liability company, corporation or other entity engaged in the extraction and processing of sand, gravel, stone, slag or recycled construction aggregates. Each Producing Member will have one vote, except that a Producing Member entitled to vote at an election of Directors (as defined below) may vote for as many persons as there are Directors designated for the Producing Members to elect. Each Producing Member will designate an official voting representative of that Producing Member. Any change in the person representing the Producing Member must be submitted to Association’s President/~~Executive Director~~ (as defined below) in writing to be effective.

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B. *Supplying Member.* A “Supplying Member” shall be any sole proprietorship, partnership, limited liability company, corporation or other entity engaged in the reselling, brokerage, contract recycle crusher or dock storage of sand, gravel, stone, slag or recycled construction aggregates in the State of Michigan. If a “Supplying Member” would qualify as a Producing Member, then such “Supplying Member” will join and pay dues as a Producing Member.

C. *Associate Member.* An “Associate Member” shall be any sole proprietorship, partnership, limited liability company, corporation, university or other entity not actively engaged in the processing or resale of sand, gravel, stone, slag or recycled construction aggregates in the State of Michigan, but who otherwise serves that industry with products, equipment, marketing or services. Associate Members include but are not limited to Professional Service Provider, Supplier/Vendor, Contractor, Redi-Mix Supplier, HMA Supplier, Transportation/Freight, Education.

Section 2. Qualification for Membership. Any sole proprietorship, partnership, limited liability company, corporation or other entity desiring to become a member of the Association shall file a written application for membership with the Association on such form as the Board of Directors or the Executive Committee shall from time to time prescribe. The prospective Member must subscribe to the purposes of the Association and pay the annual dues prescribed by these bylaws. **A check for the initial dues shall accompany the application.**

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Section 3. New Members. A sole proprietorship, partnership, limited liability company, corporation or other entity qualified to be a Member, but who is not already a Member, may become a Member only if they meet the membership qualifications.

Section 4. Termination of Membership. Any Member may be terminated by the Board of Directors if the Board of Directors determines the Member no longer meets membership qualifications, or if the Member is over ninety days past due on the payment of such Member’s

dues. Notice of termination shall be mailed to such Member at least ten days prior to the meeting of the Board of Directors. Such notice shall state the time and place of such meeting of the Board of Directors. At such meeting the Board of Directors may, by a majority vote of those present, cancel the membership of such Member, after giving the Member a reasonable opportunity to be heard at the meeting and present witnesses, if any, at the discretion of the chairman of the meeting.

Section 5. Voluntary Withdrawal from the Association. A Member may voluntarily withdraw from being a Member in the Association. Any Member desiring to withdraw will file a written notice with the President/~~Executive Director~~, who shall submit such notice to the Board of Directors or to the Executive Committee. Any withdrawal will not relieve any Member from liability for fees or assessments accrued and unpaid at the time such withdrawal is filed or entitle such Member to any return of the Member's dues paid to the Association.

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Section 6. Transfer of Membership Interest. A Member's membership in the Association may not be transferred or assigned except with the prior consent of the Board of Directors.

ARTICLE IV **DUES AND REVENUES**

Section 1. Dues. Revenues of the Association shall be derived in part from dues paid by Members either annually or semi-annually. Dues are payable upon becoming a Member and thereafter as determined by the Board of Directors. The dues are to be paid to the Association at its' established office.

Section 2. Amount of Dues. The amount of dues to be paid by Producing Members to the Association will be based upon a summation of the following: flat membership base rate; rate applied to MSHA person hours as reported on the MSHA Form 7000-2 "Quarterly Mine Employment and Coal Production Report" for the production of aggregate (sand, gravel, slag, crushed stone and recycled concrete) as reported in the preceding year; and (when applicable) a flat rate if they also perform contract recycle crushing. The amount of dues for all Members will be established and updated by the Board of Directors.

The amount of dues to be paid by Supplying Members to the Association will be based upon a flat rate established by the Board of Directors.

The amount of dues to be paid by Associate Members to the Association will be based upon a flat membership rate as established and updated by the Board of Directors.

Section 3. Budget and Fiscal Year. The Executive Committee shall prepare an annual budget, prior to the December BOD of each and every year. This budget will be reviewed and approved by the Board of Directors. The approval of the budget, and any change in the dues, shall be completed prior to the start of each fiscal year which begins on January 1st and ends on December 31st of each and every year.

Section 4. Guarantee. Each Member will guarantee to the Association the payment of the Member's dues and will expressly confer upon the Association the right to collect such dues by legal process in the event of default.

Section 5. Pro-Ration. The dues for any new Member will be pro-rated based on the number of months in the fiscal year the Member will be a Member of the Association. Such pro-ration for all new Members will be from the 1st day of the month during which the membership application was submitted.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Election and Term of Office. Except as provided in this Article, the trustee members ("**Directors**") of the board of trustees of the Association ("**Board of Directors**") will be elected at the annual meeting of the Members. Each Director will serve a term commencing on his or her election and terminating upon the election of Directors at the next succeeding annual meeting. The Board of Directors will consist of a minimum of eleven elected Directors and a maximum of fifteen elected Directors as determined by the Board of Directors. At least One Director will be elected from the representatives of the Supplying Members or from a representative of a Producer Member provided that such Producing Member would also qualify as a Supplying Member. At least one Director will be elected from the representatives of the Associate Members. The remaining Directors to be elected will be elected from the representatives of the Producer Members. The Producing Members and the Supplying Members may vote for all elected Directors regardless of from which membership class such Director is a representative. The Associate Members may only vote for a Director that is from their membership class. In addition to the Directors elected by the Members at the annual meeting, the President/Executive Director will be a voting Director and the former Chairmen of the Board (as defined below) will remain as voting Directors of the Association. Each Director, regardless of which class the Director is from, shall have equal voting power on the Board of Directors. Directors are eligible to serve as a member of the Board of Directors provided they are represented by a member in good standing of the association. If a Director changes employment to a company that is currently in the same membership class, different membership class or outside of the industry they are no longer eligible to serve on the board. These requirements apply to all current and future directors. The former Chairmen of the Board will be designated as "**Honorary Directors**" and will be eligible and encouraged to participate in Board of Directors meetings as advisors and each will have the right to vote on all matters on which the Board of Directors is voting. The number of Honorary Directors will be limited to no more than 15.

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Section 2. Resignation. A Director may resign by written notice to the Chairman of the Board Secretary/Treasurer. In the event a Director resigns or is unable to serve until the end of their term, the Board of Directors shall appoint a representative from the same membership class as the resigning Director to fill the unexpired term. The Board of Directors may appoint an individual to fill any vacancy otherwise occurring on the Board of Directors.

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~~**Section 3. Term of Associate Member Director.** The Director who is a representative from the Associate Member, membership class will serve no more than two consecutive terms. The representative may be re-elected after an interim of two years. *((Remove this section))*~~

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Section 3. Removal. The Board of Directors may remove a Director for cause by a vote of two-thirds (2/3) of the Board of Directors present at any regular or special meeting. A vote for removal shall occur only after the Director to be removed has been advised of the complaint and has been given reasonable opportunity to be heard at the meeting and present witnesses, if any, at the discretion of the chairman of the meeting.

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Section 4. Limitation of Liability. A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for a breach of the Director's fiduciary duty, except for liability:

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- A. For breach of the Director's duty of loyalty to the Association or its Members;
- B. For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- C. For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- D. For a transaction from which the Director derived an improper benefit; or
- E. For an act or omission that is grossly negligent.

If the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a Director, then a Director (in addition to the circumstances in which a Director is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, not be liable to the Association or its Members. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment, alteration, modification or repeal.

Section 5. Limitation on Compensation. Directors, other than the President/~~Executive Director~~, shall not receive any compensation for performing the duties of a director but may receive reimbursement for out-of-pocket expenses, if approved by the Board of Directors.

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Section 6. Powers. The Board of Directors shall have full responsibility for the control of the Association's affairs, except for those powers that are specifically reserved to the Members.

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Section 7. Committees of Directors. The Board of Directors may appoint one or more committees to consist of one or more Directors and officers. A committee of Directors and officers may exercise any of the powers and authority of the Board of Directors, but only to the extent provided in the Board of Directors resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act. The Board of Directors may designate one or more individuals who are not Directors to

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receive notice of, attend, and be heard at a committee meeting, but such individuals shall not be entitled to vote.

ARTICLE VI
BOARD OF DIRECTORS MEETINGS

Section 1. Quorum. Seven members of the Board of Directors at any regular or special meeting shall constitute a quorum for conducting business.

Section 2. Meetings of the Board of Directors. The Board of Directors shall meet no less than four times each year and the time and place of such meetings shall be determined by the Board of Directors. Special meetings may be called by the Chairman of the Board or any three members of the Board of Directors by making such a request to the Chairman of the Board.

Section 3. Notice of a Meeting. Notice of a meeting stating the time, place, and purposes of a meeting must be given to each Director by one of the following methods:

- A. by mailing a written notice of such meeting to such address as the Director designates from time to time or, in the absence of designation, to the last known address of the Director at least five days before the date set for such meeting;
- B. by personally delivering a written notice of such meeting to the Director at least two days in advance of such meeting;
- C. by orally notifying the Director of such meeting at least two days in advance, either personally or by telephone; or
- D. by transmitting notice of such meeting to the Director at least two days in advance:
 - i. by facsimile to the Director's last known office or home or to such other location as the Director designates from time to time, or
 - ii. by electronic mail message to the Director's last known electronic mail address or to such other electronic mail address as the Director designates from time to time,

except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

Section 4. Waiver of Notice. A Director's attendance at a meeting waives notice to the Director of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. A Director may waive in writing any right to notice before or after a meeting.

Section 5. Voting Rights. Each Director present in person at a meeting is entitled to one vote. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 6. Conduct of Meetings. Meetings of the Board of Directors shall generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 7. Action by Written Consent. Action required or permitted to be taken under authorization voted at a meeting of the Board of Directors may be taken without a meeting if, before or after the action, all members of the Board of Directors then in office consent to the action in writing. The written consents must be filed with the minutes of the board or committee. The consent has the same effect as a vote of the Board of Directors for all purposes.

Section 8. Electronic Participation in Meeting. A Director or member of a committee may participate in a meeting through a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting.

ARTICLE VII OFFICERS

Section 1. Appointment. The Board of Directors, at its first meeting following the annual Members' meeting, must appoint a President/~~Executive Director~~, and ~~Secretary~~, Treasurer and elect from their number a Chairman of the Board and a Vice Chairman of the Board of Directors. The Board of Directors may also appoint one or more Vice Presidents and other officers or agents that it deems necessary. The Board of Directors need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

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Section 2. Term. Officers shall be elected by the Board of Directors for a two year term. No officer may serve two consecutive terms in the same office. Such officer may be re-elected to the office after an interim of two years.

Section 3. Chairman of the Board. The Chairman of the Board, who shall be the Chief Executive Officer and the Chairman of the Board, shall preside at all meetings of the Board of Directors, the Executive Committee and general membership meetings. The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, committees of the Association, and shall be ex-officio member of all committees and sub-committees. The Chairman of the Board shall perform other such duties as may be delegated by the Board of Directors or by the Executive Committee.

Section 4. Vice Chairman of the Board. The Vice-Chairman of the Board, who in the absence or disability of the Chairman of the Board, shall act for the Chairman of the Board with the full authority granted in these bylaws.

Section 5. President/ ~~Executive Director~~. The Board of Directors shall employ a President and ~~Executive Director~~ of the Association ("~~President/Executive Director~~"). Compensation and employment contract of the President/~~Executive Director~~ shall be determined

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by the Board of Directors, upon the advice and recommendations of the Executive Committee. The Executive Committee will review the President/ ~~Executive Director~~ contract annually. The President/ ~~Executive Director~~ shall be a voting member of the Board of Directors.

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~~The President/ Executive Director shall be responsible for collection of Association funds and keeping full and accurate records of the accounts of receipts and disbursements in books belonging to the Association and shall comply with all procedures established by the Board of Directors regarding dispersion of Association funds and banking procedures.~~ The President/ ~~Executive Director~~ shall attend all meetings, as a voting member, of the Executive Committee and shall attend all meetings of the Board of Directors. The President/ ~~Executive Director~~ shall maintain the Association office, shall arrange all general membership and Board of Directors meetings and shall, under the direction of the ~~Secretary~~/Treasurer, keep full and accurate records of the accounts of receipts and disbursements in books belonging to the Association. Any check for an amount greater than ~~ten~~ thousand dollars (\$10,000) shall ~~be reviewed by a~~ member of the Executive Committee ~~prior to payment~~. The President/ ~~Executive Director~~ shall prepare an agenda for all meetings. The President/ ~~Executive Director~~ shall record the minutes of all Board of Directors meetings.

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Section 6. ~~Secretary/Treasurer.~~ ~~The Secretary/Treasurer shall be responsible for collection of Association funds and keeping full and accurate records of the accounts of receipts and disbursements in books belonging to the Association.~~ The ~~Secretary~~/Treasurer shall assume a major role in financial discussions at meetings of the Board of Directors and of the Executive Committee, and a major role in the annual budget conference. ~~The Secretary/Treasurer shall comply with all procedures established by the Board of Directors regarding dispersion of Association funds and banking procedures.~~ The ~~Secretary~~/Treasurer may sign, with the Chairman or Vice Chairman, in the name of the Association, when authorized by the Board of Directors or Executive Committee to do so, all deeds, bonds, contracts or other instruments. The ~~Secretary~~/Treasurer shall perform such other duties as may be delegated by the Board of Directors or the Executive Committee.

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Section 7. Qualifications of Officers. The Chairman of the Board, Vice-Chairman of the Board, and ~~Secretary~~/Treasurer shall be persons affiliated with or representing Producing Members of the Association. In addition, all officers must be currently serving on the Board of Directors.

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Section 8. Removal. Any officer may be removed by the Board of Directors whenever in the judgment of the Board of Directors the interests of the Association will be served thereby, provided that affirmative vote of at least one-half the total number of Directors shall be required to effect such removal.

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Section 9. Compensation. No officer of the Association shall receive any compensation for any duties performed or reimbursement for expenses incurred unless the Board of Directors specifically approves a salary or compensation for the specific officer who is to receive such compensation or reimbursement of out-of-pocket expenses.

ARTICLE VIII
EXECUTIVE COMMITTEE

Section 1. Executive Committee. The Association will have an Executive Committee. The Chairman of the Board, Vice Chairman of the Board, President/~~Executive Director~~, ~~Secretary~~/Treasurer and the immediate past Chairman of the Board shall constitute the members of the Executive Committee. Provided that no more than one Director or officer from any Member or affiliate of a Member may serve at any given time on the Executive Committee. If at any point more than one Director is represented by the same Member or affiliate company, the company shall designate the individual to remain on the executive committee and the Board shall vote within 30 days to fill the vacant position.

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Section 2. Powers. The Executive Committee shall have responsibility for the Association affairs during the interim between meetings of the Board of Directors.

Section 3. Quorum. At any meeting of the Executive Committee a majority of the members of the Executive Committee must be present in person to constitute a quorum for the transaction of business.

Section 4. Meetings. The Executive Committee shall meet at the call of the Chairman of the Board, or upon a request to the Chairman of the Board by the majority of the members of the Executive Committee.

ARTICLE IX
ASSOCIATION MEETINGS

Section 1. Times and Places of Meetings. Meetings of the Members are to be held at such place and at such time as the Board of Directors determines.

Section 2. Annual Meeting. A regular annual meeting of the Members for election of Directors and for such other business as may come before the meeting must be held each year, unless action to be taken at the meeting is instead taken by written consent as permitted by law.

Section 3. Special Meeting. The Board of Directors or the President/~~Executive Director~~ may call a special meeting of members at any time.

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Section 4. Notice of Meeting. Written notice of the time, place, and purposes of a regular or special meeting of members must be given to each Member either personally, by mail, by email, or by electronic transmission in a manner authorized by the Member not less than ten nor more

than sixty days before the date of the meeting. If a Member is permitted to participate and vote at a meeting by remote communication, the notice must include a description of the means of remote communication.

Section 5. Waivers by Attendance. A Member's attendance at a meeting results in both of the following:

- A. waiver of objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B. waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 6. Quorum. One third of the Members entitled to vote at a meeting attending the meeting in person or by remote communication constitutes a quorum. A Member may not be represented by proxy. The Members present in person or by remote communication at the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is not present, the Members present may adjourn the meeting by majority vote.

Section 7. Voting. A vote may be cast orally, in writing, or by electronic transmission.

Section 8. Vote Required. Subject to the limitations in Article V, Members will elect Directors by a plurality of votes cast. All other actions taken by the Members' vote must be authorized by a majority of votes cast.

Section 9. Participation in Meeting by Remote Communication. A Member not physically present at a Members' meeting may participate in the meeting by means of remote communication and is considered present in person and may vote at the meeting if all of the following are met:

- A. All individuals participating in the meeting may hear each other and are advised of the means of remote communication and of the names of the participants in the meeting;
- B. The Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Member;
- C. The Association implements reasonable measures to provide each member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings;

- D. If any Member votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association; and
- E. A Member may be present and vote at an adjourned Members' meeting by a means of remote communication if he or she was permitted to be present and vote by that means of remote communication in the original meeting notice.

Section 10. Record Date. The Board of Directors may fix, in advance, a record date for the purposes of determining Members entitled to:

- A. Notice of any meeting;
- B. Vote at any meeting; and
- C. Express consent or dissent for any proposal considered without a meeting.

The record date cannot be more than sixty or less than ten days before the date of the meeting, nor more than sixty days before any other action. If the Board of Directors does not fix a record date, the record date for purposes of determining Members entitled to notice of or to vote at a meeting is the close of business on the day next preceding the day notice is given or, if no notice is given, the day next preceding the day of the meeting. If not fixed by the Board of Directors, the record date for any other purpose is the close of business on the day on which the Board of Directors adopts the resolution relating to that purpose.

ARTICLE X **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Board Development Committee. The Association will have a Board Development Committee. The Board Development Committee, will be chaired by the immediate past Chairman of the Board and composed of the Executive Committee and all other former Chairmen of the Board who are still active Honorary Directors. The Board Development Committee Chair and one to two other members from the committee will conduct reviews with each board member once per year to help them continue to grow as board members, gauge future leadership and provide executive staff/committee with feedback.

The Board Development Committee will meet in person at the winter meeting each December to nominate board members and executive committee members. Members of the Board Development Committee will submit written or electronic nominations to the Board Development Committee Chair and/or President no later than November 15th each year.

Section 2. Active Honorary Directors. A former Chairman of the Board will be considered an active Honorary Director if the former Chairman of the Board has attended, in person, a minimum of two duly scheduled meetings of the Board of Directors in the previous twelve months as determined by the official minutes of such meetings.

Section 3. Election of Directors. Election of Directors shall be by signed ballot. The letter ballot shall be mailed to all appropriate Members at least fifteen days prior to the annual meeting. The ballots shall be counted and tallied by the President/~~Executive Director~~ at the annual meeting. The results of the election shall be announced by the Chairman of the ~~Board~~ Development Committee at the annual meeting.

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Section 4. Selection of Nominees. In selecting nominees for Directors, the Nominating Committee shall attempt, so far as possible, to provide a slate which is representative of all Members based on type of products produced, size of the organization, and geographical location of the operation.

ARTICLE XI PARLIAMENTARY PROCEDURES

Except as otherwise provided by these bylaws, Robert's Rule of Order, Revised, shall be the standard authority for the conduct of all meetings.

ARTICLE XII AMENDMENTS

These bylaws may be amended at any meeting of the Members of the Association, by a vote of two-thirds (2/3) of the Members casting a vote. Notice of any proposed amendment shall be furnished to the membership in writing at least thirty days before the meeting at which such amendment is to be voted upon.

ARTICLE XIII INDEMNIFICATION

Section 1. Scope of Indemnity. The Association shall indemnify its Directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Association, by reason of the fact that such person was serving as a Director or officer of the Association, to the fullest extent permitted by both the Michigan Nonprofit Corporation Act and Chapter 42 of the Internal Revenue Code. The Association may indemnify persons who are not Directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

Section 2. Authorization of Indemnification. Unless ordered by a court or otherwise provided by law, the Association shall indemnify a person only upon determination that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the Association's or Members' best interests. Such determination shall be made (1) by majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to the action

or suit, (2) if a quorum of disinterested Directors is not obtainable, by a majority vote of a committee of Directors who were not parties to the action and consisting of not less than two disinterested Directors, (3) by independent legal counsel in a written opinion, or (4) by the Members.

Section 3. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, non-director volunteer, or agent of this Association or is or was serving at the Association's request in any other enterprise against any liability incurred in such capacity.

ARTICLE XIV
DEDICATION OF ASSETS

Section 1. Use of Funds. The Association's funds and property must be used exclusively for the Association's purposes described in the Articles of Incorporation and these bylaws. No part of the income or assets of the Association may inure to the private benefit of any individual, Member, or Director.

Section 2. Dissolution and Liquidation. If the Association's purposes fail or if the Association ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Association's assets and accumulated income must be distributed to one or more qualified tax-exempt trade associations representing the trade or business of the Association's Members or one or more qualified tax-exempt charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. The Association must be dissolved after all its property has been so distributed.

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