

Bylaws of the Society for College and University Planning

*(Adopted by the Board of Directors on September 7, 2012, for approval by the Members)
(Proposed for a vote of the Membership in September 2012 with an effective date of July 15, 2015)
Approved by membership October 23, 2012*

Article I – Name and Location

Section 1 – Name

1.1 The name of this association shall be the Society for College and University Planning (the “Society”), a non-profit corporation incorporated in the State of Michigan and pursuant to the Michigan Nonprofit Corporation Act (the “Act”).

Section 2 – Location

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

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, and further to act as a tax-exempt charitable organization recognized by the IRS under Section 501(c)(3) of the Internal Revenue Code.

Article III – Board of Directors

Section 1 – Role and Responsibility

1.1 The governance of the affairs of the Society shall be vested in the Board of Directors (the “Board”). The primary responsibility of the Board is to provide the necessary strategic leadership resulting in the organization having a clearly defined vision, mission, and strategic plan that supports the vision. The Board assumes responsibility for selecting and evaluating the President of the Society, ensures that the organization secures and manages its resources effectively and assesses the organization’s programs and services in terms of their quality and alignment with the vision and mission of the Society.

1.2 Individual Directors shall only have such authority and perform such duties as may be authorized and directed by the Board.

Section 2 – Composition

2.1 The Board shall consist of seven to nine members, including a Chair, Vice-Chair, Secretary and Treasurer, three to five Directors—one of whom is a former Regional Council Chair, and the President. The President shall be an ex officio, non-voting member of the Board. Voting members of the Board shall each have one vote.

2.2 All members of the Board will serve three-year terms with a maximum of two consecutive terms.

2.3. Each year, the Board shall determine the number of open seats for election to the Board.

2.4 Any Member in good standing is eligible for nomination to the Board.

Section 3 – Meetings

- 3.1 The Board shall hold regular and special meetings of the Board at such times and locations as designated by the Board. The Board may hold a meeting telephonically or electronically as long as each Director is able to hear and communicate synchronously. All regular meetings will be scheduled at the beginning of each fiscal year, at the discretion of the Board.
- 3.2 Each member of the Board shall be expected to attend all regular 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, in the Board's sole discretion, the Board shall give the absent Director notice thereof. Three consecutive absences or two notices shall constitute "cause" and permit the Board to remove said Director from the Board.
- 3.3 Meetings of the Board may be called at any time by the Chair or, in his/her absence, by the Vice-Chair.
- 3.4 Notice of any meeting of the Board shall be delivered to each Director at least ten days prior to said meeting of the Board.
- 3.5 The Secretary of the Society shall deliver notices of Board meetings to Board members by telephone, in writing, or by electronic means.

Section 4 – Quorum and Required Vote

- 4.1 A majority of the Board 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 – Action By Written Consent

- 5.1 Any action required or permitted to be taken at a meeting of the Board, 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.

Section 6 – Compensation

- 6.1 No stated salary shall be paid any voting members of the Board 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 Society's annual conference.

Section 7 – Resignation

- 7.1 A Director may resign at any time upon written notice to the President. The resignation is effective upon its receipt by the Society or a subsequent time as set forth in the notice of resignation, or at such earlier time as adopted by the Board.

Section 8 – Removal

- 8.1 Any Director may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board other than the Director being voted upon at a meeting of the Board, lawfully called, where the purpose of voting on the removal of a Director is specified in the notice for the meeting. Cause for removal shall include, but not be limited to, (a) a Director having three or more consecutive unexcused absences from Board of Director meetings or two notices as specified in Section 3.2 above, or (b) in the event a Director's intentional or grossly negligent acts create a hardship, loss of goodwill, disparagement,

public humiliation, loss of corporate opportunity, breach of the Director's fiduciary duties to the Society, or constitute an act of dishonesty or moral turpitude.

Section 9 – Vacancies

9.1 Vacancies on the Board arising from any circumstance 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 Governance and Leadership Committee shall submit at least one candidate for each open position for consideration by the Board. 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.

Article IV – Officers

Section 1 – Officers

- 1.1 The Officers of the Society shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, and the President.
- 1.2 The Board 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.
- 1.3 With the exception of the President, two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board to be executed, acknowledged, or verified by two or more Officers.

Section 2 – Qualification, Election and Term

- 2.1 At the Board meeting following the election of Directors to the Board, the Officers shall be selected by the Board from among its members. The Governance and Leadership Committee, in concert with the Chair and President, shall identify, qualify, and recommend nominees for Officers. The member nominees will confirm their acceptance of the nomination, then Board members will vote by secret ballot or as otherwise determined by the Board.
- 2.2 The Chair and the Vice-Chair shall each serve for a period of one year, with the option to serve a second, one-year term in their respective offices, if elected, and if their terms of office allow for additional service in the role.
- 2.3 The Office of Treasurer requires that the candidate is experienced in finance and is committed to the Society's vision. The Treasurer shall serve for a single, three-year term with a maximum of two consecutive terms.
- 2.5 The Secretary shall serve for a period of one year, with the option to serve up to five additional one-year terms.
- 2.6 The Officers of the Society shall hold office until their successors are elected and assume office.
- 2.7 The President shall be selected by the Board as the salaried leader of the Society's staff and shall be employed by the Society pursuant to an employment agreement specified by the Board. Employment and discharge of the President shall require a majority vote

of the entire Board, and shall be in accordance with the President'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 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 or appointed by the Board may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights. Cause for removal shall include, but not be limited to (a) an Officer having two or more consecutive unexcused absences from Board of Director meetings wherein attendance was required by the Board or (b) in the event an Officer's intentional or grossly negligent acts create a hardship, loss of goodwill, disparagement, public humiliation, loss of corporate opportunity, breach of the Officer's fiduciary duties to the Corporation, or constitute an act of dishonesty or lack of moral turpitude.

Section 5 – Role of the Chair

5.1 The Chair shall serve as the volunteer chairperson and preside at all meetings of the Board. The primary role of the Board Chair is to assure the integrity of Board governance and effectiveness of the Board – President partnership. At such times as deemed proper, the Chair shall communicate to the Members such matters and make such suggestions that will promote the welfare and increase the effectiveness of the Society. The Chair shall perform such other duties as are necessarily incidental to the office or as may be prescribed by the Board.

Section 6 – Role of the Vice-Chair

6.1 The Vice-Chair shall serve on the Finance and Audit Committee and on the Governance and Leadership Committee. The Vice-Chair shall perform such duties as are prescribed by the Chair and/or Board, and shall perform the duties of the Chair in the event that individual is unable to carry out his/her responsibilities.

Section 7 – Role of the Secretary and Treasurer

7.1 The Treasurer shall chair the Board Finance and Audit Committee and (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) ensure proper deposit of all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (d) ensure completion of all required corporate filings; (e) perform all duties incident to the office and other duties assigned by the President or the Board; and (e) lead the efforts to assure that the Society's reporting of finances and membership dues is accurate and the handling of finances meets the standard of sound internal controls. Further, the Treasurer shall report on the financial condition of the Society at all meetings of the Board and at other times as called upon by the Chair.

7.2 The Secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each Member or Director as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of corporate records; (d) keep a

register of the names and addresses of each Member, Officer and Director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

Section 8 –Role and Responsibilities of the President

- 8.1 The President shall lead and serve as the Society’s chief staff executive. The President holds the authority and responsibility for the sound administration of the Society’s programmatic, financial, and managerial affairs, including implementing all Board policy, developing appropriate planning initiatives, and serving as the key spokesperson of the Society.
- 8.2 The President has the authority to execute all contracts and other legal instruments on behalf of the Society consistent with Board policy and in the best interests of the Society.
- 8.3 The President is accountable to keep the Board informed of material developments in the Society and to consult with the Board on matters appropriate to policymaking, planning, and fiduciary responsibilities.

Section 9 - General Board Members

- 9.1 The general Board members shall vote on all corporation business. No general Board member shall enter into any contract on behalf of the corporation without the express permission of the President or a majority of the Board.

Article V – National Council

Section 1 - Composition

- 1.1 The National Council is a representative body of the Society, consisting of the Regional Council Chairs, Academy Conveners, and Committee chairs as elected, selected, or nominated; and the Society’s leadership team. Additional members may be appointed by the Board to ensure a robust, diverse and qualified Council.

Section 2 – Purpose

- 2.1 The purpose of the National Council is to provide knowledge, expertise, and insight into the Society’s understanding of the current and future environment and develop an integrated plan that advances the Society’s strategic plan and the strategic direction and priorities identified by the Board.
- 2.2 The National Council shall approve the single slate of candidates for open Board seats prior to issuance of the ballot to the Members.

Section 3-Meetings

- 3.1 The National Council will meet at least twice annually to fulfill its responsibilities.
- 3.2 Meetings of the National Council shall be convened by the President.
- 3.3 The President is the primary point of coordination between the Board and the National Council.

Article VI – Committees

Section 1 – General Conduct of Committees

- 1.1 General Powers. The Board, by resolution adopted by a vote of its Directors, may designate one or more committees. The chairperson of any committee shall be appointed by the Chair of the Board, unless otherwise provided for in these Bylaws. The

committee may consist of one or more other Members or non-members of the Society, as appointed by the chairperson. If a committee member is absent or disqualified from voting, then the chairperson may appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board, shall serve at the pleasure of the Board and pursuant to the direction of a committee charter as approved by the Board. A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board or these Bylaws

1.2. No committee shall have the power to:

- a) Amend the Articles of Incorporation;
- b) Adopt an agreement of merger or consolidation;
- c) Amend the Bylaws of the Society;
- d) Fill vacancies on the Board; or
- e) Fix compensation of the Directors for serving on the Board or on a committee.

1.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board or until his/her successor is appointed, unless sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a Member. Committee members may be removed, with or without cause, by the chairperson, President or the Board. The term of a committee shall be as established by the Board and a committee shall be dissolved upon the expiration of its term, or prior to the expiration of its term upon the order of the Board to terminate a committee.

1.4 Meetings. Committees shall meet as directed by the Board. Any formal meetings shall be governed by the rules provided in these Bylaws for meetings of the Board. Minutes shall be recorded at each formal committee meeting and shall be presented to the Board. Committees shall only be required to hold formal meetings as designated by the Board. Committee chairpersons shall submit a written report of the status of any committee activities at the request of the Board.

1.5 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

Section 2 – Governance and Leadership Committee

2.1 The Governance and Leadership Committee's charge is to determine the most effective composition of members serving on the Board, consistent with the Bylaws. The committee shall recommend practices, strategies, and policies, and lead Board activities that attract, orient, organize, motivate, and assess the performance of Directors.

2.2 The chair and vice chair of the Committee shall be designated by the Chair of the Board, and shall be appointed annually for one-year terms, with a maximum term of service of three years. The committee shall have at least five (5) members including the Vice Chair of the Board, two (2) additional Directors, one (1) member of the National Council steering committee, and one (1) Regional Council Chair.

2.3 The Chair of the Board shall determine appointments to the Governance and Leadership Committee. All appointments are for one- year terms with a maximum term of service of three years.

2.4 The Governance and Leadership Committee shall be accountable to the Board for its activities. The committee shall submit a single slate of candidates for open Board seats to Members for a vote, after approval of the slate by the National Council and the Board. The process of determination of the slate of candidates for the Board shall be as determined and adopted by the Governance and Leadership Committee.

Section 3 - Finance and Audit Committee

3.1 The Finance and Audit Committee's charge is to ensure the fiscal stability and long-term economic health of the Society. This committee is charged to monitor, evaluate, advise, and make recommendations to the Board on significant financial and audit matters, including reporting, internal controls, and financial and audit policies.

3.2 The Committee shall be chaired by the Treasurer, who will serve a three-year term with a maximum of two consecutive terms. The committee shall have at least five (5) members including the Treasurer, the Vice-Chair of the Board, one (1) additional Director, one (1) member of the National Council steering committee, and one (1) Regional Council Chair.

3.3 The Chair of the Board shall determine appointments to the Finance and Audit Committee. All appointments, except the Treasurer as chair of the committee, are for one year terms with a maximum term of service of three years.

3.4. The Committee shall be accountable to the Board.

Section 4 – Other Committees

4.1 The Chair of the Board, with the approval of the Board, may establish and appoint committees and/or task forces as are necessary. Committee members need not be members of the Board. The duties and responsibilities of such committees shall be prescribed by the Board upon their establishment.

4.2 A committee/task force chair shall be selected by the Chair of the Board and approved by the Board.

Article VII – Membership

Section 1 – Membership Categories

1.1 Membership in the Society shall consist of individuals interested in college and university planning, and meeting such requirements of Membership as may be designated or amended by the Board (collectively the "Members" and individually each a "Member".)

1.2 The Board may adopt different classes of Membership and determine different dues structures, Member benefits, and Membership requirements for each such class of Members, and amend any of the foregoing from time to time.

Section 2 - Dues/Special Assessments

2.1 Dues rates and special assessments, if any, applicable to the various categories of Membership shall be as established by the Board and amended from time to time.

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 in writing, including electronic delivery.

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 – Rights and Responsibilities

4.1 All Members shall have equal rights and responsibilities, regardless of such Member's Membership category.

Section 5 – Regions

5.1 The Board 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 with the Membership's approval. The Board 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 6 - Suspension or Removal of Membership

6.1 Any Member may be disciplined by the Board, up to and including suspension or removal from Membership for cause, by a two-thirds (2/3) vote of the Board. Prior to being suspended or removed for any reason other than non-payment of dues, fees or assessments, a Member shall be advised of the cause of such suspension or removal and shall be given a reasonable opportunity to state their case against such actions to the Board in writing. Such Member, if removed, may appeal the decision of the Board and request reinstatement of their Membership by providing a written request for reinstatement to the Secretary of the Society not less than thirty (30) days prior to the annual meeting of the Members. The Secretary of the Society shall deliver any such written requests for reinstatement to the Members not less than ten (10) days in advance of the annual meeting of the Members. The Member so requesting reinstatement and satisfying the above requirements to so request reinstatement will be reinstated by following the affirmative vote of the majority of Members present at an annual meeting where a quorum of Members are present.

Section 7 - Reinstatement

7.1 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 8 – Annual Meeting of Members

8.1 The annual meeting of the Members of the Society shall be held each year electronically via an electronic voting process to be held and completed by the 1st day of July, or on such other date and time as may be determined by the Board.

8.2 Members shall elect, by electronic means that satisfy the requirements of the Act, new members to the Board proposed as a single qualified slate of candidates identified, qualified, and recommended by the Governance and Leadership Committee. Members shall have the option to approve or disapprove the single slate of candidates and may also vote for write-in candidates.

8.3 The annual electronic voting for new members to the Board shall constitute the annual meeting of the Members.

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 Chair, or in his/her absence by the Vice-Chair, or by a majority of the Board, or by the Secretary upon written request of ten percent (10%) of the Members of the Society in good standing entitled to vote at such meetings. Such meetings shall likewise be electronic and any votes of the Members at such a meeting shall be conducted via electronic ballot.
- 9.2 Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Members of the Board then in office, or by Members as above provided, the Secretary 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 electronic meeting. For purposes of these Bylaws, electronic notice shall constitute written notice. An affidavit of the Secretary 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 may cancel or postpone any annual meeting or special meetings, provided however that the Board is not permitted to cancel or postpone by more than sixty (60) days any special meeting called by the Members, except for a lack of a quorum.

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 electronically 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 on any matters submitted to the Members for a vote. Members are not permitted to vote by proxy on any matter submitted to the Members for a vote, including but not limited to election of Directors.
- 12.2 The Members in good standing shall elect the candidates for open board seats annually by 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 Governance and Leadership Committee, and appropriate blank spaces will be provided on the ballot to do so. All ballots shall be returned to the office of the Secretary in a manner indicated by the Board, including electronic means if so authorized by the Board.
- 12.3 Any matter submitted for vote to the Members may be voted upon by written and/or electronic ballot if so authorized by the Board. The vote of a majority of the Members voting by electronic ballot, where a quorum has responded shall determine the action of the Members. In the event of a tie in an election, the tie shall be broken by a second electronic vote of the Members. The Board 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 constitute the official action 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 Secretary or any such other 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.

13.2 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 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 upon matters submitted to the Members, or to express consent to or dissent from a proposal without a meeting, the Board 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 electronic 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 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 fixes a new record date under this Section for the adjourned meeting.

Article VIII - Miscellaneous

Section 1 – Fiscal Year

1.1 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.

Section 2 – Operation and Use of Funds

2.1 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 shall designate, and shall be drawn out only by check signed by persons designated by resolution by the Board.

- 2.2 Prior to the commencement of each fiscal year of the Society, the Board shall adopt a budget for such fiscal year.
- 2.3 No part of the net earnings of the Society shall inure to the benefit of any Officer, member of the Board, Member, or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3 – Notices

- 3.1 Whenever any notice or communication is required to be given to any Director or Member, it shall be given in writing, (a) by mail, to the address designated by a Director or Member for that purpose, or if none is designated, the last known address, (b) in person or (c) by means of electronic communication. Such notice is deemed given when the recipient receives the notice personally or when the notice is deposited with the U.S. Postal Service or other courier, or otherwise posted by electronic means, by the Society as provided herein.

Section 4 – Dissolution

- 4.1 Upon the dissolution of the Society, after paying or making provision for the payment of all of the liabilities of the Society, the Board shall dispose of all of the assets of the Society exclusively for purposes similar to the purpose of the Society and to such organization(s) that qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code.

Section 5 – Political Activities

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

Section 6 – Assumption of Liability and Indemnification

- 6.1 The corporation shall assume the liability of and indemnify a person who was or is a Director who is a volunteer Director, or a volunteer Officer incurred in the good faith performance of the Director's or Officer's duties (as defined under the corporation's Articles of Incorporation). However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- 6.2 Determination That Assumption of Liability or Indemnification Is Proper. Any assumption of liability of indemnification under section 6 of this Article (unless ordered by a court), or the Articles of Incorporation shall be made by the corporation only as authorized in the specific case. The corporation must determine that assumption of liability or indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in this Article. Such determination shall be made in any of the following ways:
- a) By a majority vote of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
 - b) By independent legal counsel in a written opinion.
- 6.3 Insurance. The corporation may purchase and maintain insurance on behalf of any person who was or is a Director or Officer of the corporation. 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.

6.4 The Society has the power to indemnify any Director, Officer, employee, or advisor against expenses, costs, and attorney fees actually and reasonably incurred by the person in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the person is made or threatened to be made, a part by reason of being or having been reasonably believed to be in or not opposed to the best interests of the organization or its Members. Such indemnification shall be subject to all restrictions imposed by law and may include all amounts authorized by law.

Article IX – Amendments

Section 1- Proposal

1.1 Alterations, amendments, or repeals of these Bylaws may be initiated by resolution of the Board 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 as outlined in Article VII above, if notice of such alteration, amendment, or repeal, or adoption of new Bylaws, is contained in the notice of such special meeting, and provided that a quorum of the Members has responded.

Article X - Repeal of Prior Bylaws

Section 1 – Interim Transition

1.1 All Bylaws previously approved by the Board including, but not limited to, the Bylaws dated February 2010, shall be deemed terminated, effective as of the Effective Date of these Bylaws; provided that, any rights of indemnification for actions occurring prior to the date of these Bylaws shall survive. The Board may use their discretion in application of these current Bylaws or any prior Bylaws of the Society during the interim period between the date of the adoption of the Bylaws by the Members of the Society and the Effective Date of these Bylaws.