ARTICLE I

POLICY

SECTION 1. POLICY. The Society for Cinema & Media Studies, a Michigan nonprofit corporation (the “Society”), is dedicated to public charity and shall serve all persons without regard to race, creed, color, national origin, sex, age, handicap or economic status and shall carry out charitable and educational acts as shall be appropriate for a nonprofit corporation within the laws of the State of Michigan. The specific programs and services shall be determined by the Board of Directors of the Society (hereinafter the “Board”). The assets of the Society shall be used to achieve maximum benefit in promoting the purposes of the Society within or without the State of Michigan as shall be determined from time to time by the Board.

ARTICLE II

PURPOSE

SECTION 1. PURPOSE. The Society is organized and shall be operated only for charitable, educational and other purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended (the "Code"), and for the following purposes:

(a) To promote all areas of film, television, video and other media studies within educational environments; to encourage and reward excellence in scholarship and writing; to facilitate and improve the teaching of film, television, video and other media studies as disciplines and to advance multi-cultural awareness and interaction. The corporation is dedicated to serving its members’ professional needs and concerns; strengthening the ties between the academic community and those who interact with it, from the film, television, video and other media industries to the government to the public at large; and to promoting the preservation of our film, television, video and other media heritage.

(b) To accept and receive by gift, devise, bequest, endowment, grant or otherwise real and personal property of any kind and to make grants and gifts of such property to organizations as designated by the Members and/or the Board and as consistent with the Articles of Incorporation and these Bylaws; and
(c) To purchase, receive, acquire, own, use, lease, mortgage, sell, transfer, maintain and/or otherwise dispose of real and personal property of every nature and description and to direct the whole or any part of the appreciation or income therefrom and the principal thereof exclusively in furtherance of the purposes of the Society or to contribute same, directly or indirectly, to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III

OFFICE

SECTION 1. REGISTERED OFFICE. The registered office of the Society shall be in the City of Southfield, County of Oakland, State of Michigan, or at such other registered office as the Board may determine from time to time.

SECTION 2. OTHER OFFICES. The Society may also have offices at such other places both within and without the State of Michigan as the Board may from time to time determine or the purposes of the Society may require.

ARTICLE IV

MEMBERS

SECTION 1. MEMBERSHIP. The Society shall consist of the following class of Members: Regular, Student, Honorary, Institutional, Affiliate and Sustaining. The rights and privileges of each of these classes is outlined below. These Bylaws may be amended to provide for additional classes of Members at the sole discretion of the Board. The rights and privileges of the classes of Members (or any future classes) may be amended at the sole discretion of the Board; provided, however, any amendment denying, limiting, or otherwise prescribing the voting rights of any Members may only be altered by the affected Members. All fees and annual membership dues shall be established by the Board. Application for membership in the Society shall be made on forms established by the Society and are available upon request from the Secretary of the Society. Upon receipt of the Application and the payment and acceptance of all fees and/or dues, the applicant shall be admitted as a Member under one of the classes established by the Society, with the rights and privileges accorded to that membership class. The annual membership dues are payable in advance and the failure of a Member to pay the dues when required may be considered just cause for suspension. Each Member shall receive copies of JCMS: Journal of Cinema & Media Studies (“JCMS”) published by the Society as well as such other written materials published by the Society to further its objectives, unless as otherwise provided in these Bylaws.

In the event any Member fails to pay his/her/its annual membership dues by the end of the third month from the due date, the membership of such Member in the Society shall automatically be suspended. Suspension of membership shall result in the forfeiture of
all membership rights and privileges, including voting rights. Such suspension shall automatically be revoked, and all rights and privileges restored, upon payment by any such suspended Member of all annual membership dues in arrears, provided that they are paid within one year from the due date. In the event that the annual membership dues in arrears are not paid, the membership of such Member shall automatically be terminated.

A Member may resign upon written notice to the Board. The Board shall have thirty (30) days from receipt of said resignation to take any and all appropriate actions in connection with said resignation.

A. **Regular Member.** A “Regular Member” is defined as an individual on the faculty of a college or university who teaches in an appropriate discipline or who otherwise submits substantial evidence of professional concern with film, television, video or other media as an art form and as an academic discipline. Regular Members of the Society are entitled to one (1) vote on any matter presented to the membership at large, except for the election of the Student Member to the Board. Regular Members are eligible (i) to participate in the annual meeting of the membership; (ii) to vote on and be elected as representatives to the Board; (iii) to be elected to any office in the Society with the exception of the position of student representative to the Board; (iv) to be appointed to committees or caucuses by the Board; and (v) to submit materials for publication in JCMS and in such other books, pamphlets and other materials published by the Society.

B. **Student Member.** A “Student Member” is defined as an individual registered as a graduate or undergraduate student involved in film, television, video or other media studies. Student Members in the Society shall be entitled to one (1) vote on any matter presented to the membership at large, except for the election of the Regular Members to the Board. Student Members are eligible (i) to participate in the annual meeting of the membership; (ii) to vote on and be elected as the student representative to the Board; (iii) to be appointed to committees or caucuses by the Board; and (iv) to submit materials for publication in JCMS.

C. **Honorary Member.** A “Honorary Member” is defined as an individual who has made an outstanding contribution to the field of film, television, video or other media studies over a substantial period of time. To become an honorary member of the Society, one must either have been awarded the Distinguished Career Achievement Award or the individual must be nominated by a Regular Member and approved by a two-thirds (2/3) vote of the members of the Board. Honorary Members are not required to pay annual dues and are not entitled to vote on any matter presented to the membership at large. Honorary Members are eligible (i) to participate in the annual meeting of the membership; (ii) to be appointed to committees or caucuses by the Board; and (iii) to submit materials for publication in JCMS.

D. **Institutional Member.** An “Institutional Member” is defined as any college, university, or other recognized institution of higher learning that offers courses in film, television, video or other media studies or an entity/organization/library that is actively engaged in the production of film, television, video or other media work. Institutional
Members may submit proposals to participate in the annual meeting of the membership. An Institutional Member shall choose one (1) representative who is eligible to attend the annual meeting of the membership at a reduced registration fee but will not be entitled to vote on any matter presented to the membership at large. The representative is eligible to be appointed to committees or caucuses by the Board and shall be entitled to vote on any matter brought before the committee or caucus to which he/she is appointed.

E. **Affiliate Member.** An “Affiliate Member” is defined as a professional or scholarly organization whose goals and membership are in accord with the goals and membership of the Society. Affiliate Members may request the Society’s Program Committee to schedule a meeting of the Affiliate Members during the annual meeting of the membership. The individuals who are members of an Affiliate Member must become either a Regular Member or a Student Member of the Society in order to be entitled (i) to participate in the annual meeting of the membership; (ii) to vote on any matter presented to the membership at large; (iii) to be appointed to any committees or caucuses or scholarly interest groups; and (iv) to submit materials for publication in JCMS and to receive copies of JCMS as well as such other written materials published by the Society.

F. **Sustaining Member.** A “Sustaining Member” is defined as an individual, firm, corporation or foundation ascribing to the goals of the Society and subscribing substantially to the financial support of the Society. Sustaining Members shall have no voting rights. Upon request to the Society, Sustaining Members are eligible to receive two (2) sets of the Society’s membership list. Registration and exhibition fees for the Society’s annual meeting of the membership are waived for Sustaining Members.

**SECTION 2. PLACE OF MEETING.** All meetings of the Members of the Society shall be held at such place, either within or without the State of Michigan, as may be determined from time to time by the Board.

**SECTION 3. ANNUAL MEETING OF MEMBERS.** The annual meeting of Members shall be held at such time and place as may be fixed by the Board, unless such action is taken by written consent as provided in Article IV, Section 12, of these Bylaws. Prior to the annual meeting, on an annual basis the Members shall (i) elect the officers of the Society whose terms are expiring who shall also sit on the Board; and (ii) elect the Members to sit on the Board, as more fully set forth in Article VI of these Bylaws. At the annual meeting, the Members shall transact such other business as may properly be brought before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as convenient.

**SECTION 4. ORDER OF BUSINESS AT ANNUAL MEETING.** At each meeting of the Members, a chairperson shall preside. The chairperson shall be appointed as provided in these Bylaws. The chairperson shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. Any rules adopted for, and the conduct of, the meeting shall be fair to the Members.
SECTION 5. NOTICE OF MEETING OF MEMBERS. Except as otherwise provided in the Michigan Nonprofit Corporation Act (herein called the "Act"), written notice of the time, place and purposes of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail or land/air express courier service or via e-mail, to each Member of record entitled to vote at the meeting. The notice of such meeting may also be posted on the Society’s website for reference purposes only. When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting. Attendance of a person at a meeting of Members, in person or by proxy, constitutes waiver of objection to (a) lack of notice of defective notice of the meeting, unless the Member at the beginning of the meeting objects to the holding of the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when presented.

SECTION 6. LIST OF MEMBERS ENTITLED TO VOTE. The officer or agent having charge of the books and records of the Society shall make and certify a complete list of the Members entitled to vote in the annual elections. Voting shall conclude by February 28th. The list shall:

(a) be arranged alphabetically within each class, with the address of each Member.

(b) upon written request, be subject to inspection by any Member prior to the annual election.

(c) Be prima facie evidence as to who are the Members entitled to examine the list or to vote in the annual election.

SECTION 7. SPECIAL MEETING OF MEMBERS. A special meeting of Members may be called at any time by the President of the Society or by at least three (3) members of the Board then in office or by ten (10%) percent of the Members of a voting class. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by at least three (3) members of the Board then in office, or by the Members as above provided, the Secretary of the Society shall prepare, sign and mail the notice requisite to such meeting.

SECTION 8. QUORUM OF MEMBERS. Unless a greater or lesser quorum is provided in the Articles of Incorporation or these Bylaws or the Act, ten (10) Members entitled to vote on matters presented to the membership shall constitute a quorum at the meeting, except that 100 Members shall constitute a quorum for purposes of the
annual election. A quorum must be present at the meeting in order for the Members to transact business. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

SECTION 9. VOTE OF MEMBERS. Each voting Member is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the Articles of Incorporation or these Bylaws. A vote may be cast either orally, in writing or by e-mail. When an action is to be taken by a vote of the Members, other than the election of the Board, which includes the officers, it shall be authorized by a majority of the votes cast by the Members entitled to vote thereon, unless a greater number of votes is required by the Articles of Incorporation or the Act.

SECTION 10. E-MAIL DELIBERATIONS AND VOTING. When issues are submitted to the Members of the Society for a vote via e-mail, the Members shall have seven (7) business days to respond, unless a different response date is provided in these Bylaws. The subject line of the e-mail shall contain the word “vote” to alert the Members to the urgency of a response. The same quorum and voting requirements contained in Section 8 and Section 9 of this Article IV shall apply to an e-mail vote by the Members.

SECTION 11. RECORD DATE FOR DETERMINATION OF MEMBERS. For the purpose of determining Members entitled to notice of and to vote in the annual election and/or at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of any other action, 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 meeting or the date of the annual election, nor more than sixty (60) days before any other action. If a record date is not fixed (i) the record date for determination of 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 no notice is given, the day next preceding the day on which the meeting is held, and (ii) the record date for determining Members for any purpose other than that specified in clause (i) shall be 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 applies to any adjournment of the meeting, unless the Board fixes a new record date under this Section for the adjourned meeting.

SECTION 12. CONSENT OF MEMBERS IN LIEU OF MEETING. Any action required or permitted by the Act to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if all of the Members entitled to vote thereon consent thereto in writing. If the Society's Articles of Incorporation so provide, any action required or permitted by the Act to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members entitled to vote thereon were
present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Members who have not consented in writing.

SECTION 13. PARTICIPATION IN MEETING BY TELEPHONE. A Member may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other and each participant has been advised of the means of communication and the names of all other persons participating in the meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V

NOMINATIONS

SECTION 1. NOMINATIONS. Not later than August 15 preceding the annual election, the President shall appoint a Nominating Committee of not less than three (3) members and shall designate one member of the Nominating Committee as Chairperson. The Nominating Committee shall strive for diversity of all kinds when considering candidates for nomination and shall nominate not more than three (3) individuals for election to each office of the Society and/or Board in which a vacancy shall occur in that year. Candidates may also be nominated by fifty (50) Members of a voting class by submitting nominations in writing to the Nominating Committee. Nominations must be provided to the Nominating Committee not later than September 15 prior to the annual membership meeting and must be accompanied by candidate biographies that indicate SCMS membership and prior service. Individuals nominated for officers must be Regular Members and Student Members in good standing. In the case of individuals nominated for the Board, the nominees for Student member to the Board must be Student Members in good standing and the nominees for the Regular Member to the Board must be Regular Members in good standing.

SECTION 2. APPROVAL OF NOMINATIONS. Not later than 5 business days prior to the Fall meeting of the Board, the Nominating Committee shall provide the list of the proposed nominees to the Board for review. A nominee may be deleted from the list by a vote of three-fourths (3/4) of the Board; provided, however, the nominees submitted in writing by the Members as provided above shall not be subject to the approval of the Board. Within two (2) weeks of the notification, the Board shall notify the Nominating Committee of any changes to the list of proposed nominees. After the list of proposed nominees is approved by the Board, the Secretary shall notify each nominee of his or her nomination. Within two (2) weeks of notification by the Secretary, each nominee shall notify the Secretary as to whether he or she will serve if elected. Thereafter, the names of the final nominees shall be placed upon a ballot prepared by the Secretary. The form of the ballot and the method and manner of voting shall be determined by the Nominating Committee, including, without limitation, by e-mail vote.
SECTION 3. ELECTION. Not later than February 1st of each year, the Secretary shall cause a ballot to be provided:

(a) to each Regular Member of the Society to vote for the Members nominated for the open Board and officer positions (officers will also sit on the Board); and

(b) to each Student Member of the Society to vote for the nominated Student Member to be elected to the Board, if appropriate and the officers (who shall also sit on the Board).

On the space provided on the ballot each Regular Member and Student Member shall indicate the candidate and the position to which he or she wishes to have the candidate elected. No Regular Member or Student Member may cast more than one (1) vote for any one candidate. The ballots shall be returned to the Society’s Home Office for tabulation on or before the date set forth in the ballot. Election of candidates shall be by plurality vote, and in the case of a tie, the choice shall be decided by lot. The terms of the newly elected individuals shall commence on July 1 of the fiscal year immediately following the election and shall expire on June 30 of the last fiscal year of his or her term.

ARTICLE VI

DIRECTORS

SECTION 1. NUMBER AND TERM OF DIRECTORS. The Board shall consist of a minimum of 11 Members, who shall include the President, President Elect, Secretary and Treasurer. The first Board shall be appointed by the Incorporator. Thereafter, the Board for each ensuing year shall be determined prior to the annual meeting by vote of the Members; provided, however, that if a motion is not made and carried to increase or decrease the number of Directors, the Board shall consist of the same number of Directors as were elected for the preceding year. Each Director shall serve on the Board for the term to which each is elected to his or her specific office or position with the Society in accordance with the provisions of these Bylaws. All terms shall commence on July 1 of the fiscal year immediately following the election related to such term and shall expire on June 30 of the last fiscal year of the term or until his or her resignation or removal. Directors must be Members of the Society and be natural persons over the age of eighteen (18) years. The Executive Director shall be required to attend all Board meetings, as shall such other individuals invited by the Board from time to time, but the Executive Director and such other individuals shall not have any voting rights.

SECTION 2. SELECTION. The Board may appoint such officers, employees and/or agents as it shall deem necessary who shall serve at the pleasure of the Board and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. These individuals shall not have any voting rights.
SECTION 3. VACANCIES. A vacancy occurring on the Board, which includes Officers, may be filled by the affirmative vote of a majority of the remaining Directors, even though the remaining Directors may not constitute a quorum, and said person shall hold office for a term continuing only until the next election of Directors or Officers, as the case may be, by the Members. If because of death, resignation or other cause, the Society has no Directors in office, an officer, a Member, an executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the Articles of Incorporation or these Bylaws. A vacancy that will occur at a specific date by reason of resignation or otherwise, may be filled before the vacancy occurs but the newly elected or appointed Director may not take office until the vacancy occurs.

SECTION 4. REMOVAL. At any meeting of Members called expressly for that purpose, the entire Board, or any member thereof, may be removed from office at any time, but only (a) for Cause (as defined below) and (b) by the affirmative vote of the Members entitled to vote at an election of Directors. For purposes of this Section, “Cause” shall be limited to (i) action by a Director involving willful malfeasance having a material adverse effect on the Corporation or (ii) a Director being convicted of a felony; provided that any action by a Director shall not constitute “Cause” if, in good faith, he or she believed such action to be in or not opposed to the best interests of the Society, or if a Director shall be entitled, under applicable law or the Articles of Incorporation or these By-Laws, to be indemnified with respect to such action. The notice of such special meeting must state that the purpose, or one of the purposes, of the meeting is removal of a Director or Directors, as the case may be.

SECTION 5. RESIGNATION. A Director may resign by 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 6. POWERS. The business and affairs of the Society shall be managed by the Board except as otherwise provided in the Act or in the Articles of Incorporation or these Bylaws. As part of the governing body of the Society, the Board is responsible for controlling the overall operations of the Society. Decisions and actions of the Board shall be for the benefit of the Society and the mutual well-being of its Members. The Board shall be vested by the Members with the necessary authority to accomplish its responsibilities. The Board shall:

(a) have exclusive authority over the day-to-day management and operations of the Society;

(b) control the quality of the Society’s management;

(c) insure the success of the Society and the well-being of its Members, Directors, officers, and employees by setting certain policies and guidelines for the operation of the Society;
(d) develop, publish and maintain such policies and procedures concerning its activities as will ensure continuity and successful operation of the Society;

(e) maintain minutes of its meetings;

(f) prepare and distribute an annual report of its activities for the preceding year;

(g) implement its decisions and actions through one or more Board member or agents and employees of the Society;

(h) from time-to-time, establish task forces for specific functions and activities, however;

(i) any decision involving the following shall require written disclosure to the Members of the intended action being undertaken by the Board and the approval of the voting Members as provided in Article IV:

- amendment or restatement of the Society’s Articles of Incorporation;
- adoption of an agreement of merger or consolidation;
- the sale, lease or exchange of all or substantially all of the Society’s property and assets;
- the dissolution of the Society, a revocation of a dissolution, or a cessation of the business of the Society;
- the repeal or restatement of the Society’s Bylaws.

SECTION 7. LOCATION OF MEETINGS. Regular or special meetings of the Board may be held either within or without the State of Michigan.

SECTION 8. ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS. Each year, the Board shall meet: (i) in the Summer; (ii) in the Fall; and (iii) at the annual Conference, for the purpose of transacting any business properly brought before it. The time and place of the meeting shall be determined by the majority of the Directors. No notice of the organizational meeting of the Board shall be necessary in order legally to constitute the meeting, provided a quorum shall be present, unless said meeting is held prior to September 1 or after November 30.

SECTION 9. REGULAR MEETING OF THE BOARD OF DIRECTORS. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board and may be held concurrently with an organizational meeting of the Board or otherwise.

SECTION 10. SPECIAL MEETING OF THE BOARD OF DIRECTORS. Special meetings of the Board may be called by the President, or by a
majority of the persons then comprising the Board (or if there are only two (2) members of the Board, by either of said Directors), at any time by means of notice of the time and place thereof to each Director, given not less than twenty-four (24) hours before the time such special meeting is to be held.

SECTION 11. QUORUM AND REQUIRED VOTE OF THE BOARD OF DIRECTORS. At all meetings of the Board, a majority of the members of the Board then in office shall constitute a quorum for transaction of business. The vote of the majority of Members present at a meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by the Act, the Articles of Incorporation, or these Bylaws. If a quorum shall not be present at any meeting of the Board, those present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 12. E-MAIL DELIBERATIONS AND VOTING. When issues are submitted to the members of the Board for a vote via e-mail, the Directors shall have seven (7) business days to respond to any issue submitted to the Board. The subject line of the e-mail shall contain the word “vote” to alert the Directors to the urgency of a response. The same quorum and voting requirements contained in Section 11 of this Article VI shall apply to an e-mail vote by the Board.

SECTION 13. CONSENT OF DIRECTORS IN LIEU OF MEETING. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Directors then in office may be taken without a meeting if, before or after the action, all members of the Board then in office consent in writing. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.

SECTION 14. COMPENSATION. The Board may establish reasonable compensation of Directors including Officers, and such other representatives, employees and agents of the Society by affirmative vote of a majority of the Directors, unless the Articles of Incorporation, these Bylaws or any provisions of the Act require Member approval.

SECTION 15. PARTICIPATION IN MEETING BY TELEPHONE. A member of the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

SECTION 16. WAIVER OF NOTICE. Attendance at or participation of a Director at a meeting constitutes a waiver of notice of the meeting, unless the Director at the beginning of the meeting, or upon his/her arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.
ARTICLE VII

COMMITTEES, CAUCUSES, AND SCHOLARLY INTEREST GROUPS

SECTION 1. COMMITTEES. The President may designate such committees as he/she shall determine from time to time. The President shall appoint from the membership the individuals to serve on such committees and may designate one or more Directors as alternate members of any committee, who may replace an absent or disqualified member at any meeting of the committee. At the time the President appoints the members of the committee, he/she shall determine the term of each committee member, who shall serve on such committee for said term or until his or her successor is appointed. Each committee shall appoint a Chairperson. No Chairperson shall serve more than two (2) consecutive terms but may be re-appointed if there has been a lapse of one year after his/her retirement and his/her subsequent appointment, unless such restriction is waived by a majority vote of the committee members. In the event of the disqualification of a member of a committee, the President may appoint another individual to replace the disqualified member. No member of a committee may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the member for whom he or she has been designated as an alternate. Any such committee may exercise such powers as shall be authorized by the President. No committee shall have the power or authority to (i) amend the Articles of Incorporation of the Society, (ii) adopt an agreement of merger or consolidation, (iii) recommend to the Members the sale, lease or exchange of all or substantially all of the Society's property and assets, (iv) recommend to the Members a dissolution of the Society, a revocation of a dissolution, or a cessation of the business of the Society, (v) amend the Bylaws of the Society, or (vi) fill vacancies in the Board. Any such committee, and each member thereof, shall serve at the pleasure of the Board.

SECTION 2. CAUCUSES. Any group of Members of the Society may petition the Board to form a caucus, which petition shall state the purpose of the caucus and list its members, including alternate members, if any. The members making up the caucus must be Members of the Society who are in good standing. The Board, in its sole discretion, may approve or deny the formation of a caucus. Each caucus shall take such actions as are necessary to further its purposes, subject to any guidelines established by the Board and subject to the review of the Caucus Coordinating Committee. Each caucus shall appoint two (2) of its members to serve as Co-Chairs for staggered terms of two (2) years each. In the event of the disqualification of a member of a caucus, the members of the caucus may appoint another individual to replace the disqualified member, which individual must be a Member of the Society who is in good standing and whose appointment shall be subject to the approval of the Board. A caucus may submit a request to the Caucus Coordinating Committee for conference time and space to meet at the annual meeting of the membership. Each year the Caucus Coordinating Committee shall notify the caucuses of the submission date for such requests. No member of a caucus may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the member for whom he or she has been designated as an alternate. No caucus shall have the power or authority to (i) amend the Articles of Incorporation of the Society, (ii) adopt an agreement of merger or consolidation, (iii) recommend to the Members the sale, lease or exchange of all or...
substantially all of the Society's property and assets, (iv) recommend to the Members a dissolution of the Society, a revocation of a dissolution, or a cessation of the business of the Society, (v) amend the Bylaws of the Society, or (vi) fill vacancies in the Board.

SECTION 3. SCHOLARLY INTEREST GROUPS (“SIG”). Any group of Members of the Society may petition the Board to form a scholarly interest group. Each scholarly interest group shall submit to the Board: (i) a mission statement; (ii) a list of its members (consisting of at least 25 members), including alternate members, if any; and (iii) a copy of their bylaws. The members making up the scholarly interest group must be Members of the Society who are in good standing. The Board, in its sole discretion, may approve or deny the formation of a scholarly interest group. Each scholarly interest group shall take such actions as are necessary to further its purposes, subject to any guidelines established by the Board and subject to review by the Board. Each scholarly interest group shall appoint two (2) of its members to serve as Co-Chairs for staggered terms of three (3) years each. In the event that a SIG representative does not remain a Society member in good standing, the members of the SIG may elect another representative to replace that individual, subject to the approval of the Board. In the event of the disqualification of a member of a scholarly interest group, the members of the scholarly interest group may appoint another individual to replace the disqualified member, subject to the approval of the Board. A scholarly interest group may submit a request for a conference time and space to meet at the annual meeting of the membership. Each year the scholarly interest group shall be notified of the submission date for such requests. No member of a scholarly interest group may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the member for whom he or she has been designated as an alternate. No scholarly interest group shall have the power or authority to (i) amend the Articles of Incorporation of the Society, (ii) adopt an agreement of merger or consolidation, (iii) recommend to the Members the sale, lease or exchange of all or substantially all of the Society's property and assets, (iv) recommend to the Members a dissolution of the Society, a revocation of a dissolution, or a cessation of the business of the Society, (v) amend the Bylaws of the Society, or (vi) fill vacancies in the Board.

SECTION 4. QUORUM AND REQUIRED VOTE. At all meetings of a committee, caucus, or scholarly interest group, a majority of the members shall constitute a quorum for transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the committee, caucus or scholarly interest group, unless the vote of a larger number is required by the Act, the Articles of Incorporation, these Bylaws, or by the members of the committee, caucus or scholarly interest group. If a quorum shall not be present at any meeting, those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 5. E-MAIL DELIBERATIONS AND VOTING. When issues are submitted to the members of any committee, caucus or scholarly interest group for a vote via e-mail, the members shall have seven (7) business days to respond. The subject line of the e-mail shall contain the word “vote” to alert the members to the urgency of a response.
The same quorum and voting requirements contained in Section 4 of this Article VII shall apply to an e-mail vote by the members of the committee, caucus or scholarly interest group.

**SECTION 6. CONSENT IN LIEU OF MEETING.** Action required or permitted to be taken pursuant to authorization voted at a meeting of the members of a committee, caucus or scholarly interest group, may be taken without a meeting if, before or after the action, all members consent thereto in writing. The consent has the same effect as a vote of the members for all purposes. The written consents shall be filed with the minutes of the proceedings.

**SECTION 7. PARTICIPATION IN MEETING BY TELEPHONE.** A member may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

**SECTION 8. WAIVER OF NOTICE.** Attendance at or participation at a meeting constitutes a waiver of notice of the meeting, unless the member at the beginning of the meeting, or upon his/her arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**ARTICLE VIII**

**NOTICES**

**SECTION 1. NOTICE.** Whenever any notice or communication is required to be given under any provision of the Act, the Articles of Incorporation or these Bylaws, it may be given in writing, either by hand delivery, mail or land/air express courier service, addressed to each person at the address designated by him/her for that purpose or, if none is designated, at his/her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service or in an appropriate depository for such land/air express courier service. The mailing shall be registered, certified or other first-class mail, except where otherwise provided in the Act. Notice or communications may also be given orally in person or by telephone, e-mail, facsimile or other electronic means, and such notice shall be deemed to be given when the recipient receives the notice personally, by telephone, or when the notice, addressed as provided above, has been delivered to the company, or to the equipment transmitting such notice. Neither the business to be transacted at, nor the purpose of, a regular or special meeting provided in these Bylaws need be specified in the notice of the meeting, except as provided by the Act or these Bylaws.

**SECTION 2. WAIVER OF NOTICE.** When, under the Act or the Articles of Incorporation or these Bylaws, or by the terms of an agreement or instrument, the Society or the Board or any committee, caucus or scholarly interest group may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken
without notice and without lapse of the period of time, if at any time before or after the
action is completed the person entitled to notice or to participate in the action to be taken or,
in case of a Member, by his/her attorney-in-fact, submits a signed waiver of such
requirements. Neither the business to be transacted at, nor the purpose of, a regular or
special meeting as provided in these Bylaws need be specified in the waiver of notice of the
meeting, except as provided by the Act or these Bylaws. Attendance of a person at a
meeting constitutes a waiver of notice of such meeting, except when the person attends a
meeting for the express purpose of objection, at the beginning of the meeting, to the
transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX

OFFICERS

SECTION 1. SELECTION. The Members shall elect a President-Elect/President, Secretary, and Treasurer. The Members voting on the election of the President-Elect/President, Secretary and Treasurer are also voting for those individuals to serve on the Board of the Society. Two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the Articles of Incorporation or Bylaws of the Society to be executed, acknowledged or verified by two (2) or more officers.

SECTION 2. COMPENSATION. The salaries of all officers, employees and agents of the Society shall be fixed by the Board; provided, however, that the Board may delegate to the Officers the fixing of compensation of officers, employees and agents.

SECTION 3. TERM, REMOVAL AND VACANCIES. Each officer of the Society shall hold office for the term for which he/she is elected or appointed and until his/her successor is elected or appointed and qualified, or until his/her resignation or removal. Any officer elected or appointed by the Board may be removed by the Board, with or without cause, at any time. Any individual elected by the Members may only be removed by the Members, with or without cause, at any time. Any officer may resign by written notice to the Society. The resignation is effective upon its receipt by the Society or at a subsequent time specified in the notice of resignation. Any vacancy occurring in any office of the Society, other than that of President, may be filled by the affirmative vote of a majority of the members of the Board. Such individual appointed by the Board shall serve in such position until the next election period for that position.

SECTION 4. PRESIDENT, PRESIDENT-ELECT AND PAST-PRESIDENT. The President-Elect/President shall be nominated every odd year and be elected by the Members entitled to vote for the office of the President-Elect/President. He/She shall serve for a term of two (2) years as the President-Elect. At the completion of the two (2) year term as the President-Elect, the President-Elect shall automatically succeed to the office of President and shall serve for a term of two (2) years as the President. At the time the President-Elect assumes the duties of the President, the President shall automatically succeed to the office of Past-President and shall serve for a term of two (2)
years as the Past-President. At the time the President assumes the duties of the Past-President, the Past-President shall automatically terminate his/her duties as Past-President and vacate the office of Past-President. At the time the President-Elect assumes the duties of the President, he/she shall serve on the Board for a term of two (2) years.

The President shall preside over all meetings of the Board and the Members. Subject to the direction of the Board, the President shall be the executive head of the Society. The President shall be responsible to the Board for the general supervision and management of the business and affairs of the Society and shall see that all orders and resolutions of the Board are carried into effect. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

The Past-President shall perform the duties delegated to him/her from time to time by the Board or the President. He/She may participate in the discussions brought before the Board but shall have no voting rights. The Past-President shall perform the duties and exercise the powers of the President during the absence or disability of the President. In that case, the Past-President shall possess the same power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Society which may be authorized by the Board.

The President-Elect shall either chair or serve as a member of such committees of the Society as determined from time to time by the President, including, without limitation, the Conference Program Committee and shall perform such other duties as may be delegated to him/her by the Board or the President.

In the event both the President and Past-President are absent or disabled, the President-Elect shall perform the duties and exercise the powers of the President, including, without limitation, the right to vote on any issue submitted to the Board.

SECTION 5. SECRETARY. The Secretary shall be elected by the Members entitled to vote for the office of the Secretary and shall serve for a term of three (3) years. The election of the Secretary will take place during a year when the Treasurer is not being elected. The Secretary shall serve on the Board for a term of three (3) years. The Secretary shall attend all meetings of the Members and the Board and shall preserve in the books of the Society true minutes of the proceedings of all such meetings. He/She shall safely keep in his/her custody the seal of the Society, if any, and shall have authority to affix the same to all instruments where its use is required or permitted. He/She shall give all notice required by the Act, these Bylaws or by resolution. He/She shall perform such other duties as may be delegated to him/her by the Board or the President.

SECTION 6. TREASURER. The Treasurer shall be elected by the Members entitled to vote for the office of the Treasurer and shall serve for a term of three (3) years. The election of the Treasurer will take place during a year when the Secretary is not being elected. The Treasurer shall serve on the Board for a term of three (3) years. The
Treasurer shall attend all meetings of the Members and, the Board. The Treasurer shall oversee the Society’s reserve funds and its annual operating budget in collaboration with the Executive Director and Financial Analyst to ensure the Society’s ability to meet its ongoing financial obligations. The Treasurer has authority to approve the use of Society funds for any unbudgeted expenditures between $2500 and $5000, or as may be ordered by the Board. The Treasurer shall provide input on the Society’s annual budget and shall prepare a Treasurer’s Report for each Board meeting and the annual Members’ business meeting. He/She shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board whenever requested an account of all his/her transactions as Treasurer and of the financial condition of the Society. If required by the Board, he/she shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his/her office, and for restoration to the Society in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his/her possession or under his/her control belonging to the Society. He/She shall perform such other duties as may be delegated to him/her by the Board or the President.

SECTION 7. DELEGATION OF AUTHORITY AND DUTIES BY BOARD OF DIRECTORS. All officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these Bylaws, have such authority and perform such duties in management of the property and affairs of the Society as may be delegated to them by the Board, unless the same is contrary to the Articles of Incorporation or these Bylaws.

ARTICLE X

INDEMNIFICATION

SECTION 1. NON-DERIVATIVE ACTIONS. Subject to all of the other provisions of this Article X, the Society shall indemnify any person who was or is a party defendant (including counter defendants, third party defendants and cross defendants) or is threatened to be made a party defendant (including counter defendants, third party defendants and cross defendants) to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the Society), by reason of the fact that the person is or was a Director, Executive Director, officer, ex officio officer/agent or Member of the Society and was acting at the Board’s request on behalf of the Society (and not in their individual capacity), or is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit, or proceeding if the person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Society or its Members, and with respect to any criminal action or proceeding, if the person had no
reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Society or its Members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

SECTION 2. DERIVATIVE ACTIONS. Subject to all of the other provisions of this Article X, the Society shall indemnify any person who was or is a party defendant (including counter defendants, third party defendants and cross defendants) or who is threatened to be made a party defendant (including counter defendants, third party defendants and cross defendants) 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 the person is or was a Director, Executive Director, Officer, ex officio officer, employee, agent or a person or Member who is or was serving at the request of the Society, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with defending the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society or its Members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Society unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

SECTION 3. EXPENSES OF SUCCESSFUL DEFENSE. Without limiting the foregoing indemnities in any way, to the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article X, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section 3.

SECTION 4. DEFINITION. For the purposes of Sections 1 and 2, "other enterprises" shall include, without limitation, employee benefit plans; "fines" shall include, without limitation, any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Society" shall include, without limitation, any service as a Member, Director, Executive Director, Officer, ex officio officer, employee or agent of the Society that imposes duties on, or involves services by, the Member, Director, Executive Director, Officer, ex officio officer, employee or agent with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not
opposed to the best interests of the Society or its Members" as referred to in Sections 1 and 2.

SECTION 5. CONTRACT RIGHT; LIMITATION ON INDEMNITY. The right to indemnification conferred in this Article X shall be a contract right, and shall apply to services of a Member, Director, Executive Director, Officer, or ex officio officer, as an employee or agent of the Society as well as in the person's capacity as a Member, Director, Executive Director, Officer, ex officio officer, employee or agent of the Society. Except as provided in Section 3 of this Article X, the Society shall have no obligations under this Article X to indemnify any person in connection with any proceeding, or part thereof, initiated by the person without authorization by the Board.

SECTION 6. DETERMINATION THAT INDEMNIFICATION IS PROPER. An indemnification under Sections 1 or 2 of this Article X (unless ordered by a court) shall be made by the Society only as authorized in the specific case (a) when it is determined that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, whichever is applicable, and (b) upon an evaluation of the reasonableness of expenses and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board consisting of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding.

(b) If the quorum described in (a) above is not obtainable, then by majority vote of a committee consisting solely of two or more Directors, duly designated by the Board, who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.

(c) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (1) by the Board or its committee in the manner prescribed in (a) or (b) above; or (2) if a quorum of the Board cannot be obtained under (a) above and a committee cannot be designated under (b) above, by the Board.

(d) By the Members.

SECTION 7. PROPORTIONATE INDEMNITY. If a person is entitled to indemnification under Sections 1 or 2 of this Article X for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement; but not for the total amount, the Society shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
SECTION 8. EXPENSE ADVANCE. The Society may pay or reimburse the reasonable expenses incurred by a person referred to in Sections 1 and 2 of this Article X who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if the person furnishes the Society a written undertaking, executed personally or on his/her behalf, to repay the advance if it is ultimately determined that he/she did not meet the standard of conduct. The authorization of payment must be made in the manner specified in Section 6. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

SECTION 9. NON-EXCLUSIVITY OF RIGHTS. The indemnification or advancement of expenses provided under this Article X is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement, under the Articles of Incorporation, or elsewhere under these Bylaws. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

SECTION 10. INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE SOCIETY. The Society may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Society to the fullest extent of the provisions of this Article X with respect to the indemnification and advancement of expenses of Directors, officers, ex officio and officers/agents of the Society.

SECTION 11. FORMER DIRECTORS AND OFFICERS & MEMBERS SERVING AT THE BOARD’S REQUEST. The indemnification provided in this Article X continues for a person who has ceased to be a Member acting or serving the Society at the Board’s request, Director, Executive Director, Officer, ex officio officer, employee or agent with respect to acts or omissions taken by them during their tenure as a Member, Director, Executive Director, Officer, ex officio officer, employee or agent acting or serving the Society at the Board’s request, after the date this Article X was adopted by the Society and shall inure to the benefit of the heirs, executors, and administrators of the person.

SECTION 12. INSURANCE. The Society may purchase and maintain insurance on behalf of any person who is or was a Member acting or serving the Society at the Board’s request, Director, Executive Director, Officer, ex officio officer, employee or agent acting 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, business corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Society would have power to indemnify the person against the liability under these Bylaws or the laws of the State of Michigan.
SECTION 13.  CHANGES IN MICHIGAN LAW.  If there is any change in Michigan law applicable to the Society relating to the subject matter of this Article X, then the indemnification to which any person shall be entitled under this Article X shall be determined by the changed provisions, but only to the extent that the change permits the Society to provide broader indemnification rights than the provisions permitted the Society to provide before the change.  Subject to Section 14, the Board is authorized to amend these Bylaws to conform to any such changed statutory provisions.

SECTION 14.  AMENDMENT OR REPEAL OF THIS ARTICLE X.  No amendment or repeal of this Article X shall apply to or have any effect on any Member acting or serving the Society at the Board’s request, Director, Executive Director, Officer, ex officio officer, employee or agent of the Society for or with respect to any acts or omissions of the Member acting or serving the Society at the Board’s request, Director, Executive Director, Officer, ex officio officer, employee or agent occurring before the amendment or repeal.

ARTICLE XI

REIMBURSEMENT TO SOCIETY

SECTION 1. REIMBURSEMENT TO SOCIETY.  Should any payment made by the Society to an officer of the Society, or on his/her behalf, including, without limitation, salary, commission, bonus, interest, rent or expense reimbursement, be disallowed in whole or in part as a deductible expense for purposes of determining the income tax liability of the Society, then such officer shall reimburse the Society to the full extent of such disallowance.  It shall be the duty of the Board to enforce payment of any amount to be reimbursed to the Society hereunder immediately following such disallowance.  In lieu of payment to the Society by the officer, the Board, in its discretion, may permit proportionate amounts to be withheld from future compensation to be paid to such officer until the total amount owed to the Society has been recovered.

ARTICLE XII

GENERAL PROVISIONS

SECTION 1. RESERVES.  The Board shall have power and authority to set apart, out of any funds available for distributions, such reserve or reserves, for any proper purpose, as the Board, in its discretion, shall approve, and the Board shall have the power and authority to abolish any reserve created by it.

SECTION 2.  VOTING SECURITIES.  Unless otherwise directed by the Board, the President, or in the case of his/her absence or inability to act, the President-Elect or Past-President shall have full power and authority on behalf of the Society to attend and to act and to vote, or to execute in the name or on behalf of the Society a consent in writing in lieu of a meeting of Members or a proxy authorizing an agent or attorney-in-fact for the Society to attend and vote at any meetings of security holders of corporations in which the
Society may hold securities, and at such meetings he/she or his/her duly authorized agent or attorney-in-fact shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Society might have possessed and exercised if present. The Board by resolution from time to time may confer like power upon any other person or persons.

SECTION 3. CHECKS. All checks, drafts and orders of the payment of money shall be signed in the name of the Society in such manner and by such officer or officers or such other person or persons as the Board shall from time to time designate for that purpose.

SECTION 4. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or President-Elect and the Secretary, may execute the same in the name and on behalf of this Society and may affix the corporate seal thereto. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of the Society.

SECTION 5. CORPORATE BOOKS AND RECORDS. The Society shall keep books and records of account and minutes of the proceedings of its Members and Board. The Society shall keep at its registered office, or at such other office within or without the State of Michigan, records containing the names and addresses of all Members. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form. The Society shall convert into written form without charge any such record not in such form, upon written request of a person entitled to inspect them.

SECTION 6. YEAR END. The year end of the Society shall be the 30th day of June in each year.

SECTION 7. SEAL. If the Society has a corporate seal, it shall have inscribed thereon the name of the Society and the words "Corporate Seal" and "Michigan". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XIII

AMENDMENTS

SECTION 1. AMENDMENTS. These By-Laws may be altered or amended at any regular or special meeting of the Board at which a quorum is present or represented, by the affirmative vote of a majority of the Directors then in office entitled to vote. Such action may be taken by written consent or at any meeting of the Board; provided, that if notice of any such meeting is required by these By-Laws, the notice of meeting shall contain notice of the proposed alteration or amendment. These By-Laws may be repealed or restated by the affirmative vote of a majority of the Members. Such action may be taken by
written consent or at any meeting of the Members; provided, that if notice of any such meeting is required by these By-Laws, the notice of meeting shall contain notice of the proposed repeal or restatement.

Notwithstanding the foregoing, the Board, in its sole discretion, may amend the rights and privileges of the current classes of Members (or any future classes); provided, however, any amendment denying, limiting, or otherwise prescribing the voting rights of any class of Members may only be altered by the affected Members.

**Amended and Restated Bylaws:**

Dated: Effective March 1, 2019