

MICHIGAN PUBLIC PURCHASING OFFICERS ASSOCIATION

BY-LAWS OF THE MICHIGAN PUBLIC PURCHASING OFFICERS ASSOCIATION APPROVED March 18, 2021

ARTICLE I: NAME

Section 1 The body promulgating these Bylaws, Rules and Regulations shall be known as the "Michigan Public Purchasing Officers Association", hereinafter referred to as MPPOA.

MPPOA is an affiliate Chapter of NIGP: The Institute for Public Procurement, accepted and approved, and subject to all Rules and Regulations promulgated by the Board of Directors NIGP. MPPOA is governed by its Bylaws.

ARTICLE II: PURPOSE

Section 1 This association is organized and shall be administered and operated exclusively to receive, administer and expend funds for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986;

- To promote ethical, efficient and cost-effective public purchasing policies and practices;
- To provide educational programs, products and services for public purchasing personnel;
- To enable public purchasing personnel to exchange useful information about policies, best practices, procedures, products and services of common interest;
- To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
- To assist other charitable and educational organizations in the conduct of similar activities; and
- To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein.
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In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this association shall also have all of the powers granted to nonprofit associations by applicable state law; provided, however, that this association

shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this association.

In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provision of the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986; shall be the prevailing controlling law. In the event of a direct conflict between the provision of these Bylaws and the Articles of Incorporation of Association, it shall then be the Bylaws which shall be controlling.

ARTICLE III : TERMINOLOGY

Section 1 For the benefit of brevity, the pronouns “he” or “his” are used but are not intended to denote the gender of any person. Without limiting the generality of the forgoing, the masculine gender includes the feminine and neuter genders, the singular numbers includes the plural and the plural number includes the singular and the term “person” includes an Association as well as a natural person. For the benefit of brevity, the pronouns “he” or “his” are used but are not intended to denote the gender of any person.

Section 2 Sponsor means any tax supported government, agency, authority, or institution who has been accepted for membership in the Association, pays membership dues currently and adheres to the purposes of the Association.

Section 3 “The Spanner” is the official publication of the Association. It is released as directed by the Board of Directors and is sent to all members and such others as determined by the Board of Directors.

Section 4 A member in good standing is one whose membership dues are current, continues to meet membership eligibility requirements and adheres to the purpose of the Association.

ARTICLE IV : BUSINESS OFFICE

Section 1: The association business office will be maintained and executed as outlined in the Policies and Procedures of the Organization.

ARTICLE V: DEDICATION OF ASSETS

Section 1: The properties and assets of the Association is irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any person or any member, director or officer of this Association. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(3) of the Code.

ARTICLE VI : BOARD OF DIRECTORS

Section 1: The Association shall be governed by a Board of Directors (the "Board"). The Board shall govern according to the established Policy and Procedure Manual and issue directives governing business and programs of the Association. The Board shall delegate to Association staff either employed or contracted, subject to the provisions of these Bylaws, authority and responsibility to see that the policies, procedures, and directives are appropriately followed.

Section 2: The Board of Directors shall consist of board officers, elected directors and appointed directors. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. The board year shall be the 12-month period commencing June 1st and ending May 31st. Board of Directors shall serve two (2) year terms and may serve consecutive terms.

Section 3: The Board shall have up to twelve (12), but no fewer than ten (10), Board members including the Officers. The number of Board members may be increased beyond twelve (12) members or decreased to less than ten (10) members by the affirmative vote of a simple majority of the then serving Board of Directors.

In addition to the regular membership of the Board, a representative of such other organization or individual as the Board may deem advisable to elect shall be *Ex-Officio Board Members*. This type of Board member shall not have the same rights and obligations, including voting power, as the other directors.

Section 4: The Board shall receive no compensation other than for reasonable expenses.

Section 5: Board of Director nominees must be MPPOA Members in good standing and shall submit their name and resume or bio to the MPPOA Nominating Chair (as appointed by the President) or Business Manager 45 days prior to the Annual Membership Meeting.

MPPOA Board Officers shall conduct a review of the nominees to determine if the nominee is a MPPOA Member in good standing after which a slate of nominees shall be confirmed.

New and renewing Board members shall be approved by membership vote conducted at the general membership meeting or via electronic vote, prior to May 31. Each board position will be designated for renewal on either even or odd years. Board Elections shall be held annually with approximately 50% of the positions up for re-election each year.

Section 6: Board Officers shall be MPPOA members in good standing and have served on the Board of Directors for a minimum of one year prior to consideration for any Board Officer position. The year of Board Service does not have to immediately precede the election.

The term of office for Board Officers will be one (1) year and will be elected annually at the first Board of Directors meeting of the board term year, which begins June 1.

Board Officer nominations shall be secured either by self-nomination or nomination by any other Board member. Nominations for board officer positions shall be submitted to the board 10 days prior to the first scheduled regular meeting of the board term.

Board Officer nominations shall be submitted to the MPPOA Nominating Chair (as appointed by the President) or Business Manager. Nominations shall be provided in advance to the Board via the meeting agenda.

Board Officers positions shall be filled by vote of a simple majority of the directors then in office.

Election shall be by ballot with the results tabulated and read by the MPPOA Business Manager or Nominating Chair.

Section 7: Vacancies on the board will be appointed by a simple majority vote of the directors then in office. Appointed directors shall serve the remaining term of the vacating director.

Section 8: Resignation: Each board member shall have the right to resign at any time upon written notice (email, faxed document or hard copy document) thereof to the President, Vice President, or the Secretary of Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon the receipt thereof, and the acceptance of such

resignation shall not be necessary to make it effective, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Section 9: Removal of Board Member: The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director at any regular or special meeting, provided that the director to be removed has been notified 10 days prior to the board meeting that such action would be considered at the meeting.

If the minimum number of directors as set forth in these bylaws is not met due to a director's removal, in the interim until a replacement director can be appointed to the board, the board shall operate as if minimum requirement has been met.

ARTICLE VII: OFFICERS

Section 1: The Board shall elect officers of the Association which shall include a President, a Vice President, a Secretary, and Treasurer. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Board President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their office and other such duties which may be required by law, Articles of Incorporation, or by those bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties with the Board of Directors may assign to them at their discretion.

Section 2:

A. President

The President shall exercise general supervision over the affairs of the Association; preside over all meetings of the Association; and perform all duties incident to the Office of the President. The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board.

The President shall execute, in the name of the Chapter, all written contracts of the Association.

The President, at all times is authorized to contract, receive, deposit, disburse and account for all funds of the Association, to execute in the name of the Association all contracts and other documents authorized either generally or specifically by the Board to be executed by the Association.

The President or Treasurer shall be responsible for authorizing expenditure or commitment of chapter funds. Any non-budgeted expenditure in excess of \$500 or 20% of the current treasury balance, whichever is less, shall require the approval of the Board of Directors. Such approval may be granted by electronic mail or other concurrence via notification to and of approval of a majority of the Board of Directors and shall not necessarily require action at a meeting.

The President shall delegate duties to other officers and committee chairs but shall hold ultimate responsibility for ensuring completion of all assigned duties.

The President shall serve as chair of the Executive Committee.

B. Vice-President

The Vice-President shall perform such duties as assigned by the President.

The Vice President shall work closely with the Chapter Promotion and the Strategic Planning Committees to:

- Identify prospective fundraising opportunities.
- Plan and evaluate fundraising campaigns and activities such as the Reverse Trade Fair and available grants; manage the Association's budget and fundraising income programs; Recruit and train fundraising staff and volunteer leaders; Staying on top of fundraising trends and the nonprofit community.
- Plan and evaluate activities to apply for available recognition and awards; manage the application process; manage the relationships with various Sponsor and/or hosts, Recruit and train fundraising staff and volunteer leaders; Staying on top of sponsor and/or host trends.

In the President's absence, the Vice President may preside over all meetings of the Board of Directors and Executive Committee.

C. Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Association in physical or electronic format.

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as

Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed or faxed within fourteen (14) business days after the close of each Board meeting. Minutes shall be posted on the MPPOA Website by the MPPOA Business Manager or appointee and filed with the principal office of the Association.

The Secretary or Business Manager shall keep an accurate list of the members of the Association with the address and title of each.

The Secretary shall attend to the giving and serving of all correspondence notices of the Association and shall see that the seal of the Association, if any, is affixed to association documents when appropriate on official documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provision of these bylaws.

The Secretary shall serve as the Association's historian.

The Secretary shall serve as a member of the Executive Committee.

D. Treasurer

The Treasurer shall maintain an itemized account of all receipts and disbursements; present a complete financial report at each regular meeting of the Association and at each Board meeting, shall report the transactions since, and including, the last regular meeting. The Treasurer shall be bonded, if so requested and required by the Board of Directors, in an amount as established by the Board of Directors. The cost of the bond shall be paid from the funds of the Association.

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transaction of the Association, including accounts of its assets, liabilities, receipts, disbursement, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Association, as may be ordered by the Board of Directors.

The Treasurer shall work with the Association's Business Manager to ensure:

- all monies due to the Association are collected and received
- all bills are paid after they have been approved by the President or Vice President;
- an itemized account of all receipts and disbursements.
- a complete financial report be presented at each regular meeting of the Association, at each Board of Directors meeting, or upon any request from the Board
- an annual association budget is completed and presented to the Board of Directors prior to the start of the fiscal year

The Treasurer shall prepare annual financial statements using generally accepted accounting principles. These statements shall be provided to all directors within 30 days after their completion and made available to association members upon request and by appointment.

Upon Board request, the Treasurer shall work with the Business Manager to solicit, contract and manage an external audit, review, or compilation.

Treasurer shall serve as a committee member of the Executive Committee.

Section 3 The Board of Directors shall attend all regular board meetings. A member of the Board of Directors absent from three (3) consecutive regular board meetings, or a total of seven (7) meetings of the Board during any one calendar year, shall resign from office. An elected Board Member who meets these guidelines shall be encouraged to reevaluate with the Board President his/her commitment to the Association. The board may deem a Board member who has missed three (3) consecutive meetings or seven (7) meetings in one calendar year, without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE VIII : EX-OFFICIO MEMBERS

Section 1 Immediate Past President: The Immediate Past-President shall serve as the Nominating Chair and also perform such duties as assigned to him or her by the President.

Section 2 Nominating Chair: The Nominating Chair can be appointment by the President if the Immediate Past President is not available to fulfill the role. The Nominating Chair will be responsible for board nominations to the Board of Directors and officer nominations within the Board of Directors.

ARTICLE IX: MEMBERSHIP

Section 1 Classifications: The Association includes three (3) classifications of membership: Regular Membership, Life Membership, and Student Membership.

Membership Year shall mean a 12-month period commencing January 1st and ending December 31st.

Section 2 Membership Types: "Regular Membership" of the Association shall be limited to persons who are employed by or are elected representatives of a tax supported public agency or institution and whose duties consist, in whole or in part, of procuring materials, supplies, equipment or contractual services. Membership may be in the name of the public agency or institution if required by agency ordinance or governing rules. When this option is elected, the designated representative holds a regular membership while representing his sponsor.

Application for regular membership shall be submitted by the applicant to the Treasurer or Business Manager of the Association and processed per the Policy and Procedure Manual. Following processing it will be presented by the Treasurer or Business Manager to the Board of Directors for their review at the next scheduled Board of Directors meeting.

Section 3 "Lifetime Membership" may be awarded by the Board of Directors, upon receipt of application, written request by the individual or a third party. Lifetime Membership is given by the Association to a member when the Board of Directors determines the member's level of participation in the Association and/or other contributions merit this award. To be eligible, a person must have been a regular member and be retired from regular, full-time employment. A Lifetime Member will be listed in the membership roster, be entitled to full voting privileges, hold office as an appointed position, and be exempt from payment of dues.

Conference registration fees at any MPPOA conference shall be charged the membership rate; meals and hotel accommodations will be charged at guest and spouse rates. Lifetime Members will be charged the Regular Member rate for all educational seminars and similar programs.

Section 4 A non-voting "Student Membership" may be awarded by the Board of Directors. To be eligible, a person must be a student, enrolled in either public administration or supply chain management related curriculum at a college or university. A person approved for "Student Membership" in MPPOA, will be listed in the membership roster, and will be required to pay the reduced Association dues. If a student is employed by a qualifying agency the "Regular Membership" status shall supersede.

Section 5 No roster of membership of the Michigan Public Purchasing Officers Association shall be given to any private sector organization.

ARTICLE X: DUES

Section 1 Annual dues for membership in the Association shall be set by the Board of Directors. Membership dues are payable as of January 1 of each year. New members' dues are to accompany the membership application. The Treasurer or Business Manager shall send out statements of dues to each member. Dues shall not be prorated regardless of the date of the acceptance of the membership application.

Section 2 A member will be considered delinquent on the first of April if dues have not been paid for the current year and will be notified by the Treasurer of the delinquency. If dues are not paid by July 1, the member shall forfeit all rights to membership and their name shall be removed from the list of members.

Section 3 Dues received between September 1 and December 31 will be credited to the following year.

ARTICLE XI: MEETINGS

Section 1

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any simple majority of regular Board members may call a special meeting of the Board with seven (7) day's written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

All Board Meeting shall operate under Robert's Rules of Order latest revision.

Parliamentary dispute at any regular membership or special business meeting will be settled under Robert's Rules of Order latest revision.

A regular general membership meeting shall be held at least annually at a place selected by the Board of Directors. Special meetings may be called at the discretion of the President or upon written request bearing signatures of ten percent (10%) of the regular membership. The Secretary or Business Manager shall notify the members in writing of the time and place of the regular meeting at least three (3) weeks in advance thereof.

Regular membership meetings and Board of Directors meetings may be held by electronic meeting methods, such as conference call, videoconferencing, or any other electronic means that allows deliberation and the ability to act as a group.

ARTICLE XII: QUORUM

Section 1 At any general membership meeting or Annual Membership Meeting, a quorum shall consist of one-tenth (1/10) of the voting membership, two (2) of which shall be officers of the Association.

Section 2

At each meeting of the Board of Directors, the presence of a simple majority shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Section 3: A quorum is required in order to elect Officers or amend these Bylaws. At no time shall the lack of a quorum prevent those present from proceeding with the program of the day.

Section 4: Board members shall only have one vote and shall not be allowed to vote by written proxy.

ARTICLE XIII: COMMITTEES

Section 1

The Board of Directors may create standing or ad hoc committees to support the business of the board. Each such committee shall consist of two (2) or more directors and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at specific committee. The Board may appoint additional members of any committee who may replace any absent member at any meeting of the committee. No committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that the authority of the Board.
- c) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not able to be amended or repealed.
- e) Appoint any other committees of the Board of Directors of their members.
- f) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerable all of the property and assets of the Association otherwise than in the usual and regular course of its business; or revoke any such plan.
- g) Approve any self-dealing transaction, except as provided pursuant to law.
- h) Unless otherwise authorized by the Board of Directors, no committee shall compel the Association in a contract or agreement or expend Association funds.

The President shall serve an ex-officio member of each committee without the right to vote.

Section 2 The time for regular meetings of committees may be determined either by the committee or the Board Directors. Minutes shall be kept of each meeting of any committee and shall be filed with the Association records.

Section 3 Permanent committees of the association will consist of Executive Committee, Strategic Planning, Member Engagement, Professional Development and Chapter Promotion.

Executive Committee

The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer. The Executive Committee, unless limited in a resolution of the Board, shall exercise all the authority of the Board in the management of the business and affairs of the Association between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters related to the establishment of dues. The Executive Committee Chairperson shall make a report to the Board of committee activities at each Board meeting.

Strategic Planning Committee

The Strategic Planning Committee shall be composed of minimum of (3) three directors to include the Vice-President, Secretary and Treasurer. The Strategic Planning Committee will evaluate the current operation scope of the association as a whole; define 3-5 years projections and goals; and formulate plan. The Strategic Planning Committee Chairperson shall make a report to the Board of committee activities at each Board meeting.

Member Engagement Committee

The Board shall appoint a Member Engagement Committee composed of a minimum of two (2) directors. The Member Engagement Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of social media, MPPOA website presence, MPPOA Spanner Newsletter publication and distribution and new member welcome. The Member Engagement Committee Chairperson shall make a report to the Board of committee activities at each Board meeting.

Professional Development Committee

The Board shall appoint a Professional Development Committee composed of a minimum of two (2) directors. The Professional Development Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the planning and management of educational classes, regional meetings and the MPPOA annual conference. Further, the Professional Development Committee shall provide information for distribution on Social Media platforms, the MPPOA website, the Spanner, mailed advertising and announcements during in person member events on upcoming educational opportunities and scholarships available. The Professional Development

Committee Chairperson shall make a report to the Board of committee activities at each Board meeting.

Chapter Promotion

The Board shall appoint a Chapter Promotion Committee composed of a minimum of two (2) directors. The Chapter Promotion Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the planning and management of MPPOA's annual Reverse Trade Fair as well as identifying opportunities to promote MPPOA. This promotion may include, but is not limited to, state, national or international recognition. The Chapter Promotion Committee shall provide information for distribution on Social Media platforms, the MPPOA website, the Spanner, mailed advertising and announcements during in person member events on the Reverse Trade Fair and successful recognition efforts. The Chapter Promotion Chairperson shall make a report to the Board of committee activities at each Board meeting

ARTICLE XIV: ASSOCIATION SEAL

The Board of Directors may adopt, use, and alter an Association seal. The seal shall be kept at the principal office of the Association. Failure to affix the seal to any Association instrument, however, shall not affect the validity of that instrument.

ARTICLE XV: AMENDMENTS

Section 1

These bylaws may be adopted, amended, or repealed by a quorum which shall consist of one-tenth (1/10) of the voting membership, two (2) of which shall be officers of the Association, as indicated in requirements for a quorum previously noted above. Such action is authorized only at a special meeting called for that purpose or at an annual meeting for which written notice of such meeting, setting forth the processed bylaws revisions with explanation, therefore, is given in accordance with these bylaws.

ARTICLE XVI : RECORDS AND REPORTS

The association shall keep at its principal office the following, which shall be open to inspection by membership during office hours by appointment.

- The original or a copy of the its Articles of Incorporation
- Association Bylaws as amended to date
- Federal tax exemption and annual information returns for three years from the date of filing
- Written or typed minutes of the proceedings of the Board and committees of the Board

- Adequate and correct books and records of account

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Association and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents, by appointment.

ARTICLE XVII: FISCAL YEAR

Section 1 The fiscal year of the Association shall begin on June 1st of each year and terminate on May 31st of the following year.

ARTICLE XVIII: DISSOLUTION

Section 1 Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to the National Institute of Governmental Purchasing, Inc. (NIGP), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501(c)(3), and contributions to NIGP are then deductible under §170(c)(2) of the Internal Revenue Code of 1986, for the Association's charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501(c)(3), and to which contributions are then deductible under §170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE XIX: RESTRICTIONS ON ACTIVITIES

Section 1 No part of the net income of the Association shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the purpose of the organization as defined in the Bylaws. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

Section 2 Notwithstanding any other provisions set forth in these bylaws, at any time during which it is deemed a private foundation, the Association shall not engage in any act of self-dealing as defined in Section 4914(d) of the Internal Revenue Code of 1986; the Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section

4942 of the Internal Revenue Code of 1986; the Association shall not own any excess business holding that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Association shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Association shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986. Any references in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

Section 3 Notwithstanding any other provision of these By-Laws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under §170(c)(2) of such Code.

ARTICLE XX: INDEMNIFICATION

Section 1

To the fullest extent permitted by law, the Association shall indemnify its “agents,” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying and such position, and their heirs, executors and administrations, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any ‘proceeding,” and including any action by or in the right of the Association, by reason of the fact that the person is or was a person described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitle apart from this Article.

The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law. No indemnification shall be approved by the Board of Directors or paid by the Association except after receiving an opinion from legal counsel regarding the propriety of doing so.

REPLACES BY-LAWS OF MAY 25, 1971

REVISED: February 15, 1974
August 23, 1974
August 19, 1977
August 17, 1984

February 25, 1988
February 24, 1989
February 22, 1991
April 18, 2002
May 8, 2003
May 13, 2004
May 23, 2005
February 10, 2006
November 16, 2006
May 15, 2009
September 23, 2010
October 4, 2018
March 18, 2019

CERTIFICATE OF SECRETARY

I, Tina Clinkscales, certify that I am the current elected and acting Secretary of the benefit Association, and the above bylaws are the bylaws of this Association as adopted by the membership, and that they have not been amended or modified since the above.

EXECUTED on this 18th day of March in the County of Wayne in the State of Michigan.

_____ (Duly Elected Secretary)