

**BYLAWS  
OF  
MiCTA**

**A Michigan Nonprofit Corporation**

**Adopted by the Members as of August 4th, 2017**

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## **MiCTA Bylaws**

### **Article 1 - NAME**

The name of the Corporation is MiCTA.

### **Article 2 – PURPOSE**

MiCTA is organized for the purpose of identifying and resolving common technology (telecommunications) issues and problems, providing a clearing house of information relative to telecommunications; gaining information on new telecommunications products and services; improving the level of competency and enhance the professional status of the member administrators; influencing the development of telecommunications services to members at reduced costs and improved quality; participating in governmental and regulatory proceedings affecting member telecommunication issues; and otherwise promoting the common telecommunications interests of the membership.

### **Article 3 - MEMBERS**

#### **Section 3.1 - Members**

The Corporation is organized on a membership basis. Those eligible for membership shall consist of state or local government or political subdivisions thereof, or any agency or instrumentality of such government or political subdivisions, and nonprofit organizations, which shall include without limitation public and private nonprofit colleges and universities, governmental and nonprofit organizations comprised of K-12 school districts, nonprofit healthcare providers, libraries, churches, or other nonprofit entities who are members in good standing as determined by the Board.

### **Section 3.2 - Application for Membership**

Any entity interested in becoming a member of the Corporation shall submit an application, which shall indicate the organization(s) to be represented, the designated representatives, the designated Voting Representative, if applicable, and the membership application fee to the Treasurer. The Treasurer is empowered to approve membership applications meeting the qualifications of Section 3.1.

### **Section 3.3 - Termination of Membership**

The Board, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member without Cause or for Cause, or suspend or expel any member who shall be in default in the payment of dues for the periods so fixed.

### **Section 3.4 - Resignation**

Any member may resign by notification to the Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. No refunds shall be paid with respect to resignations and partial years.

### **Section 3.5 - Reinstatement**

A former member may be granted "reinstatement" by filling out a new "Membership Application" and paying their annual dues as it relates to their current FTE status. Any member who has been removed from membership by Board action may petition the Board for consideration of reinstatement. Reinstatement would need to pass by a majority vote of the Board.

### **Section 3.6 - Transfer of Membership**

Membership in the Corporation is not transferable or assignable.

### **Section 3.7 - Voting Representative**

Each member entity shall appoint one representative, hereafter known as a "Voting Representative," who shall act as the representative of that member entity in all MiCTA Member meetings. A "Voting Representative" must be a current full time employee of the member entity. A Voting Representative may designate in writing a proxy for a meeting if the proxy is also a current full time employee of the member entity. A person can only be a Voting Representative for one member entity at a time. The Board in closed special session shall decide any question of the status of a Voting Representative or proxy prior to the meeting. A member entity may have other non-voting representatives, but only one Voting Representative.

## **Article 4 - MEMBER MEETINGS**

### **Section 4.1 - Member Meetings**

The Corporation shall hold at least one (1) meeting of the members per year, which shall be designated the Annual Member Meeting by the President. The President shall determine the time, date and place for the Annual Member Meeting. The Executive Secretary shall provide written notice to all Members and their Voting Representatives of the Annual Member Meeting at least 30 days prior to the meeting by stating the date, time and purpose or purposes of the meeting. Members and their Voting Representatives will be provided access information so that they may attend via electron media consistent with these Bylaws.

### **Section 4.2 - Special Meetings**

Special meetings of the members may be called by the President, a majority of the Board or at the request of at least 20 Member Voting Representatives. The President or the Executive Secretary shall determine the time, date and place for the Special Member Meeting within 14 days of the request. The Executive Secretary shall provide written notice to all Members and their Voting Representatives of the Special Member Meeting at least 30 days prior to the meeting by electronic media stating the date, time and purpose or purposes of the meeting. Members and their Voting Representatives will be provided access information so that they may attend via electronic media consistent with these Bylaws.

### **Section 4.3 - Quorum**

A quorum shall consist of those Voting Representatives present in-person, by proxy or by electronic media at a regularly scheduled meeting or special meeting of the members.

### **Section 4.4 - Rules of Order**

The presiding officer at meetings shall generally use Roberts Rules of Order as a guide for conducting the meeting.

## **Article 5 - BOARD OF DIRECTORS**

### **Section 5.1 - General Powers**

The affairs and all general policies of the Corporation shall be managed by its Board.

### **Section 5.2 - Specific Duties**

The Board shall be specifically responsible for:

- a) Approving budgets and expenses not included in the annual budget
- b) Approving membership fees.
- c) Approving vendor contracts.

- d) Filling Officer and Board member vacancies by majority vote of the Board (such appointees to serve until the next annual election).
- e) Approving all procedures/standards governing membership applications and acceptance.
- f) Approving any legal actions.
- g) Directing the Corporation's participation in any governmental or regulatory proceedings.
- h) Approving all personnel matters, and the Corporation's Operating Manual.

### **Section 5.3 - Number, Manner of Selection, Tenure and Qualifications**

- a) The number of Directors shall be no more than fifteen (15) Directors.
- b) Directors and Officers shall be elected at the Annual Member Meeting of Members by those Member Voting Representatives present in-person, by proxy or by electronic media. Except as otherwise provided in this Section 6.3, the term of office of each Director and Officer shall be two years. Voting Representatives interested in running for a Board position shall contact the Executive Secretary by email at least 30 days prior to the Annual Member meeting. The Executive Secretary shall be responsible for posting the candidates on the MiCTA web site at least seven (7) days before the Annual Meeting.
- c) The Officers of the Board of Directors positions shall be designated President, Vice President, Executive Secretary, Treasurer, immediate Past President (if applicable) and At-Large Directors. The immediate Past President shall serve as a Director for one two-year term commencing upon completion of his or her term as President.
- d) Except for the immediate Past President, candidates for the Board shall be selected from the roster of Voting Representatives who represent a member in good standing.

### **Section 5.4 - Removal of Directors**

- a) Any member of the Board may be removed at any time with Cause by vote of not less than two-thirds of the Board.
- b) Any member of the Board may be removed as a Director at any time, and without assigning any Cause therefor, by the affirmative vote of a majority of the remaining Directors in the event a member of the Board incurs more than two (2) unexcused absences during any 12 month period during his or her term of office from participating in a meeting of the Board, either in person or by telephone. Upon receipt of written notification of such removal, the Director receiving such notice shall no longer be a member of the Board.

### **Section 5.5 - Regular Meetings**

Regular meetings of the Board shall be held from time to time as necessary at the principal offices of the Corporation, or other locations as determined by the President, if the Board shall meet at least three (3) times a calendar year. The CEO (Chief Executive Officer) of the corporation shall attend all Board meetings and is a non-voting member of the Board.

### **Section 5.6 - Special Meetings**

Special meetings of the Board may be called at the request of the President or any other two (2) Directors. If the special Board meeting is called at the request of two (2) Directors, one of them shall preside at the special meeting.

### **Section 5.7 - Notice of any Special Meetings**

The Executive Secretary shall provide electronic notice of any special meetings at least three (3) days prior thereto, and shall include information associated with time, location, and subject matter.

### **Section 5.8 - Quorum**

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

### **Section 5.9 - Board Decisions**

The act of a majority of the Directors present who vote at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

### **Section 5.10 - Vacancies**

Any vacancy occurring in the Board or an Officer position because of death, resignation, removal, disqualification, an increase in the number of Directors, or otherwise, may be filled by the Board for the unexpired portion of the term.

### **Section 5.11 - Compensation**

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, a uniform fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board.

### **Section 5.12 - Teleconference or Video Conference**

Members of the Board may participate in a meeting by means of conference telephone, video conference or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Voting may occur in person or electronically.

### **Section 5.13 - Rules of Order**

The presiding officer at meetings of the Board shall generally use Roberts Rules of Order as a guide.

## **Section 5.14 - Emeritus Directors**

From time to time, the Board may designate a person as a MiCTA Board Member Emeritus because of their long service and dedication to the Board or the MiCTA organization. An Emeritus Director is an honorary position and not a voting position. The Board may indicate a period for this designation if it wishes and indicate other privileges and benefits it may confer on such a position.

## **Article 6 - OFFICERS**

### **Section 6.1 - Officers**

The officers of the Corporation shall be the President, Vice President, Executive Secretary, and Treasurer.

### **Section 6.2 - Term of Office**

The officers of the Corporation shall be elected every two (2) years at the Annual Member meeting except where noted in Section 5.10

### **Section 6.3 – Removal**

Any officer appointed by the Board may be removed by the Board whenever in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 6.4 - Powers and Duties**

The several officers shall have such power and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board or as specified herein. Each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

- a) The President. The President presides over regular and special Board meetings as well as the Annual Membership Meeting. As the Chief Ambassador for the organization it is the President's responsibility to promote the Mission of the organization and expand its awareness to the national non-profit community. The President shall appoint Committee Chairs of all standing and temporary Committees, except for the Investment Committee Chair, and assures that the Chairs follow through with their responsibilities. The President also assures that the Board uses its time wisely in the support of the Organizations Mission and Goals. The President shall perform other such duties as assigned by the Board.
- b) Vice-President. The Vice-President shall preside at meetings if the President is unable to attend, and perform such other duties as assigned by the President.
- c) Executive Secretary. The Executive Secretary shall be responsible for recording the minutes of all Board meetings, posting such on the website, and otherwise making

copies of such available to all member institutions, and keeping track of the Voting Representative for each member. The Executive Secretary shall also be responsible for creating a slate of candidates list subject to the Annual Membership Meeting for the election of Directors/Officers and shall distribute the list to all Voting Representatives at least 30 days prior to the related Annual Membership Meeting.

- d) Treasurer. The Treasurer shall oversee the financial activities of the Corporation and act as the Chairman of the Investment Committee. The Treasurer shall give an accounting of all receipts and disbursements at each meeting as well as the status of investments.

## **Article 7 - COMMITTEES**

### **Section 7.1 - Committees**

The Board President shall appoint Committees and Chairs of said Committees from the Directors of the Board, excluding the Investment Committee. These Committees act in an advisory position to the Board and shall make regular reports of their activities to the Board.

### **Section 7.2 - Standing Committees**

The Board has established the following standing Committees:

- a) Internal Audit Committee. The Internal Audit Committee shall be composed of the Treasurer and two (2) other members of the Board who are not currently serving as President or CEO (Chief Executive Officer). The Committee shall see that the Corporation follows generally accepted accounting principles, has periodic outside audits of its financial statements and generally conducts business in a transparent, respectable, and upright manner. The Committee, and any of its individual members as the case may be, are designated to listen to and bring to the attention of the Committee and/or Board as appropriate, any allegations, claims or wrong-doing made by so-called "whistle-blowers". The Committee shall assure that "whistle-blowers" are not the subject of any retaliation or disadvantage within the Corporation and may withhold their identity if felt necessary to protect them from any reprisal. The Committee shall have the authority, as approved by the board, to seek a legal opinion in matters where they determine that bylaw infractions or other issues related to violations in the operation of the organization have been committed and report such legal opinion to the Board for action.
- b) Personnel Committee. The Personnel Committee shall consist of not less than two (2) members of the Board and shall act in an advisory role to the Board on all personnel matters of the Corporation. The CEO shall act, as a non-voting member of the Committee. The Treasurer shall be an ex officio, non-voting member of the Personnel Committee. Personnel Committee members shall serve at the pleasure of the Board. The full Board shall discuss and may vote upon any recommendation of the Personnel Committee. The Personnel Committee shall: recommend final candidates for management level positions at the Corporation; conduct annual review of the CEO (Chief Executive Officer); review annual compensation recommendations for all

employees and independent contractors; review recommendations for employee benefits, such as health care and retirement benefits; and assist management with disciplinary actions as requested. All changes to compensation and documents relating to personnel matters must be approved by the full Board.

- c) Investment Committee. The Investment Committee shall consist of the President, the Treasurer who shall be the Committee Chair, the CEO (Chief Executive Officer) and one (1) additional member of the Board, who shall be appointed by the Board. The Investment Committee shall be responsible for implementing the Corporation's investment objectives, which shall include approving investment strategy, hiring/firing of investment managers, custodians and investment consultants, monitoring performance of the investment portfolio on a regular basis, and maintaining sufficient knowledge about the portfolio and its managers.
- d) Grant Committee. The Grant Committee shall consist of two (2) or more Board members who shall be appointed as per section 7.1. The Grant Committee shall work with the CEO to determine the eligibility of Grant recipients
- e) Membership Committee. The Membership Committee shall consist of (2) or more Board members appointed as per section 7.1 The Committee shall develop and implement procedures to identify and encourage member Voting Representatives to run for a Board of Directors positions.
- f) Bylaw Committee. The Bylaw Committee shall consist of two or more Board Members appointed as per section 7.1 and be responsible for receiving from the Voting Member Representatives proposed changes/and or amendments to the existing Bylaws. They will take into consideration if these requests reflect the Mission, Goals and Spirit of the MiCTA Organization and its membership and send said proposed changes/and or amendments to the Executive Secretary for distribution to the Members and Voting Representatives 30 days prior to the next Annual Member Meeting. Conveyance of proposed changes and/or amendments can include email. Any MiCTA Voting Member Representative may submit a proposed Bylaw amendment to the Bylaw Committee Chair at least 90 days prior to the Annual Membership Meeting or a special meeting.

## **Article 8 - ADMINISTRATIVE OFFICE**

The Corporation directly employs a CEO to carry out its objectives and provide services to members. The CEO shall be directly responsible to the Board of Directors. The recommendations of the CEO for permanent full-time positions, salaries, position descriptions and operating manual updates (covering operating policies, procedures, etc.) will be approved by the Board. Unless otherwise specified in the position description, all employees and independent contractors serve at the will of the Board. No permanent full-time employee may be hired without a Board approved position description and compensation for that position.

## **Article 9 - CONFLICTS OF INTREST, CODE OF CONDUCT**

Members, Voting Representatives, Board members, MiCTA Staff (including 1099s) shall upon taking office or employment execute a form accepting MiCTA's Code of Conduct, which provides as follows:

The person shall not:

- a) Engage in any lobbying activities or dealings on behalf of themselves and/or relatives or use the Corporation or the Corporation's actions or non-actions as a means of supporting or adding weight to their own individual requests.
- b) Exploit its membership in the Corporation for personal advantage or financial gain.
- c) Fail to disclose any conflicts of interest and shall not participate in the activities of the Corporation where such a conflict is present.
- d) Have a personal financial interest in the Corporation activities or decisions, except such as are specifically disclosed to the Board, which may waive the conflict or financial interest if official action is taken to do so and recorded in the minutes of the meeting where such action is taken.
- e) Violate any laws or ordinances, MiCTA Bylaws, or MiCTA Board Policy while conducting business for MICTA
- f) Deceive, defraud, or mislead any person.
- g) Misrepresent MiCTA in any manner.
- h) Knowingly divulge or release any information of a confidential nature relating to MiCTA's plans, mission, or operational databases without appropriate approval.
- i) Obtain a personal advantage or benefit due to the use of the organization's name.
- j) Accept individual gifts of any kind in excess of \$100 per year including meals and promotional items, from any vendor with which MiCTA has a relationship or potential relationship.
- k) Withhold their best efforts to perform their duties to acceptable standards.
- l) Use MiCTA property, financial resources, or services of MiCTA personnel for personal benefit except personally assigned MiCTA electronic devices.

- m) Otherwise engage in conduct detrimental to the good name of the corporation and its members.

## **Article 10 - INDEMNIFICATION**

### **Section 10.1 - General.**

The Corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a Director or officer (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, Director, officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

### **Section 10.2 - Claims Brought by or in the Right of the Corporation**

The Corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation 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 attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all

circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

### **Section 10.3 - Actions Brought By the Indemnitee.**

Notwithstanding the provisions of Section 10.1 and Section 10.2 hereof, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee unless such action, suit, proceeding or claim (or part thereof):

- a) Was authorized by the Board of the Corporation, or
- b) Was brought or made to enforce this Article Xi and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

### **Section 10.4 - Approval of Indemnification**

An indemnification under Section 10.1 or Section 10.2 hereof of this Article Xi, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in such Sections. This determination shall be made promptly in any of the following ways:

- a) by a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding;
- b) if the quorum described in the foregoing subsection (a) is not obtainable, then by a majority vote of a Committee of Directors who are not parties to the action; the Committee shall consist of not less than two (2) disinterested Directors; or
- c) by independent legal counsel in a written opinion.

### **Section 10.5 - Advancement of Expenses**

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 10.1 or Section 10.2 hereof shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

### **Section 10.6 - Partial Indemnification**

If an Indemnitee is entitled to indemnification under Section 10.1 or Section 10.2 hereof for a portion of expenses, including, without limitation, attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

### **Section 10.7 - Indemnification of Employees and Agents**

Any person who is not covered by the foregoing provisions of this Article Xi and who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, Director, officer, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the board of Directors.

### **Section 10.8 - Other Rights of Indemnification**

The indemnification or advancement of expenses provided under the foregoing Sections of this Article Xi is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles, these Bylaws, or a contractual agreement. 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. The indemnification provided for in the foregoing Sections of this Article Xi continues as to a person who ceases to be a trustee, Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

### **Section 10.9 - Liability Insurance**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, Director, officer, 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 the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Act.

### **Section 10.10 - Contract with the Corporation**

The right to indemnification conferred in this Article Xi shall be deemed to be a contract between the Corporation and each Director or officer who serves in any such capacity at any time while this Article Xi is in effect, and any repeal or modification of any such law or of this Article Xi shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article Xi is repealed or modified, the Corporation shall give written notice thereof to the Directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

### **Section 10.11 - Application to a Surviving or Constituent Corporation**

The indemnification and other obligations of the Corporation set forth in this Article Xi shall be binding upon any resulting or surviving Corporation after any merger or consolidation of the Corporation, as well as for any Director, officer, partner, trustee, employee or agent of another Corporation prior to such other Corporation entering into a merger or consolidation with the Corporation.

### **Section 10.12 - Definitions**

“Other enterprises” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and “serving at the request of the Corporation” shall include any service as a Director, officer, employee, or agent of the Corporation that imposes duties on, or involves services by, the Director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in Section 10.1 or Section 10.2 hereof.

### **Section 10.13 - Severability**

Each and every paragraph, sentence, term and provision of this Article X shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article X shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

## **Article XI - AMENDMENTS**

These Bylaws may be changed or amended at any MiCTA Annual member meeting by at least a two-thirds majority of the Voting Representatives present in-person, or by proxy or electronic media.

## **ARTICLE XII - MISCELLANEOUS**

### **Section 12.1 - Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, any Committee(s), and Directors having any of the authority of the Board, and shall keep at the registered or Principal Office a record giving the names and addresses of the members entitled to vote.

Any Director, if any, or his or her agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written

form within a reasonable time. The Corporation shall convert into written form without change any record not in written form, unless otherwise requested by a person entitled to inspect the records.

### **Section 12.2 - Corporate Seal**

The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

### **Section 12.3 - Fiscal Year**

The fiscal year of the Corporation shall begin on January 1 of each year and end on the following December 31.

### **Section 12.4 - Audit**

The Board shall provide for an annual audit of the records and accounts of the Corporation. A certified public accounting firm based on such firm's audit of the Corporation shall certify the financial statements of the Corporation. The Treasurer shall select the certified public accounting firm.

### **Section 12.5 – Construction**

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, as far as is reasonable and possible:

- a) The remainder of these Bylaws shall be considered valid and operative.
- b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

### **Section 12.6 - Table of Contents; Headings**

The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

### **Section 12.7 Relation to Articles and the Act.**

These Bylaws are subject to, and governed by, the Articles and the Act.

## **Article 13 - DEFINITIONS**

When used in these Bylaws, the following terms not otherwise defined have the following meanings:

- a) "Act" means the Michigan Nonprofit Corporation Act, 1982 PA 162, being MCL 450.2101, et. Seq., as amended.
- b) "Articles" means the Corporation's Articles of Incorporation, as may be amended and restated, as filed with the Department of Licensing and Regulatory Affairs of the State

of Michigan, as required by the Act.

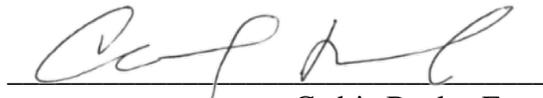
- c) "Board" means the Board of Directors of the Corporation.
- d) "Cause" for removal shall exist only if a member or Director, as the case may be, has been determined, by a majority of the disinterested members of the Board, in good faith, to be guilty of (A) fraud, deceit, or intentional misconduct; (B) gross negligence; (C) a material breach of the any obligations a member under these Bylaws; (D) for a Director, a breach of fiduciary obligations to the Corporation; or (E) intentional conduct taken in reckless disregard of a duty owed to the members or the Corporation that causes material damage to the Corporation or any Member or any other Person. Notice of such removal, specifying the effective date of removal, the cause therefor, and the grounds upon which such cause is based, shall be given to the member sought to be removed on or before the effective date specified in such notice.
- e) "Code" means the Internal Revenue code of 1986, as amended.
- f) "Person" means any individual, corporation, partnership, joint venture, limited liability company, limited liability partnership, association, joint stock company, trust, unincorporated organization, or other organizations, whether or not a legal entity, and any governmental authority.

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[Certification of Executive Secretary Follows.]

**CERTIFICATE OF EXECUTIVE SECRETARY**

I certify that I am the duly elected and acting Executive Secretary of MiCTA, a Michigan nonprofit corporation, and the above Bylaws are the Bylaws of such Corporation as adopted at a meeting of the members held on August 4<sup>th</sup>, 2017

Executed on August 4, 2017, in Wayne County Michigan.



Cedric Banks, Executive Secretary

